

## NOTICE

NOTICE is hereby given that the 76<sup>th</sup> Annual General Meeting of the Members of Triveni Engineering & Industries Limited will be held on Friday, the 10<sup>th</sup> February, 2012 at 1.30 P.M. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh - 247 554 to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 30<sup>th</sup> September 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 declare dividend on equity shares for the financial year ended 30<sup>th</sup> September, 2011.
3. To appoint a Director in place of Dr. F.C. Kohli, who retires by rotation and, being eligible, offers himself for re-appointment.
4. 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.
5. To appoint Auditors to hold office from the conclusion of this 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., 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:

#### 6. As a Special Resolution:

RESOLVED that pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (Act) (including any statutory modifications or re-enactment thereof), and subject to such approvals as may be required, the payment of revised remuneration, as set out in the Explanatory statement annexed to this notice, to Mr. Dhruv M. Sawhney, Managing Director (designated as Chairman and Managing Director) of the Company with effect from 1<sup>st</sup> October, 2011 for the remaining period of his tenure i.e. upto 30<sup>th</sup> March, 2015 be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year during the remaining tenure 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 save and except as aforesaid, the special resolution dated 29<sup>th</sup> December, 2009 shall remain in full force and effect.

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.

#### 7. As a Special Resolution:

In partial modification of special resolution passed by the shareholders at the 73<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> December, 2008, RESOLVED that pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (Act) (including any statutory modifications or re-enactment thereof), and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the elevation and re-designation of Mr. Tarun Sawhney as Joint Managing Director of the Company with effect from 10<sup>th</sup> May, 2011 for the remaining period of his tenure i.e. upto 18<sup>th</sup> November, 2013 on the existing rates of remuneration and terms and conditions approved by the shareholders of the Company at the Annual General Meeting held on 29<sup>th</sup> December, 2008, as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year during the remaining tenure of Mr Tarun 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. Tarun Sawhney shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER that save as modified as aforesaid, the special resolution dated 29<sup>th</sup> December, 2008 shall remain in full force and effect.

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.

**8. As a Special Resolution:**

RESOLVED that pursuant to the provisions of Section 309 and all other applicable provisions, if any, of the Companies Act, 1956 (Act), (including any statutory modifications or re-enactment thereof) and subject to all permissions, sanctions and approvals as may be necessary, consent and approval of the Company be and is hereby accorded to the payment of remuneration by way of 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 2011-12 commencing on October 1, 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.

By Order of the Board

Place : Noida

Date : 28<sup>th</sup> November, 2011

Geeta Bhalla

Company Secretary

**NOTES:**

1. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect business set out at Item Nos.6 to 8 above and the relevant details pursuant to the provisions of Clause 49 of the Listing Agreement executed with Stock Exchanges 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. Proxy in order to be effective must reach at the Registered Office or Corporate Office of the Company at least forty eight (48) hours before the scheduled time of the meeting. Proxies submitted on behalf of bodies corporate, societies, partnership firms etc must be supported by appropriate resolution/authority as applicable, issued by the member organization. A blank proxy form is enclosed.**
3. Members holding equity shares in physical form are requested to notify change of address, if any to the Company at its Corporate Office at 8<sup>th</sup> Floor, Express Trade Towers, Plot No. 15-16, Sector 16-A, Noida-201 301 (U.P.) or to the Company's Registrar & Share Transfer Agent (RTA), M/s Karvy Computershare Pvt. Ltd., Plot No.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081 quoting their folio numbers.
4. The Company's equity shares are 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 least a week before the date of the Annual General Meeting (AGM).
6. Members holding equity shares in physical form are advised, in their own interest, to avail of the nomination facility by filing Form 2B with the Company or its RTA. Members holding equity shares in demat form may contact their respective Depository Participants (DP) for recording nomination in respect of their equity shares.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 7<sup>th</sup> February, 2012 to Friday, the 10<sup>th</sup> February, 2012 (both days inclusive) for the purpose of payment of dividend on the equity shares for the financial year ended 30<sup>th</sup> September, 2011, if declared at the AGM and will be paid to those members, holding shares in physical and demat forms, whose names appear on the Register of Members of the Company/Beneficial Owners as at the close of business hours on 6<sup>th</sup> February, 2012. The dividend in respect of dematerialised shares will be payable as per the details furnished by the Depositories viz. National Securities Depository Ltd. (NSDL)/Central Depository Services (India) Ltd. (CDSL) for this purpose.
8. Subject to the provisions of Section 206A of the Companies Act, 1956, dividend on equity shares as recommended by the Board of Directors for the financial year ended 30<sup>th</sup> September, 2011, if declared at the AGM, will be paid on or around 22<sup>nd</sup> February, 2012.
9. Members holding equity shares in demat form may kindly note that their bank account details obtained by the Company's RTA from NSDL / CDSL based on the information furnished by their DP, will be printed on their dividend warrants as per the applicable regulations of the Depositories. Members who wish to change such bank account details are therefore requested to advise their DP about such change, with complete details of their bank accounts.

10. Members who have not yet encashed dividend warrants for the year 2004-2005 and for any subsequent year are advised to send the same to the Company for revalidation. Dividend amount remaining unclaimed for a period of seven years from the dates they became first due for payment shall be transferred to the "Investor Education and Protection Fund" (IEPF) of Central Government in terms of Section 205C of the Companies Act, 1956. Members are requested to note that no claim shall lie against the Company or IEPF in respect of any unclaimed dividend amount transferred to IEPF.
11. Non-Resident Indian Members are requested to inform the Company or their concerned DP, as the case may be, immediately:-
  - (a) the change in the residential status on return to India for permanent settlement;
  - (b) the particulars of the bank account with a bank in India, if not furnished earlier.
12. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN Card for all the abovementioned transactions.
13. Members are requested to bring their attendance slip alongwith their copy of the Annual Report to the Meeting. As a measure of economy, copies of the Annual Report will not be distributed at the AGM.
14. Members are informed that in the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. ***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 who have yet not registered their email addresses are requested to register/ update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in the case of physical form with the Company.***
16. **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.6

The members of the Company had at the 74<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> December, 2009 re-appointed 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 31<sup>st</sup> March, 2010, and authorized the Board of Directors to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to him in such manner as may be permissible in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII thereto.

Keeping into consideration the demerger of Steam Turbine Business of the Company into Triveni Turbine Ltd. w.e.f. the appointed date, 1<sup>st</sup> October, 2010 and decline in the profitability of the Company due to significant losses in sugar operations during the Financial Year 2010-2011, as per the authorization by the shareholders, the Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 1<sup>st</sup> August, 2011 have, subject to necessary approvals, approved downward revision in the remuneration payable to Mr Dhruv M. Sawhney, Chairman and Managing Director, by way of reducing his salary from Rs.20 lac to Rs.10 lac per month, during his remaining tenure effective from financial year 2011-2012 commencing from 1<sup>st</sup> October, 2011, on the following terms and conditions:

#### 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 1<sup>st</sup> April each year.

##### 2. Allowances and Perquisites:

###### (i) Housing:

- a) Leased residential accommodation having rent upto 60% of the Salary. If no accommodation is provided by the Company, the Managing Director shall be entitled to 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 spouse. 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 in India and/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) Mr Sawhney shall be entitled to the expenses actually incurred on traveling and board and lodging for self and also for spouse and attendant, if required, accompanying him during domestic and overseas business trips.

Explanation:

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

## **II. Overall Remuneration:**

The Board of Directors (on the recommendations of the Remuneration Committee) is authorized to revise, amend, alter and vary the terms and conditions relating to the appointment and remuneration payable to the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 1956 and Schedule XIII and any modification(s) thereto and as may be agreed between the Board and Mr.Dhruv M. Sawhney, without any further reference to the shareholders in general meeting, provided that the total 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.

In accordance with Schedule XIII and other applicable provisions of the Companies Act, 1956, the Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 1<sup>st</sup> August, 2011 have also approved, subject to the approval of the Shareholders and the Central Government, the payment of remuneration and perks as detailed above except commission/performance bonus, as minimum remuneration to Mr Dhruv M. Sawhney in the absence or inadequacy of profits in any financial year during his remaining tenure i.e. upto 30<sup>th</sup> March, 2015.

As the abovementioned remuneration payable to Mr. Dhruv M Sawhney, would be in excess of the limits prescribed under Schedule XIII read with relevant provisions of Companies Act 1956, the special resolution is proposed for the approval of the shareholders. An application seeking approval of the Central Government has already been made by the Company for payment of above-mentioned remuneration to Mr Dhruv M. Sawhney as minimum remuneration. The statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to Special Resolution at Item No.6 is annexed hereto as **Annexure-A**.

This may also be considered and treated as Abstract and Memorandum of Interest under Section 302 of the Act.

The Board commends the passing of Special Resolution at Item No.6 of the Notice.

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

### **Item No.7**

The members of the Company had at the 73<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> December, 2008 appointed Mr. Tarun Sawhney as Executive Director of the Company for a period of five years with effect from 19<sup>th</sup> November, 2008. Mr Tarun Sawhney was mainly entrusted with the responsibility of operations of Sugar and Gear Businesses of the Company by the Board of Directors of the Company at the time of his appointment.

During the Financial Year (FY) 2010-11 ended on 30<sup>th</sup> September, 2011, consequent to demerger of the Steam Turbine Business of the Company into Triveni Turbine Ltd. w.e.f. the appointed date, 1<sup>st</sup> October, 2010, Mr Tarun Sawhney was, subject to necessary approvals, elevated and re-designated as Joint Managing Director of the Company with effect from 10<sup>th</sup> May, 2011 for the remaining period of his tenure i.e. upto 18<sup>th</sup> November, 2013 and entrusted with substantial powers of the management of business and affairs of the Company.

Although, during FY 2010-2011 the profitability of the Company declined due to demerger of Steam Turbine Business and significant losses in sugar operations, the Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 1<sup>st</sup> August, 2011 have, in view of the increased responsibilities of Mr. Tarun Sawhney, approved the payment of remuneration to him according to existing rates of remuneration approved by the Shareholders vide special resolution dated 29<sup>th</sup> December, 2008 as mentioned below during his remaining tenure i.e. upto 18<sup>th</sup> November, 2013:

#### **1. Salary:**

Rs.5,35,000/- (Rupees Five lac thirty five thousand) per month in the scale of Rs.3,75,000/- - Rs.7,50,000/-

#### **2. Allowances and Perquisites:**

- (i) Special Allowance: Rs.1,80,000/- (Rupees One lac eighty thousand) per month. This allowance will not be taken into account for calculation of benefits such as HRA, PF, Gratuity, Leave Encashment etc.

- (ii) **Housing:**
  - a) Leased residential accommodation having 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 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 by the Executive Director.
- (iii) **Medical Reimbursement:** Medical expenses incurred in India 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.
- (iv) **Leave Travel Assistance and Insurance Coverage:** As per rules of the Company.
- (v) Company's contribution to the Provident and Superannuation Fund and payment of gratuity shall be as per the rules of the Company.
- (vi) **Leave:** Leave with full pay and allowances or encashment thereof as per the 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.

**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 Executive Director's residence.
- 5. The Board of Directors of the Company may, on the recommendations of Remuneration Committee, decide the increase in salary within the aforesaid scale and perks including special allowance from time to time.

The remuneration and perks as detailed above except commission/performance bonus shall be paid to Mr Tarun Sawhney, as minimum remuneration in the absence or inadequacy of profits in any financial year during his remaining tenure i.e. upto 18<sup>th</sup> November, 2013.

As the abovementioned remuneration payable to Mr. Tarun Sawhney, would be in excess of the limits prescribed under Schedule XIII read with relevant provisions of Companies Act 1956, the same is subject to approval of the Shareholders and the Central Government. Hence the special resolution is proposed for the approval of the shareholders. An application seeking approval of the Central Government has already been made by the Company for payment of above-mentioned remuneration to Mr Tarun Sawhney as minimum remuneration. The statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to Special Resolution at Item No.6 is annexed hereto as **Annexure-A**.

The Board commends the passing of Special Resolution at Item No.7 of the Notice.

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

**Item No.8**

The shareholders of the Company had at the 71<sup>st</sup> Annual General Meeting held on 30<sup>th</sup> June, 2006 accorded their approval pursuant to the provisions of Section 309 of the Companies Act, 1956 (Act) to the payment of remuneration by way of monthly, quarterly or annual payment or by way of commission to all or any of the Directors of the Company (other than the Managing Director and Whole-time Directors) for a period of five years valid upto 30<sup>th</sup> September, 2011.

The Non-Executive Directors (NEDs) have been contributing substantially in the performance, policy matters and business dealings of the Company enabling the management to function more effectively. Further in view of corporate governance reforms, the roles and responsibilities of the NEDs have increased significantly.

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 continue to remunerate them suitably with commission upto a ceiling of 1% of the net profits of the Company each year computed in the manner specified in the Act, for a further period of five years commencing from the financial year October 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 the remuneration by way of monthly, quarterly or annual payment with the approval of the Central Government, 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 each year 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 apportioned and decided by the Board each year, 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, if required.

The Board commends the passing of Special Resolution at Item No.8 of the Notice.

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

By Order of the Board

Place : Noida  
Date : 28<sup>th</sup> November, 2011

Geeta Bhalla  
Company Secretary

**Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on February 10, 2012  
(Pursuant to Clause 49 of the Listing Agreement)**

**Dr. F.C. Kohli**

Dr. F.C. Kohli, aged about 87 years, has been on the Board of the Company since May 27, 2000. He is a professional with vast business experience. He graduated in Electrical Engineering from Queen's University, Canada and MS in Electrical Engineering from the Massachusetts Institute of Technology, USA. Dr. Kohli is a fellow of IEEE USA, IET UK, Institution of Engineers India, Computer Society of India and many others. He was conferred Honorary Doctorate in Engineering by the University of Waterloo, Canada; Robert Gordon University, Aberdeen UK; and in India by Indian Institute of Technology, Mumbai & Kanpur, University of Roorkee, Uttar Pradesh and Jadavpur University, Kolkata.

Dr. Kohli is credited as 'Father of Information Technology' revolution in India. He was conferred the title of "Padma Bhushan" in 2002 for contribution to the software industry, by the Government of India. He has also been honoured with numerous awards and recognitions which includes, Dadabhai Naoroji Memorial Award, ET Lifetime Achievement Award, NASSCOM and CNBC-TV18 first "IT User Awards 2008" under the category "Lifetime Achievement Award".

Dr Kohli is associated with Tata Group and was on the Boards of various Tata's companies. He had also served as the Deputy Chairman of Tata Consultancy Services (TCS).

<b>List of other Directorship held</b>	<b>Chairman/Member of the committees of the other Board of the Companies on which he is a Director*</b>	<b>Details of shareholding in the Company</b>
<b>Chairman</b> WTI Advanced Technology Ltd. ASL Advanced Systems Pvt. Ltd. <b>Director</b> Triveni Engineering Ltd. Media Lab Asia Dolphin Offshore Enterprises (India) Ltd.	<b>NIL</b>	<b>NIL</b>

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

Gen. K.K. Hazari, aged about 81 years, has been on the Board of the Company since April 3, 2000. 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.

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

#### **Mr Tarun Sawhney**

Mr Tarun Sawhney, aged about 38 years, has been on the Board of Company as Executive Director since November 19, 2008. He was elevated and re-designated as Joint Managing Director with effect from May 10, 2011 and entrusted with substantial powers of the management of the business and affairs of the Company. Prior to his induction on the Board, he has been associated with the Company as Corporate Vice President since August 2002. The Company has made enormous progress under the guidance and advice of Mr Tarun Sawhney.

Mr Tarun Sawhney possesses a Bachelor degree in Arts (Economic Honors) and Masters degree in Arts from the Emmanuel College, University of Cambridge, UK – one of the oldest academic institutions in the world and is regarded as one of the best undergraduate institutions globally, and a Masters degree in Business Administration from the Wharton School of Business, University of Pennsylvania, USA, a premier academic institution. He has work experience in the fields of agriculture, manufacturing, telecommunications, information technology, financial and portfolio analysis.

<b>List of other Directorship held</b>	<b>Chairman/Member of the committees of the other Board of the Companies on which he is a Director*</b>	<b>Details of shareholding in the Company</b>
<b>Director</b> Triveni Turbine Ltd. GE Triveni Ltd. Triveni Entertainment Ltd.	<b>NIL</b>	14266775 equity shares of Re.1/- each

\* The committees considered for the purpose are those prescribed under Clause 49(l)(C) of the Listing Agreement i.e. Audit Committee and Shareholders' Grievance Committee of public limited companies.

**Statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to the Resolutions at Item Nos.6 and 7 of the Notice for the 76<sup>th</sup> Annual General Meeting of Triveni Engineering & Industries Limited**

**I. General Information:**

1. *Nature of Industry:* Manufacture of sugar, high speed gears, industrial alcohol, cogeneration of power, water & waste water treatment plants.
2. *Date or expected date of commencement of commercial production:* Existing Company in operation since 1933.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. *Financial performance based on given indicators:*

(Rs. in Million)

Sl.No.	Particulars	2010-11	2009-10	2008-09
1.	Turnover	17071.53	22595.34	18948.42
2.	Profit/(Loss) before tax	82.47	1173.16	2429.47
3.	Net Profit/(Loss)	130.58	908.41	1697.78
4.	Paid-up share capital	257.88	257.88	257.88
5.	Reserves & Surplus	10058.48	9651.66	8972.04

5. Export performance and net foreign exchange collaborations: The Company had foreign exchange earning of Rs.182.28 million during the financial year 2010-11.
6. Foreign investments or collaborators, if any: The Company has renewed license agreements with Lufkin Industries, USA for enhanced product and geographies in the high speed gear segment and entered into the niche low speed gear applications for major industrial segments.

**II. (a) Information about Mr Dhruv M. Sawhney**

1. *Background details:* Mr. Dhruv M. Sawhney is an eminent industrialist and one of the promoters of the Company. Mr Sawhney, aged about 67 years, has been on the Board of the Company since September 1992 and holds the position of Managing Director since March 31, 2000. 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 was on the Dean's list for all terms, came second in the University, and is a life member of Beta Gama Sigma. Mr Sawhney is the Past President of CII, ISMA and STAI. He has served on the Board of various public sector organizations and chaired Government advisory councils on Industry, Energy and Sugar.
2. *Past Remuneration:*

Financial Years	Amount (In Rs.)
2010-11	22,091,536*
2009-10	38,150,216
2008-09	48,282,818

\*excluding retiral benefits (PF and Gratuity)

Mr Dhruv M. Sawhney, being appointed as Chairman and Managing Director of Triveni Turbine Ltd. w.e.f. 10<sup>th</sup> May, 2011, also draws remuneration from that company.

3. *Recognition or awards:* Mr. Dhruv M. Sawhney has received the highest civilian award “Chevalier de la Legion d’Honneur” from President Chirac of the French Republic in May 2005. He has been chosen and awarded ‘Indian Business Leader of the Year’ by an International Jury, Horasis together with their strategic partner Baker & Mckenzie during the Global India Business Meeting held in Naples, Italy in June 2011.
4. *Job profile and his suitability:* Mr Sawhney, Chairman and Managing Director has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. The Company has made enormous progress under the stewardship of Mr Dhruv M. Sawhney, who has the management experience to handle diverse nature of businesses of the Company and the vision to take the business forward. He has been instrumental in taking the Company from strength to strength to its present position.
5. *Remuneration proposed:* As stated in the Explanatory Statement at Item No.6 of the Notice.
6. *Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):* Revised remuneration as proposed of Mr Sawhney is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses.

7. *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:* Mr Dhruv M. Sawhney is a Promoter-Director, holding 3,61,24,645 equity shares of Re.1/- each representing 14.008% of the total paid-up capital of the Company. Mr Tarun Sawhney, Joint Managing Director and Mr Nikhil Sawhney, Director are the sons of Mr Dhruv M. Sawhney.

**(b) Information about Mr Tarun Sawhney**

1. *Background details:* Mr Tarun Sawhney is one of the promoters of the Company. Mr Tarun Sawhney, aged about 38 years, joined the Company in August 2002 as Corporate Vice President. He was inducted on the Board of Company as Executive Director since November 19, 2008 and elevated and re-designated as Joint Managing Director with effect from May 10, 2011. He possesses a Bachelor degree in Arts (Economic Honors) and Masters degree in Arts from the Emmanuel College, University of Cambridge, UK – one of the oldest academic institutions in the world and is regarded as one of the best undergraduate institutions globally, and a Masters degree in Business Administration from the Wharton School of Business, University of Pennsylvania, USA, a premier academic institution (Wharton). He has work experience in the fields of agriculture, manufacturing, telecommunications, information technology, financial and portfolio analysis. He has also exposure of working in foreign companies.

2. *Past Remuneration:*

Financial Years	Amount (In Rs.)
2010-11	13,487,294*
2009-10	15,254,596
2008-09	12,767,963

\*excluding retiral benefits (PF, Superannuation and Gratuity)

3. *Recognition or awards:* Mr Tarun Sawhney was the only person to receive from AT Kearney, UK an MBA sponsorship to Wharton. He was selected by Wharton from amongst 1500 candidates for the Academic Services Advisory Board and the Admissions Committee.
4. *Job profile and his suitability:* Mr Tarun Sawhney, Joint Managing Director has been entrusted with substantial powers of the management of the business and affairs of the Company. The Company has been substantially benefitted by his professional knowledge and managerial expertise and has made enormous progress. Mr Tarun Sawhney plays a major role in providing thought leadership and strategic inputs to the Company.
5. *Remuneration proposed:* As stated in the Explanatory Statement at Item No.7 of the Notice.
6. *Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):* Remuneration of Mr Tarun Sawhney is similar to that drawn by the peers and is commensurate with the size of the Company and diverse nature of its businesses.
7. *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:* Mr Tarun Sawhney is a Promoter-Director, holding 1,42,66,775 equity shares of Re.1/- each representing 5.53% of the total paid-up capital of the Company. Mr Dhruv M. Sawhney, Chairman and Managing Director and Mr Nikhil Sawhney, Director are the father and brother respectively of Mr Tarun Sawhney.

**III. Other information:**

1. *Reasons of loss or inadequate profits:* During the financial year 2010-11 ended September 30, 2011, the turnover and profitability of the Company has declined, mainly due to:-
- (a) the demerger of the Steam Turbine Business w.e.f. October 01, 2010, lower exceptional income, and significant losses in sugar operations.
- (b) The sugar is a cyclical business and is largely dependant on climatic factors, supply-demand position and government policies, including sugarcane pricing. High sugar production in the country results in softening of sugar pricing, which in turn adversely affects the profitability of the sugar mills. Conversely, lower production results in strong sugar prices, leading to better profitability in the sugar operations.
2. *Steps taken or proposed to be taken for improvement:* The Company has been taking various initiatives of cane development and steps to improve the operational efficiencies to lower cost of production of sugar. With a view to make its sugar operations more viable, the Company has chalked out an ambitious road map with cane development targets and to increase profitability of related businesses, such as, cogeneration and distillery operations. The engineering businesses are poised for rapid growth in the domestic as well as in the overseas markets, and in future, they are expected to largely offset the impact of the cyclicity in the sugar operations. Further, the Company is also looking at new opportunities to grow its business.
3. *Expected increase in productivity and profits in measurable terms:* In view of the facts stated at 1(b) above, it is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that the productivity and profitability may improve and would be comparable with the industry average.

**IV. Disclosures:**

1. *Remuneration package of the managerial person:* Fully described in the respective explanatory statement as stated above.
2. *Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report:* The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.



Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247 554  
Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector 16-A, Noida - 201301, U.P., India

### 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 presence at the 76th Annual General Meeting of the Company being held on Friday, the 10th February, 2012 at 1:30 P.M. at Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

Signature of the Member/ Authorised Representative	Signature of the Proxy
---	------------------------

\* Applicable for investors holding shares in demat form.

TEAR HERE



Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247 554  
Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector 16-A, Noida - 201301, U.P., India

### PROXY FORM

FOLIO NO.....	NO. OF SHARES.....
DP ID/CLIENT ID* .....	

I/We.....of.....being a member/members of Triveni Engineering & Industries Limited hereby appoint .....of.....or failing him/her.....of..... as my/our proxy to attend and vote for me/us on my/our behalf at the 76th Annual General Meeting of the Company to be held on Friday, the 10th February, 2012 at 1:30 P.M. and/or at any adjournment thereof.

Affix  
Re.1/-  
Revenue  
Stamp

Signed this.....Day of ....., 2012

Signature

**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 Express Trade Towers, 8th Floor, 15-16, Sector 16A, Noida - 201 301, Uttar Pradesh at least forty eight hours before the schedule time of the meeting.

\* Applicable for investors holding shares in demat form.

