Triveni
POWER TRANSMISSION LTD.

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www.trivenipowertransmission.com

By E-filing

REF:TPTL:SE: Date: November 2, 2026

BSE Limited P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001	National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Compex, Bandra (E), MUMBAI – 400 051
STOCK CODE: 544824	STOCK CODE: TRIVENIPT

Subject: Submission of Postal Ballot Notice

Dear Sir/Ma'am,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we enclose herewith a copy of Postal Ballot Notice dated 23rd October, 2026 together with Explanatory Statement thereto, seeking approval of the members of the Company for: (a) Appointment of Mr Tarun Sawhney (DIN: 00382878) as Managing Director (designated as Vice Chairman & Managing Director) for a period of five years, by way of Special Resolution, (b) Approval of Material Related Party Transactions, by way of an Ordinary Resolution, and (c) Appointment of M/s. Sanjay Grover & Associates, Practicing Company Secretaries as Secretarial Auditor for a term of five consecutive years, by way of an Ordinary Resolution.

The notice has been sent electronically to all those members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Securities (India) Limited ("CDSL") and whose e-mail addresses are registered with the Company/RTA/Depositories as on Friday, 23rd October, 2026 ("Cut-Off Date").

The Company has engaged the services of NSDL to provide remote e-voting facility to its Members to cast their votes on the resolutions set out in the Postal Ballot Notice. The remote e-voting will commence on Tuesday, 3rd November, 2026 at 10.00 A.M. (IST) and end on Wednesday, 2nd December, 2026 at 5.00 P.M. (IST). The remote e-voting module will be disabled/ blocked thereafter for voting by the Members. The detailed instructions and manner of casting vote through remote e-voting are provided in the Postal Ballot Notice. A copy of the Postal Ballot Notice is also available on the Company's website www.trivenipowertransmission.com.

This is for your information and record.

Yours faithfully,
For **Triveni Power Transmission Limited**

RAKESH KUMAR YADAV
Digitally signed by RAKESH KUMAR YADAV
Date: 2026.11.02 18:42:10 +05'30'

Rakesh Kumar Yadav
Company Secretary
M. No. A62974

Encl: As above

KFin Technologies Limited (Registrar & Share Transfer Agent) Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032	**National Securities Depository Limited** Trade World, A Wing, 4th & 5th Floor, Kamala Wing Compound, Lower Parel, Mumbai-400 013.	**Central Depository Services (India) Limited** Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai-4000 13.

Triveni Power Transmission Limited

CIN: U28110UP2024PLC212958
Registered Office: A-44 Hosiery Complex, Phase II Extension, Nepz Post Office, Noida,
Gautam Buddha Nagar-201 305, Uttar Pradesh
Corporate Office: 8th Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh
Website: www.trivenipowertransmission.com, **E-mail:**shares.tptl@trivenigroup.com, (**Phone:**+91 120 4308000)

POSTAL BALLOT NOTICE

(Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

This notice ("Notice") is hereby given pursuant to and in compliance with Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), and in accordance with the General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and other applicable laws, rules and regulations, if any, the Resolutions as set out in this Notice are proposed for consideration by the members of Triveni Power Transmission Limited ("Company") for passing by means of Postal Ballot through remote e- voting by electronic means only.

A detailed Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act in respect of the proposed resolutions specified in the Notice to be passed through postal ballot (via remote e-voting) setting out all the material facts and the reasons thereof is annexed hereto for your consideration and forms part of the Notice.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Transfer Agent ('"RTA"'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

If your email address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent and dissent of the Members would only take place through the remote e- voting system.

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Management Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility to the members to exercise votes on the items of special business given in the Notice through electronic voting system only (remote e-voting) instead of submitting the postal ballot form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL'), at https://www.evoting.nsdl.com/ for providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is available on the website of the Company at www.trivenipowertransmission.com

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions mentioned in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on December 2, 2026. The remote e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed Mr. Suresh Gupta, Proprietor of M/s Suresh Gupta & Associates, Practicing Company Secretaries (CP No. 5204 / M.No. 5660), as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman /Vice Chairman and Managing Director, or in their absence to the Company Secretary after completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot would be announced on or before December 4, 2026.

The results declared along with the Scrutinizer Report will be displayed at the Registered Office and Corporate Office of the

Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), in accordance with the provisions of the Act. The result will also be displayed at the Company's website i.e. www.trivenipowertransmission.com and on the website of NSDL at https://evoting.nsdl.com/.

The resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. December 2, 2026. The Scrutinizer's decision on the validity of e-voting shall be final.

Special Business

1. **Appointment of Mr Tarun Sawhney (DIN: 00382878) as Managing Director (designated as Vice Chairman & Managing Director) for a period of five years with effect from 28th July, 2026 and payment of remuneration to him.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   RESOLVED THAT subject to and in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (hereinafter referred to as "the Act"), Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the appointment of Mr Tarun Sawhney (DIN :00382878) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five (5) years, with effect from 28th July, 2026 to 27th July, 2031, on the remuneration and terms and conditions, as set out in the Explanatory Statement annexed to this notice as approved and recommended by the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company.

   RESOLVED FURTHER THAT the Board (on the recommendations of the NRC) be and is hereby authorized to revise, amend, alter, modify and vary the terms and conditions of appointment including designation, remuneration/remuneration structure of Mr Tarun Sawhney (designated as Vice Chairman and Managing Director) in such manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations, if any or any statutory modification or enactment thereto and as may be agreed to by and between the Board and Mr. Tarun Sawhney, without any further reference to the shareholders in general meeting, provided that the aggregate remuneration shall not exceed the overall ceiling specified in the explanatory statement.

   RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr Tarun Sawhney as Managing Director, the Company has no profits or its profits are inadequate, the Board, on the basis of the recommendation of the NRC, is hereby authorized to approve and pay remuneration to the Managing Director by way of salary, perquisites and other allowances, whether or not the same is above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and Regulation 17(6) (e) of the Listing Regulations, including any statutory amendment or modifications thereof, which shall be subject to applicable compliances thereunder.

   RESOLVED FURTHER THAT as Managing Director of the Company, Mr. Tarun Sawhney shall, subject to the supervision, control and directions of the Board of the Company, exercise substantial powers of management and shall manage the business and affairs of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

2. **Approval of Material Related Party Transactions**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and based on the approval of the Audit Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to the Company to enter into and/or to execute and/or to

continue to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as more particularly set out at Item no. 2 in the explanatory statement annexed to the Notice convening this Meeting during FY 2026-27, being Material Related Party transactions, on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of its powers in terms of the foregoing resolution, to any Committee of Directors and/or Director(s) and/or official(s) of the Company, and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, including but not limited to finalizing the terms and conditions, executing necessary documents and settling all issues that may arise for the purpose of the Related Party Transactions, without being required to seek further consent or approval of the members of the Company, to the end and intent they shall be deemed to have given their approval thereto expressly by the authority of aforesaid resolution."

3. Appointment of M/s. Sanjay Grover & Associates, Practicing Company Secretaries as Secretarial Auditor for a term of five consecutive years

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the amended provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued thereunder from time to time and the provisions of Section 204 read with Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactments thereof, for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Sanjay Grover & Associates, Practicing Company Secretaries (Firm Registration No.: P2001DE052900), be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from FY 2026-27 till FY 2030-31, on such terms & conditions, including fees, as may be mutually agreed upon between the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

By order of the Board

Sd/-
Rakesh Kumar Yadav
Company Secretary
M. No. A62974

Place : Noida
Date : October 23, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 20 and 22 as amended from time to time, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 to 3 is annexed hereto.

2. In Compliance with the MCA Circulars and the Listing Regulations, this postal ballot Notice along with the explanatory statement and the remote e-voting instructions are being sent electronically to all those Members whose names appear in the Register of Members and/ or Register of Beneficial Owners maintained by the Depositories as on the "**cut-off date**" i.e., **Friday, October 23, 2026** received from the Depositories and whose e-mail address is registered with the Company / RTA / Depositories / Depository Participant ("**DPs**").

3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the members. Further, a member cannot exercise his / her vote through proxy on postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through e-voting system only.

4. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

5. Members may note that the notice will also be available on the Company's website at www.trivenipowertransmission.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. https://www.evoting.nsdl.com/.

6. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR- 1 to KFin Technologies Ltd. ('KFin'), RTA at einward.ris@kfintech.com, However, for the shares held in demat form, members are requested to write to their respective DPs.

7. The Company has engaged National Securities Depository Limited as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.

8. **The Postal Ballot e-voting facility will be available during the following period:**

Commencement of e-voting	**November 3, 2026, at 10:00 A.M. (IST)**
End of e-voting	**December 2, 2026, at 05:00 P.M. (IST)**

The members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.

9. The Scrutinizer will submit his/her report to the Chairman / Vice Chairman and Managing Director, or in their absence to the Company Secretary after completion of the scrutiny and the results of the e-voting by postal ballot will be announced within the prescribed statutory timelines. The resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e., December 2, 2026, subject to receipt of the requisite number of votes in favour of the resolution.

10. All material documents referred to in the Notice and explanatory statement shall be open for inspection at the Registered Office and Corporate Office of the Company on all working days (i.e. excluding, Saturdays, Sundays and public holidays) between 10:30 AM (**IST**) to 2:00 PM (**IST**) from the date of dispatch of notice upto the date of declaration of results of postal ballot. The said documents shall also be available electronically for inspection by the members from the date of circulation of this notice until the last date of e voting. Members seeking to inspect such documents can send an e-mail to shares.tptl@trivenigroup.com

11. **The Procedure for e-voting is as under: -**

Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI Master Circular- HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

11. Instructions for members for remote e-voting: -

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers..
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

I**mportant note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sureshguptacs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice-President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares.tptl@trivenigroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares.tptl@trivenigroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The members are informed that the Composite Scheme of Arrangement amongst Triveni Engineering and Industries Limited ('Amalgamated Company'/'TEIL'), Sir Shadi Lal Enterprises Limited ('Amalgamating Company'/'SSEL') and Triveni Power Transmission Limited ('Resulting Company'/'the Company'), and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme'), inter-alia providing for demerger of power transmission business of TEIL into the Company was sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench, vide its orders dated May 7, 2026 and May 18, 2026, and became effective on May 19, 2026.

Following the effectiveness of the Scheme, the power transmission business of TEIL stood transferred to and vested in the Company with effect from the Demerger Appointed Date i.e.1st April, 2026. Consequently, the Company has emerged as a dedicated power sector platform with an independent management structure, governance framework and business strategy. The Company has been listed on BSE Limited and National Stock Exchange of India Limited pursuant to the Scheme effective October 12, 2026.

Mr. Tarun Sawhney is one of the Promoters of the Triveni Group and has been a driving force in establishing it as a leading player in its industry. He played a key role in conceiving and successfully executing the restructuring of Triveni Engineering and Industries Ltd. (TEIL). He was also central to the development, growth and management of the power transmission business during the period it was part of TEIL, and he brings deep institutional knowledge, strong industry relationships and operational expertise relevant to that business. He will continue to offer strategic direction and leadership to the Company through the transition phase. Under his guidance, the Company aims to achieve its expected growth, improve operational efficiency and create long-term value for all stakeholders. Given Mr. Sawhney's broad and varied experience, leadership strengths and entrepreneurial ability, as well as the need to maintain strategic continuity during the transition and to ensure the Company's business plans are carried out successfully, the Nomination and Remuneration Committee ("NRC") has recommended to the Board of the Company, appointing him as Managing Director of the Company, designated Vice Chairman and Managing Director, for a term of five years effective July 28, 2026, subject to shareholder approval through a special resolution.

The Board notes that Mr. Sawhney currently serves as the Managing Director of TEIL. In light of the role and responsibilities entrusted to him as VCMD of the Company, and the time he will need to devote to both entities, the Board on the recommendation of NRC considers it to be in the best interest of the Company and its shareholders to remunerate him in line with the Company's size and strategic importance. The Board also regards this as a prudent, transparent and governance-oriented approach following the reorganization of the group structure. To arrive at the proposed remuneration, a comprehensive review was undertaken of prevailing industry practices, remuneration levels at comparable organizations, the Company's scale of operations, its profitability potential, shareholder value creation and leadership requirements. The remuneration set out below has been structured to reflect the Company's philosophy of balancing fixed pay with performance-linked incentives tied to business and strategic objectives, as determined by the NRC and the Board from time to time. These performance measures may include financial results, growth indicators, operational excellence initiatives, strategic objectives and long-term value creation parameters.

I. Remuneration

1. Salary:

Rs.11,00,000/- (Rupees Eleven lakh only) per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year.

2. Allowances and Perquisites:

(i) Housing:

a) Leased residential accommodation having rent up to 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per the Rules of the Company.

b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the Company.

c) The Company shall provide such furniture, furnishing, domestic help and security guards at his residence as may be required.

(ii) **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and from and also for the stay in foreign country for the patient, an attendant and medical supervision, if required, shall be borne by the Company.

(iii) **Leave Travel Assistance:** As per Rules of the Company.

(iv) **Insurance Coverage:** As per Rules of the Company and include medical /health insurance for self and family, personal accident insurance etc. in India and abroad.

(v) Company's contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per Rules of the Company.

(vi) **Leave:** Leave with full pay and allowances or encashment thereof as per Rules of the Company. Leave accumulated, but not availed during the tenure shall be encashed at the end of the tenure as per Rules of the Company.

(vii) **Club Memberships:** Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.

(viii) **Conveyance facilities:** Provision of two cars with chauffeur.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

3. Commission/Performance Bonus: As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year, based on the performance of the Company and his efforts and guidance for value creation, strategic planning, identifying growth and diversification opportunities.

4. Amenities:

i) Communication facilities: The Company shall provide appropriate telephones, including cellular phones, telefax, internet and other communication facilities at the Managing Director's residence, for discharging his functions effectively.

ii) The Company shall provide office space to the Managing Director either at place of his residence or any other convenient place for discharging his official duties along with the required office staff, infrastructure and facilities.

iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and boarding &lodging or daily allowance as per rules of the Company for self and also for spouse, if considered expedient to accompany him in the Company's interests, during domestic or overseas business trips and reimbursement of entertainment expenses incurred in the course of business of the Company.

Explanation:

The amenities shall not be included for the purposes of computation of the Managing Director's remuneration as aforesaid.

II. Overall Remuneration

The total remuneration including Salary, Perquisites and Allowances and Performance Bonus as aforesaid, payable to Mr. Tarun Sawhney in any financial year during his current tenure of five years, shall be in accordance with the applicable provisions of section 197 and/or Schedule-V of the Act read with Regulation17(6)(e) of the Listing Regulations (as amended from time to time) provided that the overall remuneration shall not exceed the maximum limit of Rs 15 crore (Rupees fifteen crore only) per annum (excluding retiral benefits).

Mr Tarun Sawhney is also the Vice Chairman & Managing Director of TEIL and he has been drawing remuneration from that company too. The aggregate remuneration payable to him from both the companies shall however be subject to maximum limits permissible as per the relevant provisions of the Act, as amended from time to time.

III. Minimum Remuneration

Notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr Tarun Sawhney as Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration by way of salary, perquisites and other allowances, whether or not the same is over and above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations, including any statutory amendment or modifications thereof, from time to time.

IV. General terms and conditions:

(i) Mr. Tarun Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

(ii) He shall not be reckoned as director for the purpose of determining the retirement of directors by rotation or in fixing the number of directors liable to retire by rotation. But he shall immediately cease to be Managing Director if he ceases to hold the office of director for any reason.

(iii) Mr Tarun Sawhney shall manage the business and affairs of the Company and provide vision and guidance for furtherance of business, subject to the supervision, control and directions of the Board of the Company, and perform such duties as may be entrusted to him by the Board from time to time. He shall have the power to appoint engage /dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do all acts and things as may be deemed necessary proper or expedient for carrying on the business in the best interest of the Company.

(iv) He may with the approval of the Board/Committee delegate any of his powers to such directors, KMPs, or other persons as he may deem fit and shall have power to grant such delegate such power of attorney with a power to revoke the same.

(v) There will not be any notice period nor any severance fees.

Further, in accordance with Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as well as the relevant provisions of the Companies Act, 2013 ("Act"), the Audit Committee, through the approval of the Independent Directors at its meeting held on 28 July 2026, has approved the remuneration proposed to be paid to Mr. Tarun Sawhney, being a related party transaction.

The Board of the Company has, on the recommendation of the NRC and approval of the Audit Committee, at its meeting held on July 28, 2026 appointed Mr. Tarun Sawhney, who is presently Managing Director of TEIL, as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years w.e.f. July 28, 2026 and fixed his remuneration as stated herein above, subject to approval of the shareholders of the Company by way of a special resolution.

Mr. Tarun Sawhney satisfies all the conditions set out in the relevant provisions of the Act for being eligible for his appointment. Mr. Sawhney has given his consent, in writing, to act as Director and Managing Director of the Company. He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any such authority. Mr. Sawhney, being eligible, offers himself for appointment.

The above may be treated as a written memorandum setting out the terms and conditions of appointment of Mr. Tarun Sawhney under Section 190 of the Act.

The relevant information (including brief resume) in respect of Mr Tarun Sawhney pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice.

Since Mr Tarun Sawhney is one of the promoters of the Company, pursuant to Regulation 17(6)(e) of the Listing Regulations, approval of shareholders by way of a special resolution is required where the annual remuneration payable to an executive director who is a promoter exceeds the prescribed thresholds.

Accordingly, approval of the shareholders is sought by way of a special resolution to the appointment and payment of remuneration to Mr. Tarun Sawhney as Managing Director of the Company in accordance with the relevant provisions of the Act read with Schedule V thereto and the Listing Regulations.

The Board has approved and recommended the passing of the Special Resolution at Item No.1 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Tarun Sawhney, the appointee, Mr. Dhruv M. Sawhney and Mr. Nikhil Sawhney, Directors, who are related to each other, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

Item No. 2

Consequent to the demerger of Power Transmission Business ("PTB Undertaking") of Triveni Engineering and Industries Limited (TEIL), parent company, into the Company, Triveni Power Transmission Limited (TPTL) pursuant to the NCLT approved Composite Scheme of Arrangement ("Scheme") with appointed date as April 01, 2026, the Company has been listed on the Stock Exchanges viz. BSE and NSE effective October 12, 2026 and is, therefore, required to comply with the applicable provisions of the Companies Act, 2013 ("the Act"), the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with regard to related party transactions.

Prior to the demerger becoming effective, the PTB Undertaking was operating as an integral part of TEIL and had entered into related party transactions in the ordinary course of business and at arm's length. Following the demerger, the Company continues to undertake similar transactions, which are essential for continuity of operations and the routine conduct of its business.

In accordance with provisions of Regulation 23 of the Listing Regulations applicable to the Company, "Material Related Party Transaction" means the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the materiality thresholds prescribed under Schedule XII of the Listing Regulations, which is ten percent of the annual consolidated turnover of the Company as per the last audited financial statements.

The Company was incorporated as a wholly owned subsidiary of TEIL in December 2024 to carry on the business of PTB Undertaking of TEIL upon its demerger pursuant to the Scheme. Upon effectiveness of the Scheme, PTB Undertaking stood vested in the Company with effect from the demerger appointed date April 01, 2026. All the related party transactions to be entered into by the Company will be considered material as the Company did not have any operations and consequently did not have any consolidated turnover/revenue for the immediately preceding financial year i.e., FY 2026 for the purpose of determining materiality thresholds under Regulation 23 of the Listing Regulations.

In order to comply with the provisions of Listing Regulations and Act, the related party transactions entered into/continue to be entered by the Company with the related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as set out in Items No.2 require approval of the members of the Company by means of an ordinary resolution. These transactions are largely operational in nature, in the ordinary course of business and at arm's length and includes transactions necessitated consequent to the demerger.

Justification for the transactions between TPTL and Triveni Turbine Limited (TTL)

Upon the vesting of PTB Undertaking pursuant to demerger, TPTL is engaged in the manufacture of gearboxes and shall supply a significant portion of its production to major OEMs in India, including TTL. TTL is engaged in the manufacture of steam turbines in which a gearbox constitutes a critical component of the final product. The sale of gearboxes, spare parts and services provided by TPTL to TTL is undertaken in the ordinary course of business with the objective of maximizing business opportunities, optimal utilization of resources and enhancing capacity utilization. The proposed transactions for sale of goods and provision of services are commercially beneficial and aligned with the business objectives of both entities.

Justification for the transactions between TPTL and TEIL

Upon the vesting of PTB Undertaking pursuant to demerger, TPTL is a dominant supply chain partner to major original equipment manufacturers (OEMs) in India of steam turbine generators (STG). The sugar units and distilleries of TEIL also operate turbines supplied by TTL incorporating TPTL gearboxes, necessitating procurement of replacement gearboxes and related spares from TPTL. Further, any maintenance, repair, inspection, or other services relating to the gearboxes installed at TEIL's sugar and distillery units are required to be rendered by TPTL owing to its technical expertise and familiarity with the equipment. Additionally, TPTL currently avails certain shared corporate and support services from TEIL to ensure continuity and functional efficiency, until such time that TPTL establishes complete independent functional capabilities.

Accordingly, the proposed transactions in respect of sale of goods, rendering of services, and availing of corporate / other services are commercially expedient and in the ordinary course of business of the respective entities. Further, the demerger of the gears business from TEIL and its vesting in TPTL may also necessitate certain transactions between TPTL & TEIL to ensure smooth transition and completion of orders.

Details of proposed transaction with the concerned related parties including information pursuant to SEBI Master Circular SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as follows:

S. No	Particulars	Transactions with TTL	Transactions with TEIL	Transactions with Key Managerial Personnel (KMPs) and Senior Managerial Personnel (SMPs) and their relative(s) who are employees of the Company	Transaction with Non-Executive Directors(NEDs) including Promoter-Director
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	TTL is a public company in which certain directors of the Board of TPTL are directors and hold along with their relatives more than 2% of its paid-up share capital.	TPTL was a wholly owned subsidiary of TEIL prior to demerger of PTB Undertaking. After the demerger, post issuance of shares by TPTL to the shareholders of TEIL in accordance with the demerger scheme, TPTL has become an Associate of TEIL, which holds ~ 30% equity shareholding in the Company. Further, TEIL is also a public company in which certain directors of TPTL are directors and hold along with their relatives more than 2% of its paid-up share capital.	KMPs and SMPs and their relative(s) who are employees of the Company.	Non-Executive Directors of the Company.
b.	Nature / Type of the proposed transaction, material terms and particulars	(a) Sale of Gear Boxes (b) Sale of Spare parts of Gear boxes (c) Sale of services relating to Gear Boxes.	(a) Sale of Gear Boxes (b) Sale of Spare parts of Gear boxes (c) Sale of services relating to Gear Boxes (d) Availing of Corporate services from TEIL (e) Availing of other services (IT related services for historical data access, Renting of office premises, administrative/ business support services etc.) and transactions in the nature of reimbursements, if any.) (f) Certain transitional transactions consequent to demerger with the customers of PTB Undertaking, as may be required for existing and new orders till the new status of TPTL is recognized.	Remuneration and other entitlements to employees designated as KMP/SMPs of the Company and its subsidiary (including relative of an Executive Director who is employee of the Company) in line with Company's policy ie based on industry practice/market benchmarking and in the case of relative within the prescribed limit under applicable laws.	Sitting Fees and Profit related commission as may be decided by the Board within the limits permissible under the Act and/or Listing Regulations from time to time, based on performance of the Company

c.	Tenure of the proposed transaction(s) (particular tenure shall be specified);	FY 2026-27	FY 2026-27	FY 2026-27	FY 2026-27
d.	Value of the proposed transaction(s)	Rs. 110 crores	Rs. 311.00 crores	Rs. 16 crores	Rs. 1 crore
e.	The percentage of annual turnover of the Company considering FY 2025-26, as the immediately preceding financial year.	NA (Since the Company did not have any turnover in the previous year) However, the proposed transactions constitute 32.36 % of the turnover of PTB Undertaking of TEIL in FY25-26.	NA (Since the Company did not have any turnover in the previous year) However, the proposed transactions constitute 91.49 % of the turnover of PTB Undertaking of TEIL in FY25-26.	NA (Since the Company did not have any turnover in the previous year) However, the proposed transactions constitute 4.7 % of the turnover of PTB Undertaking of TEIL in FY25-26.	NA (Since the Company did not have any turnover in the previous year) However, the proposed transactions constitute 0.3 % of the turnover of PTB Undertaking of TEIL in FY25-26.
f.	Justification as to why the RPT is in the interest of the listed entity	Refer Annexure B	Refer Annexure C	The proposed transaction will aid the growth of the Company's business.	The transactions are within the limits prescribed under the Companies Act, 2013 and approved by the Board of Directors
g.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable	Not Applicable	Not Applicable	Not Applicable
g(i).	details of the source of funds in connection with the proposed transaction	Not Applicable	Not Applicable	Not Applicable	Not Applicable
g(ii).	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	Not Applicable	Not Applicable	Not Applicable
g(iii).	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable	Not Applicable	Not Applicable	Not Applicable
g(iv).	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable	Not Applicable	Not Applicable
h.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable. The RPTs are proposed to be carried out at arm's length basis in line with external benchmarks.	Not Applicable. The RPTs are proposed to be carried out at arm's length basis in line with external benchmarks.	Not Applicable..	Not Applicable.
i.	Name of the director or key managerial personnel who is related, if any, and nature of relationship	The Directors of the Company, viz., Mr. Dhruv Manmohan Sawhney, Mr. Nikhil Sawhney and Mr. Tarun Sawhney are the Chairman & Managing Director, Vice Chairman & Managing Director and	The Directors of the Company, viz., Mr. Dhruv Manmohan Sawhney, Mr. Tarun Sawhney, Mr. Nikhil Sawhney and Mr. Siraj Azmat Chaudhry are the Chairman & Managing Director, Vice Chairman &	None of the employees designated as KMPs and SMPs are related to any of the Director of the Company. However, Ms Noor Sawhney, an employee of the Company is daughter of Mr Tarun Sawhney,	All the Non-Executive Directors including Promoter Directors shall be deemed to be interested to the extent of their shareholding, if any and remuneration paid/payable to them by the Company .

		Director respectively, on the Board of TTL. Their interest or concern or that of their relatives, is limited only to the extent of their directorship and shareholding, if any, in the Company and TTL.	Managing Director and Directors respectively on the Board of TEIL. Their interest or concern or that of their relatives, is limited only to the extent of their directorship and shareholding, if any, in the Company and TEIL.	Vice Chairman and Managing Director/KMP and grand daughter of Mr Dhruv M Sawhney, Chairman.	
j.	Any other information that may be relevant	None	None	None	None

For details of each related party as per the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" (RPT Industry Standard), please refer to Annexure B, Annexure C & Annexure D

It may be noted that the Company has a robust framework for governing related party transactions undertaken by it. All related party transactions set out in this Postal Ballot Notice have been duly reviewed and approved by the Audit Committee and the Board of Directors, after satisfying themselves that such transactions are undertaken in the ordinary course of business and on an arm's length basis. The Audit Committee has also reviewed and taken note of the certificate, as required under the RPT Industry Standards.

The approval of the members is being sought to carry on with the proposed transactions to ensure uninterrupted business continuity following the demerger and listing of the Company. The proposed transactions are in the best interest of the Company as it will help TPTL avail all available business opportunities in the group and maximize its turnover. These transactions are not expected to be detrimental to the interests of the members of the Company. Further, in accordance with the applicable provisions of the Listing Regulations, all entities falling within the definition of "Related Party" shall abstain from voting on the relevant resolution, irrespective of whether such entity is a party to the particular transaction or not.

Except above, none of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

The Board commends the passing of Ordinary Resolutions set out at Item No.2 of the Notice.

Item No.3

Pursuant to amended provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and the provisions of Section 204 read with Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any ("the Act") (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Board of Directors of the Company at their meeting held on October 23, 2026, based on the recommendation of the Audit Committee, and after evaluating and considering various factors such as eligibility of the firm, experience, independent assessment, efficiency & expertise in providing secretarial audit related services, competency etc., approved the appointment of M/s. Sanjay Grover & Associates, Practicing Company Secretaries (Firm Registration No.: P2001DE052900), a peer reviewed firm (Peer review no. 7853/2026) as Secretarial Auditors of the Company for a term of 5(Five) consecutive years commencing from FY 2026-27 till FY 2030-31, subject to approval of the members of the Company.

M/s. Sanjay Grover & Associates ("SGA") is equipped with a team of qualified professionals having wide and extensive corporate experience. SGA is prominently known for its knowledge base consultancy & deliverables in secretarial practices and other related areas such as SEBI and stock exchange matters, Competition laws, FEMA, Insolvency and Bankruptcy laws, corporate Governance, Compliance Management systems etc. Further, the firm has a diverse and distinguished client base, encompassing corporates across a broad range of sectors.

SGA has consented to the said appointment and confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of relevant provisions of the Act and the SEBI Listing Regulations read with circulars issued thereunder from time to time.

The proposed fees in connection with the secretarial audit would be Rs.2.25 lakh per financial year plus applicable taxes and out of pocket expenses. In addition to the secretarial audit, the Company may obtain such other services in the nature of certifications including annual secretarial compliance report, annual return, and other professional work, as may be permissible under statutory regulations, from time to time. The relevant fees for such certifications and other permissible services will be paid on mutually agreed terms.

The Board commends the passing of Ordinary Resolution set out at Item No.3 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

By order of the Board

Sd/-
Rakesh Kumar Yadav
Company Secretary
M. No. A62974

Place : Noida
Date : October 23, 2026

Annexure-A

Disclosure pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	**Mr Tarun Sawhney**
DIN	00382878
Date of Birth & Age	September 25, 1973 (53 years)
Nationality	Indian
Date of appointment on the Board	December 4, 2024
Qualifications	Bachelors' and Masters' degrees in Arts from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration from The Wharton School, University of Pennsylvania, U.S.A.
Experience and Expertise	An industrialist and one of the promoters of the Company, with vast experience in sugar and engineering industry having adequate functional and management experience. His expertise includes general management, leadership, corporate governance and finance. The brief profile of Mr. Tarun Sawhney is as under: "Mr Tarun Sawhney holds a master's degree from Emmanuel College, University of Cambridge, United Kingdom and a Master of Business Administration from the Wharton School of the University of Pennsylvania, United States of America. He has over 25 years of experience in various sectors including sugar and ethanol production, bioenergy, and industrial gearboxes. He is the Vice Chairman & Managing Director of Triveni Engineering & Industries Limited, one of India's largest fully integrated producers of ethanol, sugar, and bioenergy, and also a pioneer in the water treatment projects. He is also a director of Triveni Turbine Limited, a global industrial steam turbine manufacturer in the range of 0-100 MW, and Triveni Energy Solutions Limited, and serves as an Independent Director on the boards of Centum Electronics Limited and Jagran Prakashan Limited. He has played a pivotal role in the sugar and bioenergy industries, having served as the President of the Indian Sugar Mills Association (ISMA) and Chairman of the Indian Sugar Exim Corporation Limited. He currently holds key positions in the Confederation of Indian Industry (CII), serving as a member of the National Council, and the Chairman of the National Committee on Bioenergy. Additionally, he is a member of the advisory board of the Indian Council of Agricultural Research (ICAR) and serves as a member of the general committee of International Society of Sugar Cane Technologists (ISSCT) and board member of the Indian Chamber of Food and Agriculture (ICFA). He has been the recipient of the prestigious Industry Excellence Award conferred by the former Hon'ble President of India, Smt. Pratibha Rao Patil. He is also a past President of the Doon School Old Boys' Society (DSOBS). In addition to his professional and academic pursuits, Tarun is committed to philanthropy and community welfare. He serves as a trustee of the Tirath Ram Shah Charitable Hospital in New Delhi which is one of India's oldest charitable hospitals. He actively participates on the board of the Triveni Foundation, which focuses on healthcare and education in North India. Tarun's interest in art and culture is evident through his roles as a member of the International Advisory Council of the Tate Modern (UK) and the International Leadership Council of the New Museum, New York. He was also intronised as a Chevalier du Tastevin in 2023."
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Please refer to Special Resolution and Explanatory Statement annexed to this Notice.
Remuneration last drawn by such person, if applicable	Please refer to the Explanatory Statement annexed to this Notice.

Directorship held in other companies (excluding foreign companies).	**Managing Director** Triveni Engineering & Industries Ltd.(listed) **Director** Triveni Turbine Ltd. (listed) Triveni Energy Solutions Ltd. Indian Exim Sugar Corporate Ltd. Triveni Foundation (Sec. 8 Company) Centum Electronics Ltd. (listed) Jagran Prakashan Ltd. (listed)
Memberships/ Chairmanships of Committees in other public companies	**Triveni Engineering & Industries Ltd.** Audit Committee – Member Stakeholders' Relationship Committee-Member CSR Committee-Member Risk Management Committee-Member **Triveni Turbine Ltd.** Stakeholders' Relationship Committee-Member CSR Committee-Member **Centum Electronics Ltd.** Audit Committee – Chairman Nomination and Remuneration Committee - Member **Jagran Prakashan Ltd.** Audit Committee – Member Nomination and Remuneration Committee - Member
Number of Board Meetings attended during FY27	5/5
Name of the listed companies from which resigned in the past three years	None. However, Mr Tarun Sawhney ceased to be the Chairman & Managing Director of Sir Shadi Lal Enterprises Ltd. upon its amalgamation with TEIL w.e.f. 19th May, 2026 pursuant to a composite scheme of arrangement sanctioned by the Hon'ble NCLT, Allahabad Bench vide its orders dated 7th May, 2026 and 18th May, 2026.
Shareholding in the Company	41,64,753 Equity Shares of Re.2/- each
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr Tarun Sawhney is the son of Mr Dhruv M. Sawhney and brother of Mr Nikhil Sawhney, Directors of the Company.

Annexure-B

Details as per the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" (RPT Industry Standard)

A(1).

Basic details of the related party

S. No.	Particulars of the Information	Information
1.	Name of the related party	**Triveni Turbine Limited**
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in designing, manufacturing & sales of industrial steam turbines, including spares, refurbishment & services in relation thereto.

A(2).

Relationship and ownership of the related party

S. No.	Particulars of the Information	Information
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	TTL is a public company in which certain directors of the Board of TPTL are directors and hold along with their relatives more than 2% of its paid-up share capital.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	-Nil
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	-NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	-Nil
	Explanation: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.*	
	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3).

Details of previous transactions with the related party

S. No.	Particulars of the Information	Information
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. *Explanation: Details need to be disclosed separately for listed entity and its subsidiary.*	There were no transactions of the listed entity or its subsidiary with the related party during the last financial year (FY25-26). However, the table gives details of related party transactions between TTL & PTB Undertaking of TEIL for FY25-26 (prior to demerger)

<table>
<tr><td></td><td></td><td>(Rs. crores)<table><tr><td>S. No.</td><td>Nature of Transactions</td><td>FY25-26 (excluding taxes)</td></tr><tr><td>1.</td><td>Sale of Gear Boxes to TTL</td><td>61.25</td></tr><tr><td>2.</td><td>Sale of spare parts of Gear Boxes to TTL</td><td>11.33</td></tr><tr><td>3.</td><td>Services relating to Gear Boxes provided to TTL</td><td>0.92</td></tr><tr><td></td><td>Total</td><td>73.50</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The scheme of demerger with the appointed date of 1st April 2026 became effective on 19th May 2026.
Following transaction have taken place during the half year ended 30th September 2026.
1st April to 18th May:
Sale of Goods / Services: Rs. 2.98 crs
19th May to 30th September:
Sale of Goods / Services: Rs. 29.87 crs
Note: Values stated above are exclusive of applicable taxes.</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td></tr>
</table>

A(4).

Amount of the proposed transaction(s)

S. No.	Particulars of the Information	Information
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 110 crores (exclusive of applicable taxes)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes The Company was specially incorporated in December 2024 to carry on the business of PTB Undertaking as a result of demerger pursuant to the Scheme. The appointed date of demerger is April 01, 2026. The Company had no business / turnover in the financial year 25-26. Therefore, each transaction with the Related Parties will be considered as a Material Related Party Transaction.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA (Since the Company did not have any turnover in the previous year) However, the proposed transactions constitute 32.36 % of the turnover of PTB Undertaking of TEIL in FY25-26.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	5.04% of the related party's annual consolidated turnover	
6.	Financial performance of the related party for the preceding financial year: ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	<u>Standalone Basis</u>	
		Particulars	FY 2025-26 (Rs. in crore)
		Turnover	2009.70
		Profit After Tax	336.70
		Net Worth	1230.50

A(5).

Basic details of the proposed transaction

S. No.	Particulars of the Information	Information
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Schedule 1
2.	Details of each type of the proposed transaction	Refer Schedule 1
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Refer Schedule 1
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Refer Schedule 1
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Refer Schedule 2
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***Explanation:*** *Indirect interest shall mean interest held through any person over which an individual has control.*	
	a. Name of the director / KMP	1) DM Sawhney (Non – executive Chairman) 2) Tarun Sawhney (Managing Director) 3) Nikhil Sawhney (Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Promoter / director / KMP of TPTL having shareholding more than 2%: 1) **DM Sawhney:** Direct: 8.22% Indirect: 38.74% 2) **Tarun Sawhney:** Direct:4.31% Indirect: 0.01% 3) **Nikhil Sawhney:** Direct: 3.93% Indirect: 0.62%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	Refer Schedule 2

B(1).

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the Information	Information
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Refer Schedule 2
2.	Basis of determination of price	Refer Schedule 2
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

Schedule 1 to Annexure B

Sr No.	Specific Type of Proposed Transaction	Details of the proposed transaction	Tenure of the proposed transaction	Indicative timelines for undertaking the transaction	Value of the proposed transaction during a financial year (Rs. In crores)*	Justification
1.	Sale of Goods	1) Sale of Gear Boxes 2) Sale of Spare parts of Gear boxes	FY26-27	Transactions to be carried out during FY26-27, as per the operational requirements.	85.00 20.00	Refer Col. A of Schedule 2
2.	Sale of Services	Sale of services relating to Gear Boxes			5.00	Refer Col. B of Schedule 2

*** Above values are exclusive of applicable taxes**

Schedule 2 to Annexure B

Nature of Transaction	Column A (Sale of Goods)	Column B (Sale of Services)
Justification for entering into the RPT	TPTL manufactures gearboxes and supplies a significant volume of its production to major OEM's in India including TTL for use in steam turbines. TTL, being engaged in turbine manufacturing, requires these gearboxes as a critical component in the final product being manufactured and supplied by TTL. Further, TPTL is also engaged in sale of spare parts as well as refurbishment of gear boxes in the after-market segment to cater to customer requirements. It is the endeavor of TPTL to do maximum possible business with leading OEM's with the objective of maximizing business opportunities and enhancing capacity utilization.	**Services relating to Gear Boxes:** TTL is a major purchaser of TPTL Gear boxes for manufacture of Turbines and thus provides substantial potential for sale of services relating to such gear boxes to its customers.

Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Being in the engineered-to -order space, the Company offers its goods to prospective customers and responds to their RFQ. Hence, bidding or other processes are not applicable.	**Services relating to Gear Boxes:** Being in the engineered-to-order space, the Company offers its goods to prospective customers and responds to their RFQ. Hence, bidding or other processes are not applicable.
Basis of determination of price / Other information relevant for decision making	The proposed terms are benchmarked with comparable OEM / OEM's, to ensure that these are at arm length basis and in its best interests. **Proposed Pricing norms:** Gears / Gear Boxes Pricing will be based on similar Gears supplied to other benchmarked OEM \ OEMs which offer similar business opportunities in terms of size and range of products, with appropriate adjustment / rebate for variations in scope / technical specifications. It also considers certain adjustments in price to account for certain beneficial features in the transactions in the nature of exclusivity of business (subject to acceptable quality and technical specs), savings in marketing costs and payment security ("Beneficial features'). Gears Spares For gear spares, an incentive / rebate is provided on benchmarked price charged from other comparable OEM / OEMs to incentivize TTL to procure maximum high margin gear spares orders from its Turbine customers as well as to recognize Beneficial Features of the transactions. There is a higher incentive component for internally manufactured spares (Proprietary spares) than the bought-out spares.	**Services relating to Gear Boxes:** The prices shall be determined at Arm's length basis considering prices charged for similar services to comparable benchmarked OEM / OEMs subject to adjustment in price in respect of Beneficial features

Annexure-C

Details as per the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" (RPT Industry Standard)

A(1).

Basic details of the related party

S. No.	Particulars of the Information	Information
1.	Name of the related party	**Triveni Engineering & Industries Limited**
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in Sugar manufacturing and Distillery operations for the manufacture of ethanol, ENA and other alcohol products by way of forward integration. It is also engaged in Water Business, providing tailored solutions for water treatment and wastewater management

A(2).

Relationship and ownership of the related party

S. No.	Particulars of the Information	Information
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	TPTL was a wholly owned subsidiary of TEIL prior to demerger of PTB Undertaking. After the demerger, post issuance of shares by TPTL to the shareholders of TEIL in accordance with the demerger scheme, TPTL has become an Associate of TEIL, which holds ~ 30% equity shareholding in TPTL. Further, TEIL is also a public company in which certain directors of TPTL are directors and hold along with their relatives more than 2% of its paid-up share capital.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	-Nil
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	-NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). ***Explanation:*** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	-TEIL holds ~30% equity shareholding in TPTL.

A(3).

Details of previous transactions with the related party

S. No.	Particulars of the Information	Information
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (Rs. crores) **S. No. / Nature of Transactions / FY25-26 (Without Taxes)** (, , ,) ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	There were no transactions of TPTL with the related party during the last financial year. (FY 25-26). However, there were transactions of Rs. 76.95 lakhs involving PTB Undertaking of TEIL with other undertakings of TEIL during FY25-26. Additionally, transactions aggregating Rs. 27.50 lakhs were entered into with Sir Shadi Lal Enterprises Limited (SSEL, an erstwhile subsidiary of TEIL) during FY25-26, pending approval of the Composite Scheme of Arrangement by the NCLT. Upon the Scheme having been approved by the NCLT, SSEL has been amalgamated with TEIL w.e.f. 1.04.2025. Note: Value as above is excluding applicable taxes.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The scheme of demerger with the appointed date of 1st April 2026 became effective on 19th May 2026. Following transaction have taken place during the half year ended 30th September 2026.

		1st April to 18th May: Sale of Goods / Services: Nil Reimbursement of amounts incurred by TEIL and Vice Versa: Rs.0.50 crs. **19th May to 30th September:** Sale of Goods / Services: 37.31 crs. Reimbursement of amounts incurred by TEIL and Vice Versa: Rs.0.096 crs. Note: Values stated above are exclusive of applicable taxes
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4).

Amount of the proposed transaction(s)

S. No.	Particulars of the Information	Information
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 311.00 crores Note: Value as above is excluding applicable taxes
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes The Company was specially incorporated in December 2024 to carry on the business of PTB Undertaking through a process of demerger pursuant to the Scheme. As the demerger appointed date is April 01, 2026, it had no business / turnover in the financial year 25-26. Therefore, each transaction with the Related Parties will be considered as a Material Related Party Transaction.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA (Since the Company did not have any turnover in the previous year) However, the proposed transactions constitute 91.49 % of the turnover of PTB Undertaking of TEIL in FY25-26.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4.08% of the related party's annual consolidated turnover
6.	Financial performance of the related party for the immediately preceding financial year:	On Standalone basis Particulars | FY 2025-26 (Rs. in crore) Turnover | 7620.48 Profit After Tax | 258.56 Net Worth | 3213.95 ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*

A(5).

Basic details of the proposed transaction

S. No.	Particulars of the Information	Information
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Schedule 1A
2.	Details of each type of the proposed transaction	Refer Schedule 1A
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Refer Schedule 1A
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Refer Schedule 1A
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Refer Schedule 2A
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***Explanation:*** *Indirect interest shall mean interest held through any person over which an individual has control.*	
	a. Name of the director / KMP	1) DM Sawhney (Non – executive Chairman) 2) Tarun Sawhney (Managing Director) 3) Nikhil Sawhney (Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Promoter / director / KMP of TPTL having shareholding more than 2%: 1) **DM Sawhney:** Direct: 8.29% Indirect: 40.72% 2) **Tarun Sawhney:** Direct:5.67% Indirect: 0.01% 3) **Nikhil Sawhney:** Direct: 5.89% Indirect: Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	Refer Schedule 2A

B(1).

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the Information	Information
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Refer Schedule 2A
2.	Basis of determination of price	Refer Schedule 2A
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

Schedule 1A of Annexure C

Sr No.	Specific Type of Proposed Transaction	Details of the proposed transaction	Tenure of the proposed transaction	Indicative timelines for undertaking the transaction	Value of the proposed transaction during a financial year (Rs. In crores)*	Justification
1.	Sale of Goods	1) Sale of Gear Boxes 2) Sale of Spare parts of Gear boxes	FY26-27	Transactions to be carried out during FY26-27, as per the operational requirements.	2.00 3.00	Refer Col. A of Schedule 2A
2.	Sale of Services	Sale of services relating to Gear Boxes			0.50	Refer Col. B of Schedule 2A
3.	Purchase of Services	1) Availing of Corporate services from TEIL 2) Availing of other services (IT related services for historical data access, Renting of office premises, administrative/ business support services etc.) and transactions in the nature of reimbursements, if any.)			1) 2.50 2) 3.00	Refer Col. C of Schedule 2A

4.	Transactions necessitated on account of demerger	Consequent to the demerger of PTB Undertaking, certain transactions relating to TPTL would need to be routed through TEIL for existing or new orders, till the independent status of TPTL is recognized and registered by customers: 1) Raising of Invoices on TEIL for onward billing by TEIL on certain customers, on back-to-back basis. 2) Providing Indemnity to TEIL for Bank guarantees / LCs furnished / to be furnished by TEIL on back-to-back basis to the customers / vendors of TPTL The charges as applicable, will be directly paid by the Company or reimbursed to TEIL, as the case may be.	FY26-27 (Post effective date of demerger)	Transactions to be carried out during FY26-27, as per the operational requirements.	1) 100.00 2) 200.00	Refer Col. D of Schedule 2A

Schedule 2A of Annexure C

Nature of Transaction	Column A (Sale of Goods)	Column B (Sale of Services)	Column C (Purchase of Services)	Column D (Transactions necessitated on account of demerger)
Justification for entering into the RPT	TPTL is a dominant supply chain partner to all STG OEM's in India. Sugar units of TEIL are using TTL turbines with TPTL Gear Boxes. Hence, TEIL requires to procure replacements of Gear boxes and spares from TPTL in the ordinary course of business in view of criticality and reliability.	**Services relating to Gear Boxes:** As sugar units of TEIL are using TTL turbines with TPTL Gear Boxes, any services related to the Gear Boxes installed at TEIL sugar units may need to be rendered by TPTL.	**1) Corporate Services:** TPTL presently will be availing certain shared services from the corporate office of TEIL till TPTL decides to establish independent functions. **2) Other Services:** TPTL may require to avail certain other services (including renting of office space, IT related services relating to PTB historical data) from TEIL on actual cost basis. The aforesaid arrangement would lead to cost optimization and	**1) Back-to-back Billing** Post demerger of PTB Undertaking, novation of certain unexecuted contracts in favour of TPTL may get delayed and certain orders in the pipeline may get placed in favour of TEIL, till the new status of TPTL is recognized and registered by certain customers. In such situations, billing may need to be carried out by TEIL on behalf of TPTL on a back-to- back basis. **2) Indemnity** In the aforesaid

			more effective utilization of available Group resources. .	situations, an indemnity is proposed to be provided to TEIL against the Bank Guarantees / Letter of Credit issued / to be issued by TEIL on behalf of the Company to the customers / vendors of the Company. The above are transitional measures to ensure that the operations of TPTL are carried out in an orderly manner, till it is recognized and registered by all the customers as a supply chain partner.
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Being in the engineered to order space, the Company offers its goods to prospective customers and responds to their RFQ. Hence, bidding or other processes are not applicable.	**Services relating to Gear Boxes:** Being in the engineered to order space, the Company offers its services to prospective customers and responds to their RFQ. Hence, bidding or other processes are not applicable.	Bidding not applicable, as services shall be procured at actual cost on sharing basis from the related party.	Nature of transactions do not require the bidding process.
Basis of determination of price / Other information relevant for decision making	**Gear Boxes / Spares:** The prices shall be determined at Arm's length basis considering prices charged for similar products to comparable benchmarks. However, certain adjustments shall be made in respect of change in scope / specifications as well as in view of certain beneficial features in the transactions in the nature of exclusivity of business (subject to acceptable quality and technical specs), savings in marketing costs and payment security ("Beneficial Features").	**Services relating to Gear Boxes:** The prices shall be determined at Arm's length basis considering prices charged for similar services to comparable benchmarks subject to adjustment in price in respect of Beneficial Features	**Corporate Services:** 1) Service charges will be determined based on estimated time and effort of the relevant Corporate functional department. Cost allocation will be done without any mark up. 2) Chargeable at actual cost / cost sharing basis.	**1)** All transactions will be done on back-to-back basis without any mark up. **2)** Charges for Bank guarantees facilitated by TEIL will be directly borne by the Company or reimbursed to TEIL, as the case may be.

Annexure D

Details as per the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" (RPT Industry Standard)

A(1).

Basic details of the related party

S. No.	Particulars of the Information	Information			
1.	Name of the related party	Mr Tarun Sawhney, Vice Chairman and Managing Director ('VCMD')	All the Non-Executive Directors (NEDs)	Key Managerial Personnel (KMPs) other than VCMD	Ms. Noor Sawhney, Employee
2.	Country of incorporation of the related party	Not Applicable (NA)	NA	NA	NA
3.	Nature of business of the related party	NA	NA	NA	NA

A(2).

Relationship and ownership of the related party

S. No.	Particulars of the Information	Information			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Vice Chairman / Managing Director and Promoter of the Company	NEDs (including Promoters-Directors of the Company)	KMP	Employee
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA	NA	NA	NA
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA	NA	NA	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). ***Explanation:*** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	3.976%	None of the NEDs holds any shares in the Company except Mr. Dhruv M Sawhney and Mr. Nikhil Sawhney, Promoter-Directors who hold 44.96% as Significant Beneficial Owner and 4.132%, respectively	NA	NA

A(3).

Details of previous transactions with the related party

S. No.	Particulars of the Information	Information
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (Rs. crores)	There were no transactions of TPTL with the related party during the last financial year. (FY 25-26).

S. No.	Nature of Transactions	FY25-26 (Without Taxes)

Explanation: *Details need to be disclosed separately for listed entity and its subsidiary.*

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. in lakhs			
		Remuneration	Sitting Fees	Remuneration	Remuneration
		As stated in explanatory statement to item no 1 above.	11.35	46.5	3.17
		Note: Values stated above are excluding actual travel, boarding & lodging expenses and taxes, wherever applicable.			
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No			

A(4).

Amount of the proposed transaction(s) (For FY 2026-27)

S. No.	Particulars of the Information	Information			
					Rs. in lakhs
		Remuneration	Sitting Fees	Remuneration	Remuneration
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	As stated in explanatory statement to item no 1 above.	100.0 In addition to the sitting fees, NEDs shall be entitled to Profit related commission as may be decided by the Board within the limits permissible under the Act and/or Listing Regulations, based on performance of the Company	120.0	20.0
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes The Company was specially incorporated in December 2024 to carry on the business of PTB Undertaking through a process of demerger pursuant to the Scheme. As the demerger appointed date is April 01, 2026, it had no business / turnover in the financial year 25-26. Therefore, each transaction with the Related Parties will be considered as a Material Related Party Transaction.			
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA (Since the Company did not have any turnover in the previous year)			
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA			
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA			

6.	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2025-26 (Rs. in crore)	
		Turnover	NA	
		Profit After Tax		
		Net Worth		

A(5).

Basic details of the proposed transaction

S. No.	Particulars of the Information	Information			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Remuneration	Sitting Fees and Profit related commission as may be decided by the Board within the limits permissible under the Act and/or Listing Regulations from time to time, based on performance of the Company	Remuneration	Remuneration
2.	Details of each type of the proposed transaction	As stated in explanatory statement to item no 1 above.	Sitting Fees and Profit related commission as may be decided by the Board within the limits permissible under the Act and/or Listing Regulations from time to time, based on performance of the Company	Remuneration and other entitlements to employees designated as KMP/ SMPs of the Company and its subsidiary (including relative of an Executive Director who is employee of the Company) in line with Company's policy ie based on industry practice/ market benchmarking and in the case of relative within the prescribed limit under applicable laws.	Remuneration and other entitlements
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27			
4.	Whether omnibus approval is being sought?	Yes			
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA			
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As stated in explanatory statement to item no 1 above.	The transactions are within the limits prescribed under the Companies Act, 2013 and approved by the Board of Directors	The proposed transaction will aid the growth of the Company's business.	The proposed transaction will aid the growth of the Company's business.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.				

	a. Name of the director / KMP	1) Tarun Sawhney (VCMD) 2) Dhruv M Sawhney (Chairman / Director) 3) Nikhil Sawhney (Director)	1) Tarun Sawhney (VCMD) 2) Dhruv M Sawhney (Chairman / Director) 3) Nikhil Sawhney (Director)	None of the Directors or Key Managerial Personnel of the Company, except Mr. Raman Kumar S. and MR. Rakesh Kumar Yadav is concerned or interested in the proposed transaction.	1) Tarun Sawhney (VCMD) 2) Dhruv M Sawhney (Chairman / Director) 3) Nikhil Sawhney (Director)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA			
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA			
9.	Other information relevant for decision making.	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013			