

By Courier

REF:TEIL:SE

Date: 24th April, 2015

The Deputy General Manager, Department of Corporate Services, BSE Limited. 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 Fax-022-2272 3121/1278/1557/3354/3577	The Asst. Vice President, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 Fax-022-26598237/8238/8347/8348
STOCK CODE: 532356 ISIN NO INE 256C01024	STOCK CODE: TRIVENI ISIN NO INE 256C01024

Sub: Submission of details regarding the voting results for Postal Ballot Pursuant to Clause 35A of Listing Agreement.

Dear Sir,

Pursuant to Clause 35A of the listing agreement, we submit hereunder the details regarding the voting results declared on April 24, 2015 in respect of all the four special/ordinary resolutions proposed to be passed by way of postal ballot in term of the Notice for passing of Resolutions by Postal Ballot dated March 13, 2015. Based on the Scrutinizer's Report dated April 24, 2015 submitted by Mrs. Leena Jain, Practising Company Secretary on the postal ballot including e-voting, all the four Resolutions were declared as duly passed by the Requisite Majority.

The agenda-wise details of voting results through postal ballot including e-voting along with Scrutinizer's Report are enclosed.

You are requested to kindly take the same on your record and disseminate to all concerned.

Thanking you,

Yours faithfully,
For TRIVENI ENGINEERING & INDUSTRIES LTD.,



Geeta Bhalla
Group General Manager &
Company Secretary

Encl: As above

Triveni Engineering & Industries Limited

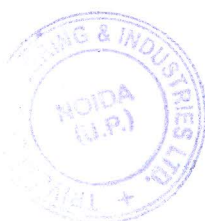
Agenda-wise details of voting result of Postal Ballot declared on 24th April, 2015

Resolution : 1 - Special Resolution for the re-appointment of Mr Dhruv M. Sawhney as Managing Director (designated as Chairman and Managing Director) of the Company for a period of five years w.e.f. 31st March, 2015.

Promoter/Pu blic	No. of Shares Held	No. of Votes polled on outstanding shares	% of voted polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] =[(4)/(2)]* 100	[7] = [(5)/(2)]*1 00
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	95.413	0.000
Public - Institutional holders	38344344	6900000	17.995	0	6900000	0.000	3.742
Public - Others	43643537	1559517	3.573	1555056	4461	0.843	0.002
Total	257945110	184416746	71.495	177512285	6904461	96.256	3.744

Resolution : 2 - Special Resolution for the payment of remuneration to Mr Tarun Sawhney, Managing Director (designated as Vice Chairman and Managing Director) of the Company w.e.f. 1st April, 2014 for the remaining period of his existing tenure i.e. upto 30th September, 2018.

Promoter/Pu blic	No. of Shares Held	No. of Votes polled on outstanding shares	% of voted polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] =[(4)/(2)]* 100	[7] = [(5)/(2)]*1 00
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	95.414	0.000
Public - Institutional holders	38344344	6900000	17.995	6900000	0	3.742	0.000
Public - Others	43643537	1556918	3.567	1551603	5315	0.841	0.003
Total	257945110	184414147	71.494	184408832	5315	99.997	0.003

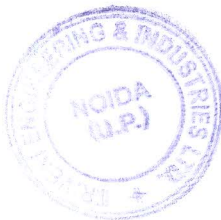


Resolution : 3 - Special Resolution for authorizing the Board of Directors to create charge/mortgage etc. on the assets of the Company

Promoter/Pu blic	No. of Shares Held	No. of Votes polled on outstanding shares	% of voted polled on outstanding shares	No. of Votes In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3] = [[2]/(1)]/*100	[4]	[5]	[6] =[[4]/(2)]* 100	[7] = [[5]/(2)]*1 00
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	95.413	0.000
Public - Institutional holders	38344344	6900000	17.995	6900000	0	3.742	0.000
Public - Others	43643537	1559221	3.573	1556067	3154	0.844	0.002
Total	257945110	184416450	71.494	184413296	3154	99.998	0.002

Resolution : 4 - Ordinary Resolution for the payment of remuneration to M/s R.M. Bansal & Co., Cost Accountants as Cost Auditor for the financial year ending 31st March, 2015

Promoter/Pu blic	No. of Shares Held	No. of Votes polled on outstanding shares	% of voted polled on outstanding shares	No. of Votes In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3] = [[2]/(1)]/*100	[4]	[5]	[6] =[[4]/(2)]* 100	[7] = [[5]/(2)]*1 00
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	95.413	0.000
Public - Institutional holders	38344344	6900000	17.995	6900000	0	3.742	0.000
Public - Others	43643537	1559363	3.573	1554882	4481	0.843	0.002
Total	257945110	184416592	71.495	184412111	4481	99.998	0.002



Leena Jain
Practising Company Secretaries

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SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 22(9) of the Companies (Management and Administration) Rules, 2014

To,
The Chairman & Managing Director,
Triveni Engineering and Industries Limited
Corporate Office: 8th Floor, Express Trade Towers,
15-16, Sector 16-A,
Noida – 201301.

Dear Sir,

I, Leena Jain, Practising Company Secretary, having my office at C4G/116B, JanakPuri, New Delhi -110058 appointed as a Scrutinizer by the Board of Directors of **Triveni Engineering and Industries Limited** ("the Company") for the purpose of Scrutinizing the Postal Ballot including e-voting in a fair and transparent manner in respect to the resolutions stated in the Notice of the Postal Ballot dated March 13, 2015 proposed to be passed by the Shareholders of the Company.

I submit my report as under:

1. The Company has completed on March 19, 2015, the dispatch of Notice of the Postal Ballot along with Postal Ballot Form and self-addressed postage prepaid business reply envelope to its members through courier and registered post and also through email to those members whose email IDs were registered with the Company or its Registrar and Transfer Agent (R&TA) as on cut-off date i.e. March 13, 2015.
2. The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility.
3. The Company appointed Karvy Computershare Private Limited (Authorised Agency for e-voting) as a Service Provider for providing a facility for e-voting to its shareholders. The Service Provider had set-up e-voting facility on their website <https://evoting.karvy.com>. The e-voting remained open from Friday, March 20, 2015 (9:30 a.m. IST) to Saturday, April 18, 2015 (5:30 p.m. IST)



4. I monitored the process of e-voting though the secured link on the designated website provided by the Service Provider to the Scrutinizer.
5. No envelope containing postal ballot form was received after the close of working hours i.e. after 5:30 p.m. on Saturday, April 18, 2015.
6. The e-voting results feature was unblocked at <https://evoting.karvy.com> on April 20, 2015 at 10:42 AM by me as Scrutinizer in presence of two witnesses namely Mr. S C Jain and Mr. J K Arora, who are not the employees of the Company. I downloaded e-voting report from the website in respect of members who had voted electronically.
7. The physical Ballot Papers were diligently scrutinized and reconciled with the records maintained by the Company / R&TA. The Shareholding of each ballot paper was matched / confirmed with the Register of Shareholder(s) of the Company. Further, the signatures on the ballot papers were verified.
8. The Ballot Papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately. I did not find any defaced or mutilated ballot paper(s).
9. The details of Ballot Papers received from the Members as well as details of e-voting as recorded through online platform provided by the Service Provider (Karvy) were entered into separate Registers maintained for such purpose.
10. A summary of the Postal Ballots is given below:

a) **RESOLUTION 1: Special Resolution for the re-appointment of Mr. Dhruv M. Sawhney as Managing Director (designated as Chairman and Managing Director) of the Company for a period of five years w.e.f. March 31, 2015.**

(i) Voted in favour of the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	48	176774398	-
Postal Ballot	135	737887	-
Total	183	177512285	96.256



(ii) Voted **against** the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	6902210	-
Postal Ballot	5	2251	-
Total	9	6904461	3.744

(iii) Invalid votes:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	NA
Postal Ballot	7	925	NA
Total	7	925	NA

b) RESOLUTION 2: Special Resolution for the payment of remuneration to Mr Tarun Sawhney, Managing Director (designated as Vice Chairman and Managing Director) of the Company w.e.f. April 1, 2014 for the remaining period of his existing tenure i.e. upto September 30, 2018.

(i) Voted **in favour** of the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	47	183674190	-
Postal Ballot	128	734642	-
Total	175	184408832	99.997

(ii) Voted **against** the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	2218	-
Postal Ballot	10	3097	-
Total	15	5315	0.003



(iii) Invalid votes:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	200	NA
Postal Ballot	9	3324	NA
Total	10	3524	NA

c) RESOLUTION 3: Special Resolution for authorizing the Board of Directors to create charge/mortgage etc. on the assets of the Company

(i) Voted in favour of the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	47	183674163	-
Postal Ballot	134	739133	-
Total	181	184413296	99.998

(ii) Voted against the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	2245	-
Postal Ballot	7	909	-
Total	12	3154	0.002

(iii) Invalid votes:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	200	NA
Postal Ballot	6	979	NA
Total	7	1179	NA



d) RESOLUTION 4: Ordinary Resolution for the payment of remuneration to M/s R.M. Bansal & Co., Cost Accountants as Cost Auditor for the financial year ended March 31, 2015

(i) Voted in favour of the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	49	183674586	-
Postal Ballot	134	737525	-
Total	183	184412111	99.998

(ii) Voted against the Resolution:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	2022	-
Postal Ballot	6	2459	-
Total	10	4481	0.002

(iii) Invalid votes:

Method of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	NA
Postal Ballot	7	1237	NA
Total	7	1237	NA

11. I would like to inform you that all the above Resolutions at Item No 1 to 4 of the Notice of the Postal Ballot dated March 13, 2015 have been passed with requisite majority.



Leena Jain
Practising Company Secretaries

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Ph; 9953270504, 25520765

12. The postal ballots forms and all other relevant papers/register shall be handed over to the Company after signing of minutes by the Chairman.

You may accordingly declare the result of the postal ballot voting.

Thanking you,

Yours Sincerely,



Leena Jain
Company Secretary in Practice
C.P.No : 4946 (ACS: 10296)



Date: April 24, 2015
Place: New Delhi