

## TRIVENI TURBINE LTD.

**Regd. Office :** A-44, Hosiery Complex, Phase-II, Extn. Noida-201 305, Uttar Pradesh  
**Corporate Office :** 8th Floor, Express Trade Towers, 15-16, Sector-16A, Noida - 201301

**NOTICE** is hereby given that the 16th Annual General Meeting of the Members of Triveni Turbine Limited will be held on Tuesday, the 6th September 2011 at 10.30 A.M at Expo Centre, Expo Drive, A-11, Sector-62, Noida-201 301 (U.P.) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011, the Profit & Loss Account for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tarun Sawhney, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Lt Gen K.K. Hazari (Retd), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s J.C. Bhalla & Co., Chartered Accountants, the retiring Auditors are eligible and offer themselves for re-appointment.

### SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s) the following Resolutions :-

#### 5. As an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 228 of the Companies Act 1956, the Board of Directors of the Company be and are hereby authorised to appoint from time to time, in consultation with the Company's Auditors, any person qualified for appointment as auditor of the Company under Section 226 of the Companies Act, 1956 as the Branch Auditors of the Company to carry out the audit of the accounts of the branch(es) of the Company, whether existing or to be set up hereafter, and to fix the remuneration of such Branch Auditors.

#### 6. As an Ordinary Resolution:

RESOLVED that Mr K.N.Shenoy, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

#### 7. As an Ordinary Resolution:

RESOLVED that Mr Amal Ganguli, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

#### 8. As a Special Resolution:

RESOLVED that Mr. Dhruv M. Sawhney, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER that in accordance with the provisions of Sections 198, 269, 309, 316, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment or modification thereof), consent and approval of the Company be and is hereby accorded to the appointment of Mr. Dhruv M. Sawhney, as Managing Director of the Company (designated as Chairman and Managing Director) for a period of five years with effect from May 10, 2011 on the remuneration and terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER that the Board of Directors (on the recommendations of the Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 1956 and Schedule XIII as may be agreed to by and between the Board of Directors and Mr Dhruv M Sawhney, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER that the period of office of Mr. Dhruv M. Sawhney shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year during the term of office of Mr. Dhruv M. Sawhney as Managing Director, he shall be paid the remuneration and perks except the commission/performance bonus as set out in the explanatory statement referred to above as the Minimum Remuneration with the approval of the Central Government.

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

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution.

#### 9. As a Special Resolution:

RESOLVED that Mr. Nikhil Sawhney, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 198, 269, 309, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment or modification thereof), consent and approval of the Company be and is hereby accorded to the appointment of Mr. Nikhil Sawhney as Joint Managing Director of the Company for a period of five years with effect from May 10, 2011 on the remuneration and terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER that the Board of Directors (on the recommendations of the Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Joint Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 1956 and Schedule XIII as may be agreed to by and between the Board of Directors and Mr Nikhil Sawhney, without any further reference to the shareholders in general meeting .

RESOLVED FURTHER that the period of office of Mr. Nikhil Sawhney shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year during the term of office of Mr. Nikhil Sawhney as Joint Managing Director, he shall be paid the remuneration and perks except the commission/performance bonus as set out in the explanatory statement referred to above as the Minimum Remuneration with the approval of the Central Government.

RESOLVED FURTHER that as Joint Managing Director of the Company, Mr. Nikhil Sawhney shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution.

#### 10. As a Special Resolution:

RESOLVED that pursuant to Section 309 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to all permissions, sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded for the payment of remuneration by way of a monthly, quarterly or annual payment or by way of commission to all or any of the Directors of the Company who is/are neither in the whole time employment nor managing director, in accordance with and upto the limits laid down under the provisions of Section 309(4) of the Act, computed in the manner specified in the Act, for a period of five years from the financial year commencing April 01, 2011, in such manner and upto such extent as the Board may determine from time to time.

RESOLVED FURTHER that for the purpose of giving effect to aforesaid resolution, the Board be and is hereby authorized to take all actions and to do all such deeds, things and matters as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

#### 11. As an Ordinary Resolution:

RESOLVED that pursuant to Section 293(1)(e) and all other enabling provisions, if any, of the Companies Act, 1956 (Act), consent of the Company be and is hereby accorded to the Board of Directors of the Company (the term "Board of Directors" shall include Operations Committee of the Board) to contribute to charitable and other funds not directly related to the business of the Company or to the welfare of its employees such amounts from time to time as the Board of Directors in their discretion deem fit, in any financial year to the extent of Rs. 150 lacs or 5% of its average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater.

By Order of the Board

Place : Noida

Date : June 15, 2011

Rajiv Sawhney  
Company Secretary

#### NOTES:

1. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the business set out at Item Nos. 5 to 11 above and relevant information/details pertaining to Directors seeking appointment/re-appointment are annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A proxy in order to be effective must reach at the Registered Office of the Company or its Corporate Office at Express Trade Towers, Plot No.15-16, 8th Floor, Sector 16-A, Noida - 201 301 at least forty eight (48) hours before the scheduled time of the meeting. A blank proxy form is enclosed.**
3. Members holding equity shares of the Company in physical form are requested to notify change of address, if any to the Company's Registrar & Share Transfer Agent (RTA), M/s Alankit Assignments Ltd., Unit: Triveni Turbine Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110 055 quoting their folio no .
4. The Company's equity shares will be compulsorily traded in demat form. Members who are holding equity shares in physical form are requested to get them dematerialized.
5. Queries, if any, may please be sent to the Company Secretary at Corporate Office at Express Trade Towers, Plot No.15-16, 8th Floor, Sector 16-A, Noida - 201 301 at least a week before the date of the Annual General Meeting (AGM).
6. Members holding shares in physical form are advised, in their own interest to avail of the nomination facility by filing Form 2B and deposit the same with the Company or its RTA. Members holding shares in demat form may contact their respective depository participant(s) for recording nomination in respect of their shares.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 1st September 2011, to Tuesday, the 6th September, 2011 (both days inclusive) for the purpose of AGM.
8. The members are informed that in the case of joint holders attending the meeting, only such joint holders which is higher in the order of names will be entitled to vote.
9. The members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall.
10. The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by companies through electronic mode, vide its circulars dated April 21, 2011 and April 29, 2011. To take part in the above 'Green Initiative', your Company proposes to send communications/documents including Notices for General Meetings and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP).

The members holding shares in demat form may update their e-mail address with their respective DPs and where the shares are held in physical form, please get your e-mail address updated in the records of the Company.

11. **The members/proxies are welcome at the AGM. Please note that no gift will be distributed at the AGM.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item No. 5**

The shareholders of the Company had at their Extra Ordinary General Meeting held on 22nd April 2011 appointed Branch Auditors of the Company for audit of the accounts of the branch office of the Company i.e. Bangalore Unit for the financial year 2010-11. The Branch Auditors shall hold office till the conclusion of this Annual General Meeting.

Pursuant to provisions of Section 228 (3) of the Companies Act, 1956 the shareholders of the Company in a general meeting can appoint a person having the requisite qualification (other than its statutory auditor) for audit of accounts of the branch office of the Company or alternatively can authorise the Board of Directors of the Company for making such appointment in consultation with the Company's Auditors.

In view of these provisions, the approval of the Shareholders is being sought for authorizing the Board of Directors to appoint Branch Auditors of the Company from time to time, and also to fix their remuneration.

The Board commends the passing of Resolution at Item No.5 of the Notice.

None of the Directors of the Company is either directly or indirectly concerned or interested in this resolution.

**Item Nos. 6 and 7**

The Board of Directors had, in order to strengthen the Board, appointed Mr. K.N. Shenoy and Mr Amal Ganguli as Additional Directors of the Company under the provisions of Section 260 of the Companies Act, 1956 with effect from 10th May, 2011 to hold office upto the conclusion of the forthcoming Annual General Meeting.

Notice in writing from members have been received by the Company under Section 257 of the Companies Act, 1956 signifying their intention to propose the candidature of Mr. K.N. Shenoy and Mr Amal Ganuli for appointment as Directors of the Company. Mr. Shenoy and Mr. Ganguli, being eligible, offers themselves for appointment. A brief resume of both these Directors is annexed to this Notice.

The Board commends the passing of Resolutions at Item Nos 6 & 7 of the Notice.

None of the Directors of the Company except Mr. K.N. Shenoy and Mr. Amal Ganguli, the appointees, is either directly or indirectly concerned or interested in these resolutions.

**Item No.8**

Consequent to the demerger of Steam Turbine Business of Triveni Engineering & Industries Ltd., Promoter Company (TEIL) into the Company pursuant to the Scheme of Arrangement, the Board of Directors of the Company considered it necessary to appoint some professional and eminent personnel having requisite experience at managerial levels to look after and manage the affairs and business activities of the Company. Accordingly, the Board of Directors of the Company have, at their meeting held on May 10, 2011, subject to the approval of the shareholders by way of special resolution at a general meeting, appointed Mr Dhruv M Sawhney, who is already the Chairman and Managing Director of TEIL, as Managing Directors (designated as Chairman and Managing Director) of the Company (Non Retiring) for a period of five years with effect from that date initially by inducting him as an Additional Director, on the following terms and conditions and remuneration determined and recommended by the Remuneration Committee of the Board:

**I Remuneration**

**1. Salary:**

Rs.10,00,000/- (Rupees Ten lac only) per month in the range of Rs.10,00,000/- to Rs.20,00,000/- with an annual increment as may be decided by the Board/Remuneration Committee effective 1st April each year.

**2. Allowances and Perquisites:**

**(i) Housing:**

- (a) Leased residential accommodation for a rent upto 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:** Actual medical expenses incurred in India and abroad for self and family. The total costs including for travel to and fro and stay in the foreign country of the patient, an attendant and medical supervision, if required, shall be borne by the Company.

**(iii) Medical Insurance:** As may be decided by the Board/Remuneration Committee.

**(iv) Leave Travel Assistance:** As per the rules of the Company.

**(v) Provident Fund, Gratuity:** Company's contribution to the Provident Fund and payment of gratuity shall be as per the rules of the Company.

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

**(vii) Leave/Leave Encashment:** As per the rules of the Company.

**(viii) Personal Accident Insurance:** As may be decided by the Board/Remuneration Committee.

**(ix) Benefits, if any, assigned under Keyman Insurance Policy.**

**(x) Other Allowances:** As may be decided by the Board/Remuneration Committee from time to time, subject to the provisions of the Companies Act, 1956 and Schedule XIII thereto.

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:** An amount as may be decided by the Board of Directors, on the recommendations of the Remuneration Committee, from year to year.

**4. Amenities:**

**(i) Conveyance facilities:** The Company shall provide two cars with chauffeurs.

**(ii) Communication facilities:** The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the Managing Director's residence.

**(iii) Traveling:** The Company will bear all traveling expenses, including boarding and lodging, as per the rules of the Company during domestic and overseas business trips, including that of spouse, if required to accompany the Managing Director.

Explanation:

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

5. The Board of Directors of the Company may, on the recommendations of Remuneration Committee, decide the increase in salary within the aforesaid scale, perks and allowances from time to time.

**II. Overall Remuneration:**

The overall remuneration shall not exceed 5% of the net profit for each of the financial years as computed in the manner provided in Sections 198 and 349 of the Companies Act, 1956, and that the total remuneration drawn from both the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.

Pursuant to the provisions of Section 260 of the Act, Mr. Dhruv Mr. Sawhney will hold office as Additional Director of the Company upto the date of ensuing Annual General Meeting. The Company has received notice in writing pursuant to Section 257 of the Act from a member signifying his intention to propose the candidature of Mr Dhruv M Sawhney for appointment as Director of the Company. Mr. Dhruv Mr. Sawhney, being eligible, has given his consent for his appointment as a Director/Managing Director of the Company. A brief resume of Mr Dhruv M Sawhney is annexed to this Notice.

Keeping in view the vast and rich experience, and valuable contribution in the performance and growth of steam turbine business of TEIL, the Board of Directors of the Company consider that it would be prudent and in the interest of the Company to appoint Mr. Dhruv Mr. Sawhney as Managing Director (designated as Chairman and Managing Director) of the Company. The Company shall be substantially benefited by the professional knowledge, managerial expertise and rich experience of Mr. Sawhney.

Mr. Dhruv Mr. Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

The appointment of Mr. Dhruv Mr. Sawhney as Managing Director of the Company and payment of remuneration to him requires the approval of the shareholders by a special resolution in general meeting in accordance with the relevant provisions of the Companies Act, 1956 read with Schedule XIII to the said Act.

The Board commends the passing of Special Resolution at Item Nos.8 of the Notice.

None of the Directors of the Company except Mr Dhruv M Sawhney the appointee, Mr. Nikhil Sawhney and Mr. Tarun Sawhney, who are related to him, is either directly or indirectly concerned or interested in this resolution.

**Item No.9**

Consequent to the demerger of Steam Turbine Business of Triveni Engineering & Industries Ltd., Promoter Company (TEIL) into the Company pursuant to the Scheme of Arrangement, the Board of Directors of the Company considered it necessary to appoint some professional and eminent personnel at managerial levels to focus on the turbine operations including that of the Joint Venture, GE Triveni Limited. Accordingly, the Board of Directors of the Company have, at their meeting held on 10th May, 2011, subject to the approval of the shareholders by way of special resolution at a general meeting, appointed Mr Nikhil Sawhney as Joint Managing Directors ( Non Retiring ) for a period of five years with effect from that date initially by inducting him as an Additional Director, on the following terms and conditions and remuneration determined and recommended by the Remuneration Committee of the Board:

**I Remuneration**

**1. Salary:**

Rs.7,00,000/- (Rupees Seven lac only) per month in the range of Rs.7,00,000/- to Rs.12,00,000/- with an annual increment as may be decided by the Board/Remuneration Committee effective 1st April each year.

**2. Allowances and Perquisites:**

**(i) Housing:**

(a) Leased residential accommodation for a rent upto 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:** Medical expenses incurred in India for self and Family as per rules of the Company. Facility for medical check up/treatment abroad for self and family, if and when needed. The total cost of travel to and fro and also for the stay in the foreign country of the patient alongwith one attendant shall be borne by the Company.

**(iii) Leave Travel Assistance and Insurance Coverage:** As per rules of the Company.

(iv) Company's contribution to the Provident and Superannuation Fund and payment of gratuity shall be as per the rules of the Company.

**(v) Leave/ Leave encashment :** As per the rules of the Company.

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

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:** Upto 0.25% of the net profits of the Company for each financial year to be computed as per provisions of Sections 198 and 349 of the Companies Act, 1956. The exact amount to be decided by the Board of Directors, on the recommendations of the Remuneration Committee, from year to year.

**4. Amenities:**

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

ii) **Communication facilities:** The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the Joint Managing Director's residence.

Explanation:

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

5. The Board of Directors of the Company may, on the recommendations of Remuneration Committee, decide the increase in salary within the aforesaid scale, perks and allowances from time to time.

## II Overall Remuneration:

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being be in force.

Pursuant to the provisions of Section 260 of the Act, Mr Nikhil Sawhney will hold office as Additional Director of the Company upto the date of ensuing Annual General Meeting. The Company has received notice in writing pursuant to Section 257 of the Act from a member signifying his intention to propose the candidature of Mr Nikhil Sawhney for appointment as Director of the Company. Mr Nikhil Sawhney, being eligible, has given his consent for his appointment as a Director/Joint Managing Director. A brief resume of Mr Nikhil Sawhney is annexed to this Notice.

Mr Nikhil Sawhney has been looking after the affairs of steam turbine business of the promoter company- TEIL prior to its demerger with the Company and made a valuable contribution in the performance and growth of turbine business of TEIL and the subsidiary company, GE Triveni Ltd. Keeping in view the professional knowledge, expertise and rich experience of Mr Nikhil Sawhney, the Board of Directors of the Company consider that it would be prudent and in the interest of the Company to appoint him as Joint Managing Director of the Company. The Company shall be substantially benefited by the knowledge, expertise and experience of Mr Nikhil Sawhney.

Mr Nikhil Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

The appointment of Mr Nikhil Sawhney as Joint Managing Director of the Company and payment of remuneration to him requires the approval of the shareholders by a special resolution in general meeting in accordance with the relevant provisions of the Companies Act, 1956 read with Schedule XIII to the said Act.

The Board commends the passing of Special Resolution at Item No.9 of the Notice.

None of the Directors of the Company except Mr Nikhil Sawhney, the appointee and Mr Dhruv M Sawhney and Mr. Tarun Sawhney, who are related to him, is either directly or indirectly concerned or interested in this resolution.

### Item No.10

Consequent to the demerger of Steam Turbine Business of Triveni Engineering & Industries Ltd., Promoter Company into the Company pursuant to the Scheme of Arrangement, the Company's business activities and operations have and would continue to grow substantially resulting in increase of responsibilities of the Board of Directors of the Company.

The Board of the Company has been reconstituted by inducting some professional and eminent personalities as Non-Executive Directors (NEDs). All the NEDs have been and shall continue to contribute in the policy matters, growth and expansion of the business & business dealings of the Company, enabling the management to function more effectively.

Having regard to the contributions made/to be made by the NEDs, the Board has, subject to approval by the shareholders, considered the need to suitably remunerate the Directors with commission upto a ceiling of 1% of the net profits of the Company each year computed in the manner specified in the Companies Act, 1956 (Act), for a period of five years commencing from the financial year April 1, 2011

The provisions of Section 309 of the Act provide that a director who is neither in the whole time employment nor a managing director may be paid remuneration by way of commission if the Company by a special resolution authorizes such payment and if the remuneration is paid monthly, quarterly or annually, the same is approved by the Central Govt provided that the remuneration to all such directors does not exceed 1% of the net profits of the Company if the Company has a Managing or Whole time Director. Since the Company has the Managing Director, the Company proposes to remunerate all or any of the NEDs only upto a maximum of 1% of the net profits with the approval of the shareholders by a special resolution. The quantum of commission to be paid to all or any of the NEDs will be evaluated and decided by the Board each year based on the contribution made by each NED, provided that the Board may remunerate any of the NEDs by way of a monthly, quarterly or annual payment with the approval of the Central Government.

The Board commends the passing of Resolution at Item No.10 of the Notice.

All the Non Executive Directors of the Company may be deemed to be concerned or interested in this resolution.

### Item No. 11

As a good corporate social responsibility initiative, the Company may have to give contribution to the charitable organizations / grant funds for social welfare causes as well as for mitigating hardships caused by natural disasters and calamities.

Section 293(1)(e) of the Companies Act, 1956 (Act) provides that the Board of Directors of a public company can not, except with the consent of its members in general meeting, contribute to charitable and other funds not directly relating to its business or the welfare of its employees any amount the aggregate of which will, in any financial year exceeds Rs 50,000/- (Rs Fifty Thousand only) or 5% of its average net profit determined in accordance with the provisions of Sections 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater.

The average net profits of the three financial years immediately preceding of the Company as determined in accordance with the provisions of Sections 349 and 350 of the Act may be inadequate to meet its social obligations. Therefore shareholders approval is sought for making donations to charitable organizations for social welfare causes or contribution to funds formed for the purpose of providing relief to the victims of natural disasters and calamities.

The Board commends the passing of Resolution at Item No.11 of the Notice.

None of the Directors of the Company is either directly or indirectly interested or concerned in this resolution.

By Order of the Board

Place : Noida

Date : June 15, 2011

Rajiv Sawhney  
Company Secretary

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on September 6, 2011**

**( Pursuant to Clause 49 of the listing agreement )**

**Mr Tarun Sawhney**

Mr. Tarun Sawhney aged 38 years, is a Director of the Company since December 2007. He has a Masters degree in Arts from the Emmanuel College, University of Cambridge, UK and a Masters degree in Business Administration from the Wharton School of Business, University of Pennsylvania, US. Mr. Sawhney has work experience in the fields of e-business, telecommunications, information technology, and financial and portfolio analysis. He worked with AT Kearney Inc., UK, a management consultancy firm from 1998 to 2000. He has been associated with Triveni Engineering & Industries Ltd as an Executive Director since November 2008 and has been appointed as Joint Managing Director of that Company Since 10th May 2011.

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
<b>Joint Managing Director</b> Triveni Engineering & Industries Ltd <b>Director</b> GE Triveni Ltd . Triveni Entertainment Ltd.	<b>Audit Committee</b> <b>Member</b> Triveni Engineering & Industries Ltd.	14266775

**Lt. Gen. K.K. Hazari (Retd.)**

Lt. Gen. K. K. Hazari (Retd.), aged 82 years, is a Director of the Company since December 2007. He is a graduate of Defence Services Staff College, Camberley, UK and National Defence College, New Delhi. He is a former Vice Chief of Army Staff having rendered 38 years of distinguished service in the Armed Forces. After retirement he has closely associated with the corporate sector. He has special interest in matters like long term planning, management structures and systems and financial planning and has written extensively on these subjects. He was a member of the Committee of Defence Expenditure appointed by the Govt. of India in 1990 as also of the Kargil Review Committee constituted by the Govt. of India.

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
<b>Chairman</b> Magoo Strategic Infotech Pvt. Ltd. <b>Director</b> Triveni Engineering & Industries Ltd. Triveni Engineering Ltd. Interglobe Enterprises Ltd.	<b>Audit Committee</b> <b>Chairman</b> Triveni Engineering & Industries Ltd <b>Member</b> Interglobe Enterprises Ltd. <b>Investors' Grievance and Share Transfer Committee</b> <b>Chairman</b> Triveni Engineering & Industries Ltd	NIL

**Mr K.N. Shenoy**

Mr. K.N.Shenoy aged 80 years, is a Director of the Company since May 2011. He is a graduate in Electrical Engineering from Banaras Hindu University and holds a degree in Business Management from IMD, Lausanne. He is also a Fellow of the Institute of Engineers (India) and a Fellow of the National Academy of Engineers. He joined ABB in 1962 (then Hindustan Brown Boveri) and worked in the Company for 40 years until 2002 of which 22 years were as MD & CEO and 6 years as Chairman. He has been associated with various companies as Chairman, Vice Chairman, Director etc. He is also Chairman of CII Institute of Quality and Centre for Technology Development. He has also been associated with various Industry Bodies such as Confederation of Indian Industry, Indian Electrical & Electronics & Manufacturers Association and Electrical Research & Development Association, Management Association and Institution of Engineers (Baroda), Governing Council of Central Power Research Institute (Bangalore).

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
<b>Chairman</b> Voith India Advisory Board Integra India Group Company Ltd. Sobis Software (India) Pvt. Ltd. Sobis Teksoft Pvt. Ltd. Shelk Software Pvt. Ltd. CII Institute of Quality <b>Vice Chairman</b> Volvo India Pvt. Ltd. <b>Director</b> GVK Power & Infrastructure Ltd. GVK Energy Ltd. EMCO Ltd.	<b>Audit Committee</b> <b>Chairman</b> GVK Power & Infrastructure Ltd. GVK Energy Ltd. <b>Member</b> Emco Ltd.	NIL

#### Mr. Amal Ganguli

Mr. Amal Ganguli aged 72 years, is a Director of the Company since May 2011. He is a fellow member of the Institute of Chartered Accountants of India and the Institute of Chartered Accountants of England and Wales and a member of the New Delhi chapter of the Institute of Internal Auditors, Florida, U.S.A. He was the Chairman and Senior Partner of Pricewaterhouse Coopers (PwC), India till his retirement on 31<sup>st</sup> March, 2003. Besides his qualifications in the area of accounting and auditing, Mr.Ganguli is alumnus of IMI, Geneva. Mr.Ganguli, trained in the UK to become a Chartered Accountant. He was seconded as a Partner to PwC, UK / USA for a year in 1972-73. During his career spanning over 40 years, Mr.Ganguli's range of work included International Tax advice and planning, cross border investments, Corporate mergers and re-organisation, financial evaluation of projects, management, operational and statutory audit and consulting projects funded by International funding agencies.

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
<b>Director</b> Maruti Suzuki India Ltd. Tata Communications Ltd. Century Textiles & Industries Ltd. ICRA Ltd. HCL Technologies Ltd. New Delhi Television Ltd. AVTEC Ltd Hughes Communication India Ltd. Aricent Technologies (Holdings) Ltd. Aptuit Laurus Pvt. Ltd. AIG Trustee Co. (India) Pvt. Ltd. ML Informap Pvt. Ltd. Ascendas Property Fund Trustee Pvt.Ltd. Tata Teleservices Maharashtra Ltd. Advisory Board Thought Arbitrage Research Institute (A not for profit Company)	<b>Audit Committee</b> <b>Chairman</b> Maruti Suzuki India Ltd. Tata Communications Ltd. New Delhi Television Ltd. Hughes Communication India Ltd. Aricent Technologies (Holdings) Ltd. <b>Member</b> Century Textiles & Industries Ltd HCL Technologies Ltd. Tata Teleservices Maharashtra Ltd.	NIL

#### Mr Dhruv M Sawhney

Mr. Dhruv M Sawhney aged 67 years, is a Director of the Company since May 2011. He graduated with a Masters in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and M.B.A with distinction from the Wharton School, University of Pennsylvania, U.S.A. He is a Past President of the Confederation of Indian Industry (CII), the Indian Sugar Mills Association and the Sugar Technologists Association of India. Mr. Sawhney has served on the Board of various public sector organizations and chaired Government advisory councils on Industry, Energy and Sugar . He is Deputy Chairman of the Evian Group and Chairman of the India Steering Committee of the World Economic Forum, Switzerland. He also chairs CII's International and Internal Audit Committees. He was a past Governor of the Indian Institute of Management, Lucknow, the Management Institute at the University of Delhi and Chairman of the Doon School, Dehra Dun . He is a Companion Member of the Chartered Institute of Management, U.K. and chairs the Board of Trustees of Delhi's oldest private charitable hospital. He was President of the All India Chess Federation for 12 years.

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
<b>Chairman and Managing Director</b> Triveni Engineering & Industries Ltd <b>Director</b> GE Triveni Ltd Orient Ceramics & Industries Ltd. Triveni Engineering Ltd. Triveni Energy Systems Ltd.	NIL	36124645

#### Mr Nikhil Sawhney

Mr. Nikhil Sawhney aged 35 years, is a Director of the Company since May 2011. He has a Bachelors degree in Arts and a Masters degree in Arts from the Emmanuel College, University of Cambridge, UK and a Masters degree in Business Administration from the Wharton School of Business, University of Pennsylvania, USA. Mr. Sawhney has worked in India and overseas in the fields of finance, consumer goods, engineering products and capital markets. He worked with Flexibox Ltd., Manchester, UK in 1996 as a Marketing Analyst, with Nomura International, London, UK in 1997 as a Capital Markets and Sales Analyst, with ING Barings, London, UK in 1998 as a Corporate Finance Analyst, and with Nestle USA, Los Angeles, USA in 2003 as a Marketing Associate.

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
<b>Director</b> Triveni Engineering & Industries Ltd. GE Triveni Ltd. Triveni Energy Systems Ltd Abohar Power Generation Pvt Ltd Upper Bari Power Generation Pvt Ltd	NIL	15071557

\* The committees considered for the purpose are Audit Committee and Shareholders' Grievance Committee of public limited companies.

## TRIVENI TURBINE LTD.

**Regd. Office :** A-44, Hosiery Complex, Phase-II, Extn. Noida-201 305, Uttar Pradesh  
**Corporate Office :** 8th Floor, Express Trade Towers, 15-16, Sector-16A, Noida - 201301

### ADMISSION SLIP

FOLIO No. ....	NO. OF SHARES.....
DP ID / Client-ID*.....	
NAME OF THE MEMBER/ AUTHORISED REPRESENTATIVE.....	
NAME OF THE PROXY.....	

I hereby record my/our presence at the 16<sup>th</sup> Annual General Meeting of the Company being held on Tuesday, the 6<sup>th</sup> September, 2011 at 10:30 A.M. at Expo Center, Expo Drive, A-11, Sector-62, Noida-201 306, U.P.

Signature of the Member/ Authorised Representative	Signature of the Proxy
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\* Applicable for investors holding shares in demat form.



## TRIVENI TURBINE LTD.

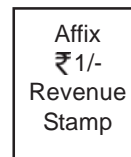
**Regd. Office :** A-44, Hosiery Complex, Phase-II, Extn. Noida-201 305, Uttar Pradesh  
**Corporate Office :** 8th Floor, Express Trade Towers, 15-16, Sector-16A, Noida - 201301

### PROXY FORM

FOLIO No. ....	NO. OF SHARES.....
DP ID / Client-ID*.....	

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/  
members of the above named Company hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ or failing him/her \_\_\_\_\_ of  
\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the 16<sup>th</sup> Annual General  
Meeting of the Company to be held on Tuesday, the 6<sup>th</sup> September, 2011 at 10:30 A.M. or at any adjournment thereof.

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2011.



**Note :** The Proxy in order to be effective should be completed, stamped and signed and must be deposited either at the Regd. Office of the Company or at the Corporate Office of the Company at 8<sup>th</sup> Floor, Express Trade Towers, 15-16, Sector 16A, Noida-201 301, Uttar Pradesh at least forty eight hours (48) before the scheduled time of the meeting.

\* Applicable for Investors holding shares in demat form.