

NOTICE

NOTICE is hereby given that the 82nd Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on Friday, the 28th day of September, 2018 at 12.30 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:
 - (a) the audited financial statements of the Company for the year ended March 31, 2018 including the audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors' thereon; and
 - (b) the audited consolidated financial statements of the Company for the year ended March 31, 2018 including the audited consolidated Balance Sheet as at March 31, 2018 and the consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors' thereon.
2. To confirm the payment of interim dividend of 25% i.e. Re.0.25 per fully paid equity share of Re.1/- each already paid to the equity shareholders during the year as the final dividend for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr Tarun Sawhney (Director Identification Number: 00382878), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), the relevant provision 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 re-appointment of Mr Tarun Sawhney (Director Identification Number:00382878) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years with effect from 1st October, 2018 on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice and whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr Tarun Sawhney, Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr Tarun Sawhney, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the term of office of Mr Tarun Sawhney as Managing Director, he shall be paid the remuneration, allowances and perquisites except the commission/performance bonus as set out in the explanatory statement forming part of this Notice or the revised remuneration as approved by the Board of Directors from time to time, as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT as Managing Director of the Company, Mr Tarun 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 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.

5. **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 provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereto, for the time being in force), Mr Rishi Mohan Bansal, Cost Accountant (Firm Registration Number: 102056) and Mr T.L. Sangameswaran, Cost Accountant (Firm Registration Number: 102057) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's sugar businesses (including cogeneration and distillery) and gears business respectively for the financial year ending March 31, 2019, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board

Place: Noida

Geeta Bhalla

Date : August 7, 2018

Group Vice President & Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of Item Nos.4 & 5 set out in the Notice and the relevant details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') are annexed hereto.
2. The requirement of seeking ratification by members for appointment of Statutory Auditors at every Annual General Meeting ('AGM') has been done away with vide Notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is being proposed at the 82nd AGM for ratification of appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants (FRN: 000756N), who were appointed at the 81st AGM held on September 22, 2017 for a period of five consecutive years.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR AT ITS CORPORATE OFFICE AT 8TH FLOOR, EXPRESS TRADE TOWERS, PLOT NO. 15-16, SECTOR 16A, NOIDA- 201 301 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A BLANK PROXY FORM IS ATTACHED HEREWITH.**

Proxies submitted on behalf of companies, institutional investors, societies, etc., must be supported by appropriate resolution/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM together with attested specimen signature.
5. SEBI has mandated the submission of PAN and bank details by every participant in securities market. Members holding equity shares in physical form are requested to notify/send details of their PAN and bank account, along with self-attested copy of PAN Card and cancelled cheque leaf bearing the name of the member, in case the same has not been furnished earlier or any change in their registered address/email-ID/NECS mandate/bank details etc. to the Company or its Registrar and Share Transfer Agent ('RTA'), M/s Karvy Computershare Pvt. Ltd. ('Karvy'), Karvy Selenium Tower-B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 quoting their folio numbers.

Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details directly to their respective Depository Participant(s) ('DP').

6. Members holding equity shares in physical form are advised, in their own interest, to avail of the nomination facility by filing Form SH-13 and deposit the same with the Company or its RTA. Members holding shares in demat form may contact their respective DP for recording nomination in respect of their shares.

7. ***The Company's equity shares are compulsorily traded in dematerialized form. Pursuant to amended provisions of the Listing Regulations, any request for transfer of shares effective from December 5, 2018, shall be processed for shares held in dematerialized form only. Therefore, members holding equity shares in physical form are advised to dematerialize their shareholding to facilitate transfers, post December 5, 2018 and to eliminate all risks associated with physical shares as also for ease of portfolio management.***
8. In terms of the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 and in order to help the shareholders to ascertain the status of unclaimed dividends, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. September 22, 2017, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.trivenigroup.com.
9. Members desirous of obtaining any information/clarification are requested to address their query, if any, in writing to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of the AGM, so that the information may be made available at the AGM.
10. Members are informed that in the case of joint holder(s) attending the AGM, only such joint holder which is higher in the order of names will be entitled to vote.
11. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting venue.
12. As a measure of economy, copies of the Annual Reports will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Reports to the meeting.
13. Notice of the AGM, attendance slip, proxy form along with the Annual Report for the financial year 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The annual report and the notice of the 82nd AGM will also be available on the Company's website www.trivenigroup.com.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register/update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the Company or its RTA to enable the Company to send communication electronically.
15. All the material documents referred to in the notice and explanatory statement are open for inspection at the Registered/ Corporate Offices of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the AGM.
16. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/ gift coupons will be distributed at the AGM.
17. The route map showing directions to reach the venue of 82nd AGM is annexed.
18. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder duly amended and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by using an electronic voting system from a place other than venue of the AGM ('remote e-voting'), through the e-voting services provided by Karvy, on all the resolutions set forth in this Notice. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting may attend the AGM, but shall not be entitled to cast their votes again at the AGM.

The procedure and instructions for remote e-voting are as under:

- (A) In case a member receives an e-mail of the AGM Notice from Karvy (for members whose e-mail IDs are registered with the Company / Depository Participant(s):
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. **User ID and Password mentioned in e-mail**). The E-voting Event No. followed by Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach Password Change menu wherein they are required to mandatorily change your password. The new password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e. Triveni Engineering & Industries Limited.
- (vii) On the voting page, enter the number of shares (which represents number of votes) as on the Cut-off Date under 'FOR/AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast their vote by selecting an appropriate option and click on "SUBMIT".
- (xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you "CONFIRM", you will not be allowed to modify or cast your vote again. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRIs etc.) are required to send scan certified true copy (PDF format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail at sureshguptacs@gmail.com with a copy marked to evoting@karvy.com. The scan image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

(B) In case a member receives physical copy of the AGM Notice by post (for members whose e- mail IDs are not registered with the Company / Depository Participant(s):

- (i) User ID and initial password – As mentioned in Attendance Sheet.
- (ii) Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast your vote.

Any person who becomes a member of the Company or a beneficial owner after dispatch of the Notice of AGM, but on or before the **cut-off date i.e. September 21, 2018**, may write to Karvy at the address stated above or email at Id: evoting@karvy.com or contact Ms. C. Shobha Anand at Phone No.040-67162222, requesting for the User Id and password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

- 19. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- 20. The remote e-voting period commences on **September 25, 2018 (9.30 a.m. IST) and ends on September 27, 2018 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. September 21, 2018**, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
- 21. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the **cut-off date i.e. September 21, 2018**. A person, whose name is recorded in the Register of Members/ Lists of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of

remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

22. Mr Suresh Kumar Gupta, Practising Company Secretary (FCS 5660/CP No.5204) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
23. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and shall declare the results of the voting forthwith. Subject to receipt of the requisite number of votes, the resolutions will be deemed to be passed on the date of AGM i.e. September 28, 2018.
25. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.trivenigroup.com) and on the website of Karvy (<https://evoting.karvy.com>) immediately after the result is declared. The Company shall, simultaneously, forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

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

Item No.4

The members of the Company had, at their Extra-Ordinary General Meeting (EGM) held on November 16, 2013, re-appointed Mr. Tarun Sawhney as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years with effect from October 1, 2013 and approved his remuneration under the relevant provisions of the Companies Act, 1956. Subsequently, approval of the members was also sought by way of special resolutions passed through postal ballots on April 24, 2015 and March 31, 2017 to the payment of remuneration to him in accordance with the provisions of the newly enacted Companies Act, 2013 ('Act') and the amended Schedule V thereto.

The present tenure of Mr Tarun Sawhney is due to expire on September 30, 2018. Keeping in view his vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Board of Directors of the Company at their meeting held on August 1, 2018 have, on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders by way of a special resolution and such other approvals as may be required, re-appointed Mr Tarun Sawhney as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a further period of five years with effect from October 1, 2018 on the remuneration and terms and conditions set out below:-

I. Remuneration

1. Salary:

Rs.11,25,000/- (Rupees Eleven lakh twenty five thousand only) per month in the scale of Rs.11,00,000/- to Rs.25,00,000/-, 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 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: Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in the foreign country of 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 and personal accident insurance etc.
- (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.

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, if required by the Managing Director either at his residence or any other convenient place for discharging his official duties along with the required office infrastructure and facilities.
- iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and board and lodging 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 aggregate of salary allowances and perquisites in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may, for the time being, be in force.

- III. Minimum Remuneration:** Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any financial year during the term of office of Mr Tarun Sawhney as Managing Director, the Company will, subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above with such increments/revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provision of the Act.

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

Presently Mr Tarun Sawhney has not been drawing any remuneration from any other Company except by way of sitting fee or commission from the companies of which he is a director including the associate company, Triveni Turbine Ltd.

Mr Tarun Sawhney, being eligible, offers himself for re-appointment. A brief resume of Mr Tarun Sawhney is annexed to this notice.

The performance of the Company have improved in the recent past and is expected to improve further in the coming years. However, in view of adverse sugar cycle, it may incur losses due to uncontrollable reasons, resulting in inadequate profits in some years to pay managerial remuneration. In such an event, Mr Tarun Sawhney may be entitled to minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No.4 is annexed hereto as **Annexure-A**.

The approval of the shareholders is sought by way of a special resolution to the re-appointment and payment of remuneration to Mr Tarun Sawhney as Managing Director of the Company (designated as Vice Chairman and Managing Director) in accordance with the relevant provisions of the Act read with Schedule V thereto.

The Board commends the passing of Special Resolution at Item No.4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Dhruv M. Sawhney, Chairman & Managing Director and Mr Nikhil Sawhney, Director, 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.5

The Board of Directors of the Company have, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company's businesses mentioned against each of them for the financial year ending March 31, 2019:-

Sr.No.	Name of the Cost Auditor	Business	Audit Fees* (Rs.)
1.	Mr Rishi Mohan Bansal	Sugar Businesses (including Cogeneration & Distillery)	3,30,000/-
2.	Mr T.L. Sangameswaran	Gears Business	52,000/-

* plus applicable taxes and out of pocket expenses

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019, as mentioned above.

The Board of Directors of the Company commend the passing of Resolution at Item No.5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in this resolution.

By Order of the Board

Place: Noida
Date : August 7, 2018

Geeta Bhalla
Group Vice President & Company Secretary

Details of Director seeking re-appointment at the 82nd Annual General Meeting Scheduled to be held on September 28, 2018 pursuant to Regulation 36(3) of the Listing Regulations

Name of the Director	Mr Tarun Sawhney
Date of Birth	September 25, 1973
Nationality	Indian
Date of appointment on the Board	November 19, 2008
Qualifications	Bachelor and Masters' degrees in Arts from the Emmanuel College, University of Cambridge, UK and Masters' degree in Business Administration from Wharton School of Business, University of Pennsylvania, USA.
Expertise	Vast experience in agriculture, sugar & engineering industries
Directorship held in other public companies	Triveni Turbine Ltd. GE Triveni Ltd. Indian Sugar Exim Corporation Ltd.
Memberships/Chairmanships of Committees in other public companies*	<u>Triveni Turbine Ltd.</u> Stakeholders' Relationship Committee -Member
Number of Board Meetings attended during FY18	4 of 4
Details of Remuneration	As stated in the Explanatory Statement to Item No.4 attached to this Notice.
Shareholding	1,46,95,375 equity shares of Re.1/- each.
Relationship between directors inter-se	Mr Tarun Sawhney is related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director and as brother with Mr Nikhil Sawhney, Director of the Company.

* The Committees considered above are those prescribed under Regulation 26 of the SEBI (LODR) Regulations, 2015.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No.4 of the Notice

I. General Information:

1. *Nature of Industry:* Manufacture of sugar integrated with cogeneration of power and distillery operations, high speed gears, 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 (As per Ind AS):*

(Rs. in Lakhs)

Sr.No.	Particulars	2017-18	2016-17	2015-16
1.	Turnover (Gross)	341238.37	296686.61	200105.06
2.	Profit/(Loss) before tax	15943.40	28271.61	(887.68)
3.	Net Profit/(Loss) after tax	10974.38	23356.25	(882.66)
4.	Paid-up share capital	2579.45	2579.45	2579.45
5.	Reserves & Surplus	85507.10	75187.20	52279.57

5. *Foreign investments or collaborators, if any:* The Company has a License Agreement with Lufkin Industries, USA for enhanced range of products subject to restrictions to sell in certain geographies in the high speed gear segment and niche low speed gear applications for major industrial segments. Further, the Company has entered into a Strategic Supply Agreement with Lufkin Industries LLC (a corporation of GE Oil & Gas Business) for supply of gear boxes and components to them.

The Company has made a strategic investment in the share capital of Aqwise Wise Water Technologies Limited, Israel (Aqwise), a leader in development and implementation of wastewater treatment solutions for the industrial and municipal markets, by way of subscribing/acquiring 25.04% of the equity share capital of Aqwise. Through this acquisition, the Company has secured access to their technology for furtherance of business in India.

II. Information about Mr Tarun Sawhney

1. *Background details:* Mr Tarun Sawhney is one of the promoters of the Company. Mr Tarun Sawhney, aged about 45 years, was inducted on the Board of Company since November 19, 2008. Presently, he is the Vice Chairman and Managing Director of the Company. He possesses a Bachelor degree in Arts (Economic Honors) and a 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 Wharton School of Business, University of Pennsylvania, USA, a premier academic institution ('Wharton'). He has work experience in the fields of agriculture, manufacturing, information technology, financial and portfolio analysis. He has also international exposure through working in foreign companies. He is the past president of Indian Sugar Mills Association (ISMA). Some of the other companies where he serves as a board member include Triveni Turbine Ltd., GE Triveni Ltd. and Indian Sugar Exim Corporation Ltd.
2. *Past Remuneration:*

Financial Year	Amount* (Rs. in lakhs)
2017-18	239.73
2016-17	203.82
2015-16	151.33

*does not include gratuity as it is provided based on actuarial valuation.

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, Vice Chairman & Managing Director has been entrusted with substantial powers of the management of business and affairs of the Company. He has over one decade of experience in Sugar and Engineering businesses of the Company. The Company has been substantially benefitted by his vision, 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 to Special Resolution at Item No.4 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 in sync with his peers and is commensurate with his qualification, experience, 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 1,46,95,375 equity shares of Re.1/- each representing about 5.70% 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:* Sugar Business is one of the major businesses of the Company. It is a cyclical business which is dependent upon climatic factors, supply demand and Government policies. While it has been making profits for the last two years, in view of adverse sugar cycle, it may incur losses due to uncontrollable reasons, resulting in inadequate profits in some years to pay managerial remuneration.

The operating performance of the Company has improved enormously in the last two financial years, which has led to much improved financial performance. The Company has become more resilient to withstand cyclicity in sugar business but there would be certain years wherein due to glut in sugar production, the sugar pricing may remain depressed due to higher domestic supplies and/or due to lower international sugar prices, resulting in losses.

2. *Steps taken or proposed to be taken for improvement:* The operating efficiencies of Sugar Business in terms of crush, production and recoveries have improved considerably during the last two sugar seasons as a result of massive cane development programme carried out by the Company. There are continuing plans to further improve the varietal balance to get the benefit of higher yields and recovery. Further, the Company is setting up higher distillation capacity for the production of ethanol, which will provide mitigation to the adverse sugar cycle. The Company is also making earnest efforts to add value to sugar by producing pharma quality sugar & fortified sugar. Apart from the Sugar and allied businesses, order pipeline for Water Business has improved considerably, which will help the Water Business to achieve sizeable turnover and contribution to offset its fixed expenses and make profits.
3. *Expected increase in productivity and profits in measurable terms:* In view of business improvement measures taken by the Company, for both Sugar & Engineering Businesses, along with significant reduction in finance costs due to substantial repayment / prepayment of term loans, the risk profile of the Company has diminished. The Company is in a good position to meet the cyclicity in Sugar Business. In view of various variables involved, including Government policies, especially in the Sugar business, it is not practical to forecast the productivity and profitability in measurable terms.

IV. Disclosures:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the financial statement: The requisite details of remuneration etc. of Directors are/will be included in the Corporate Governance Report, forming part of the Annual Report of the Company.

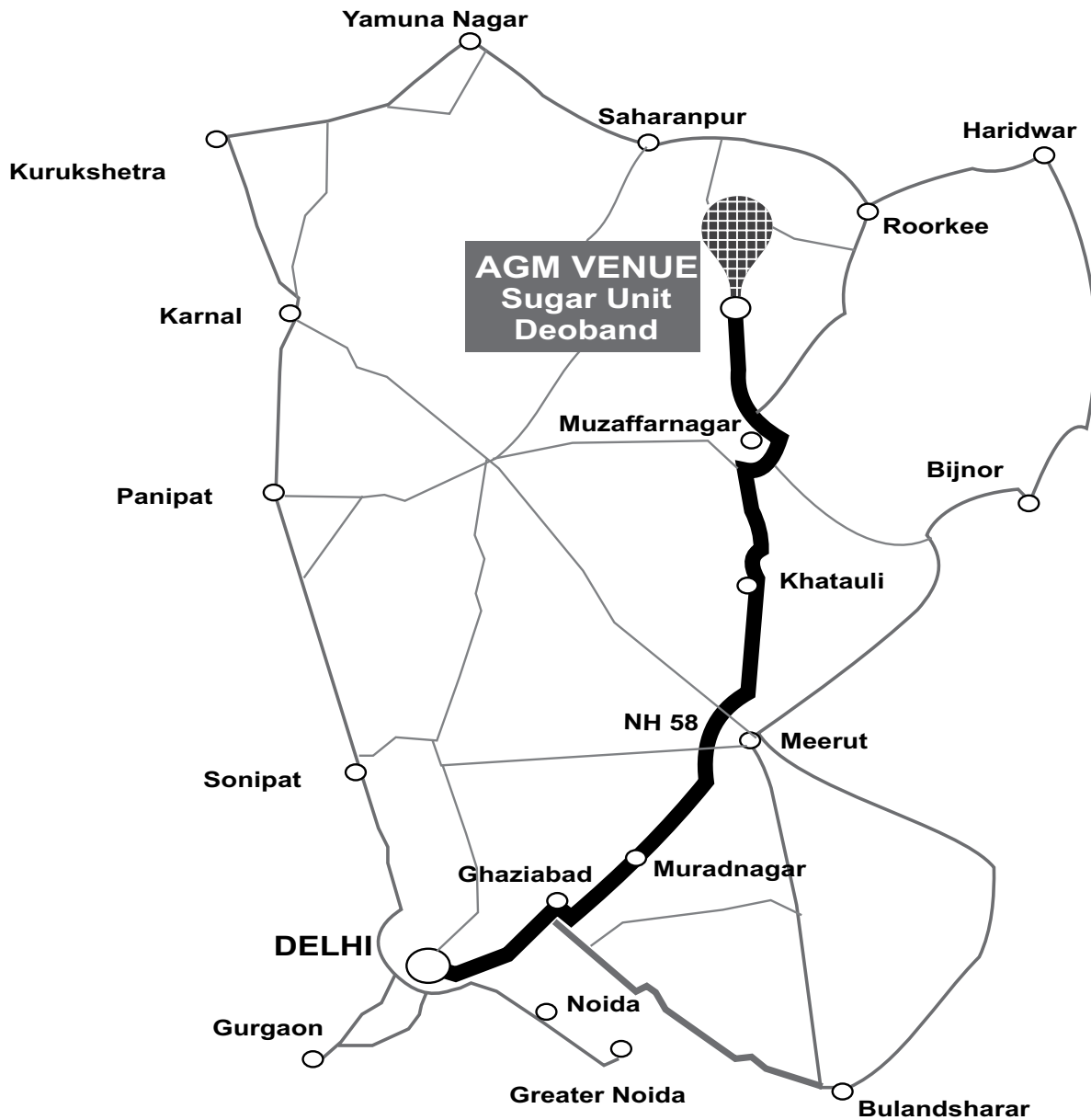
By Order of the Board

Place: Noida
Date : August 7, 2018

Geeta Bhalla
Group Vice President & Company Secretary

ROUTE MAP

Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554



Triveni Engineering & Industries Limited

Regd office: Deoband, District Saharanpur, Uttar Pradesh-247 554.

Corp office : 8th Floor, Express Trade Towers, Plot No.15-16 , Sector 16A , Noida 201301 (U.P.)

Tel: 91 120 4308000, **Fax:** 91 120 4311010-11

E-mail: shares@trivenigroup.com, **Website:** www.trivenigroup.com, **CIN:** L15421UP1932PLC022174

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014



CIN No. L15421UP1932PLC022174

Regd. Office : Deoband, District Saharanpur, Uttar Pradesh - 247554

Corporate Office : 8th Floor, Express Trade Towers, 15-16, Sector – 16A, Noida – 201301, U.P.

E-mail : shares@trivenigroup.com, **Website :** www.trivenigroup.com, **Tel:** 91 120 4308000 / **Fax:** 91 120 4311010-11

Name of the member(s) :
Registered address :
E Mail Id:
Folio No. / *Client ID:
*DP ID:

I / We, being the member(s) of _____ equity shares of Re 1/- each of the above named Company, hereby appoint:

- 1) Name: _____ E Mail: _____
 Address: _____
 Signature _____, Or failing him / her
- 2) Name: _____ E Mail: _____
 Address: _____
 Signature _____, Or failing him / her
- 3) Name: _____ E Mail: _____
 Address: _____
 Signature _____, Or failing him / her

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 82nd Annual General Meeting of the Company to be held on Friday, the 28th day of September, 2018 at 12.30 p.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, Distt. Saharanpur, Uttar Pradesh - 247 554 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of (a) Audited Financial Statements Report of the Board of Director and Auditors of the Company for the year ended 31 st March, 2018 and (b) Audited Consolidated Financial Statements and Report of Auditors for the year ended 31 st March, 2018.		
2.	Confirmation of payment of interim dividend of Re 0.25 per share paid to equity shareholders during the financial year ended March 31, 2018.		
3.	Re- appointment of Mr. Tarun sawhney (DIN: 00382878) as a Director, who retires by rotation.		
Special Business			
4.	Re-appointment of Mr. Tarun Sawhney (DIN: 00382878) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years w.e.f 1st October. 2018 and payment of remuneration to him.		
5.	Ratification of payment of remuneration to the Cost Auditors, viz Mr Rishi Mohan Bansal (FRN: 102056) and Mr. T. L. Sangameswaran (FRN: 102057), Cost Accountants for the FY 2018-19.		

* Applicable for investors holding shares in electronic form

Signed this day of 2018.

Signature of the MemberSignature of the Proxy Holder(s)



NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at Deoband, District Saharanpur, 247554 U.P or Corporate Office of the Company at 8th Floor, Express Trade Towers, 15-16, Sector 16A , Noida-201301, not less than 48 hours before the commencement of the Meeting
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 82nd Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

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CIN No. L15421UP1932PLC022174
Regd. Office : Deoband, District Saharanpur, Uttar Pradesh - 247554
Corporate Office : 8th Floor, Express Trade Towers, 15-16, Sector – 16A, Noida – 201301, U.P.
E-mail : shares@trivenigroup.com, **Website :** www.trivenigroup.com,
Tel: 91 120 4308000 / **Fax:** 91 120 4311010-11

ATTENDANCE SLIP

82nd Annual General Meeting - September 28, 2018

Name of the Member (In Block Letters) _____

Name of Proxy, If any (In Block Letters) _____
(In case Proxy attends the meeting in place of member)

DP ID/Client ID/Folio No.* _____

No. of Shares held _____

I/We hereby record my / our presence at the 82nd Annual General Meeting of the Company to be held on Friday, the 28th day of September, 2018 at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, Distt. Saharanpur, Uttar Pradesh - 247 554.

*Applicable in case of shares held in physical form .

Signature of the Member Signature of the Proxy Holder(s)

Note:

- 1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER** at the entrance of the Meeting Venue.
- 2. **NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.**
- 3. Electronic copy of the Annual Report for the Financial year 2017-18 & Notice of the AGM alongwith the Attendance Slip & Proxy Form is being sent to all the members whose email address is registered with the Company /DP unless any member has requested for a hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
- 4. Physical copy of the Annual Report for the Financial year 2017-18 & the Notice of the AGM alongwith Attendance Slip & Proxy Form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
- 5. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

REMOTE E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions given in the Notice of AGM before casting your vote through remote e-voting.