

By E-filing

REF:TEIL:SE:

Date: 29<sup>th</sup> March, 2019

The Deputy General Manager Department of Corporate Services, BSE Limited 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001	The Asst. Vice President, Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051
<b>STOCK CODE: 532356</b>	<b>STOCK CODE: TRIVENI</b>
<b>Sub: Disclosure of Voting Results in respect of business conducted through postal ballot (including e-voting) vide Notice dated 13<sup>th</sup> February, 2019</b>	

Dear Sirs,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we submit herewith the agenda-wise details of voting results, in the prescribed format, declared today i.e. 29<sup>th</sup> March, 2019 in respect of business conducted through postal ballot process (including e-voting), as per Notice of Postal Ballot dated 13<sup>th</sup> February, 2019, along with consolidated report of the Scrutinizer on postal ballot voting (including e-voting).

Please note that all the special resolutions, as set out in the Notice of Postal Ballot dated 13<sup>th</sup> February, 2019 have been passed by the members with requisite majority.

You are requested to please take the above on record and disseminate to all concerned.

Thanking you,

Yours faithfully,

**For Triveni Engineering & Industries Ltd.,**

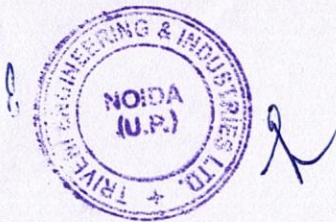


**GEETA BHALLA**  
Group Vice President &  
Company Secretary

Encl: As above

Company Name	TRIVENI ENGINEERING & INDUSTRIES LIMITED
Date of the AGM/EGM	N.A.
Total number of shareholders on record date	48215
No. of shareholders present in the meeting either in person or	N.A.
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	N.A.
Promoters and Promoter Group:	
Public:	

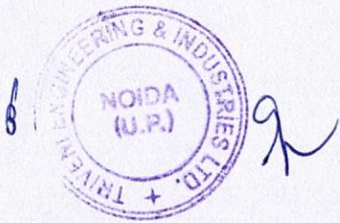
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for re-appointment of Ms Homai A Daruwalla (DIN 00365880) as an Independent Director of the Company for a period of five years w.e.f. 1 April, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	175957229	175957229	100.0000	175957229	0	100.0000	0.0000
	Poll	175957229	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	175957229	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	15519493	12988590	83.6921	12980080	8510	99.9344	0.0655
	Poll	15519493	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	15519493	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	66468388	127870	0.1924	126380	1490	98.8347	1.1652
	Poll	66468388	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	66468388	574236	0.8639	574173	63	99.9890	0.0109
Total		257945110	189647925	73.5226	189637862	10063	99.9947	0.0053



Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for re-appointment of Mr. Shekhar Datta (DIN 00045591) as an Independent Director of the Company for a period of five years w.e.f. 1 April, 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	175957229	175957229	100.0000	175957229	0	100.0000	0.0000
	Poll	175957229	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	175957229	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	15519493	12988590	83.6921	12988590	0	100.0000	0.0000
	Poll	15519493	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	15519493	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	66468388	127856	0.1924	126366	1490	98.8346	1.1653
	Poll	66468388	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	66468388	573936	0.8635	573873	63	99.9890	0.0109
Total		257945110	189647611	73.5225	189646058	1553	99.9992	0.0008



Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for re-appointment of Dr. Santosh Pande (DIN 01070414) as an Independent Director of the Company for a period of five years w.e.f. 16 April, 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	175957229	175957229	100.0000	175957229	0	100.0000	0.0000
	Poll	175957229	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	175957229	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	15519493	12988590	83.6921	12988590	0	100.0000	0.0000
	Poll	15519493	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	15519493	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	66468388	128016	0.1926	126466	1550	98.7892	1.2107
	Poll	66468388	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	66468388	573906	0.8634	573843	63	99.9890	0.0109
Total		257945110	189647741	73.5225	189646128	1613	99.9991	0.0009



Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for alteration of Articles of Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	175957229	175957229	100.0000	175957229	0	100.0000	0.0000
	Poll	175957229	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	175957229	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	15519493	12988590	83.6921	5303533	7685057	40.8322	59.1677
	Poll	15519493	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	15519493	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	66468388	128066	0.1927	126687	1379	98.9232	1.0767
	Poll	66468388	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	66468388	573582	0.8629	573519	63	99.9890	0.0109
<b>Total</b>		<b>257945110</b>	<b>189647467</b>	<b>73.5224</b>	<b>181960968</b>	<b>7686499</b>	<b>95.9470</b>	<b>4.0530</b>



For Triveni Engineering & Industries Ltd.

*Prati Bhatta*  
Group Vice President & Company Secretary

# SURESH GUPTA & ASSOCIATES

## COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman Vihar Metro Station,  
Laxmi Nagar, Delhi-110092

Mob. 9312257002, Ph. 011-43061664, Mail: [sureshguptacs@gmail.com](mailto:sureshguptacs@gmail.com)

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### Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the (Companies Management and Administration) Rules, 2014) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairman  
M/s Triveni Engineering & Industries Limited  
CIN: L15421UP1932PLC022174  
Corporate Office: 8<sup>th</sup> Floor, Express Trade Towers,  
Plot No. 15-16, Sector 16A,  
Noida-201301, U.P.

### **Consolidated Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 13, 2019 through Postal Ballot**

Dear Sir,

I, Suresh Kumar Gupta, Proprietor of M/s Suresh Gupta & Associates, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of M/s Triveni Engineering & Industries Limited ('the Company') for scrutinizing postal ballot voting including voting by electronic means in a fair and transparent manner in respect of the resolutions contained in the Notice of Postal Ballot dated February 13, 2019 proposed to be passed by the shareholders of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated February 13, 2019, based on the reports generated from the e-voting system provided by the authorized agency, M/s Karvy Fintech Private Limited ('Karvy') engaged by the Company to provide e-voting facility and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5.00 p.m. on Thursday, March 28, 2019.

I submit my report as under:

1. Dispatch of the Postal Ballot notice containing the explanatory statement and the Postal Ballot form along with self-addressed prepaid business reply envelope to the Members of the Company was completed on 26/02/2019. The said documents were sent by the Company in electronic mode to those members who registered their e-mail addresses with their respective Depository Participants and in physical mode to the other members by permitted mode.

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2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cutoff date i.e. February 15, 2019 were entitled to cast their votes by postal ballot or e-voting.
3. Voting through Postal Ballot and E-voting commenced on **Wednesday, February 27, 2019 (9.00 a.m. IST)** and ended on **Thursday, March 28, 2019(5.00 p.m. IST)**. E-voting was blocked at 5.00 p.m. on March 28, 2019 by Karvy, the e-service agency engaged by the Board of Directors of the Company.
4. The physical Postal Ballots received from the Members were kept in a locked ballot box before commencement of the scrutiny.
5. After the time fixed for closing of the e-voting, i.e.5.00 p.m. on Thursday, March 28,2019, a final electronic report of the e-voting was generated by me by accessing the data available to me from the Authorised Agency M/s Karvy Fintech Private Limited to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
6. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.00 p.m. on Thursday March 28, 2019, were diligently scrutinized and reconciled with the records maintained by the Company through, Karvy, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. The physical postal ballots 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 papers.
8. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 13, 2019 through Postal Ballot is as under:

**Resolution No. 1: Special Resolution**

**Re-appointment of Ms Homai A. Daruwalla (DIN:00365880) as an Independent Director of the Company for a period of five years w.e.f. 1<sup>st</sup> April, 2019.**

a) Votes cast "in favour "of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	101	574173	99.989%
Electronic (e-voting)	85	189063689	99.995%
Total	186	189637862	99.995%



b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	7	63	0.011%
Electronic (e-voting)	6	10000	0.005%
Total	13	10063	0.005%

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	5	2525
Electronic (e-voting)	NIL	NIL
Total	5	2525

Based on the aforesaid results, I report that the Special Resolution contained in Item No.1 of the Notice dated February 13, 2019 has been passed with requisite majority.

**Resolution No. 2: Special Resolution**

**Re- appointment of Mr. Shekhar Datta (DIN: 00045591) as an Independent Director of the Company for a period of five years w.e.f. 1<sup>st</sup> April, 2019.**

a) Votes cast "in favour " of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	99	573873	99.989%
Electronic (e-voting)	87	189072185	99.999%
Total	186	189646058	99.999%





b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	7	63	0.011%
Electronic (e-voting)	5	1490	0.001%
Total	12	1553	0.001%

c) Invalid votes:

<i>Postal Ballot Voting</i>	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	5	2525
Electronic (e-voting)	NIL	NIL
Total	5	2525

Based on the aforesaid results, I report that the Special Resolution contained in Item No.2 of the Notice dated February 13, 2019 has been passed with requisite majority.

**Resolution No. 3: Special Resolution**

**Re- appointment of Dr. Santosh Pande (DIN: 01070414) as an Independent Director of the Company for a period of five years w.e.f. 16<sup>th</sup> April, 2019.**

a) Votes cast "in favour "of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	99	573843	99.989%
Electronic (e-voting)	87	189072285	99.999%
Total	186	189646128	99.999%



b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	7	63	0.011%
Electronic (e-voting)	6	1550	0.001%
Total	13	1613	0.001%

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	5	2525
Electronic (e-voting)	NIL	NIL
Total	5	2525

Based on the aforesaid results, I report that the Special Resolution contained in Item No.3 of the Notice dated February 13, 2019 has been passed with requisite majority.

#### **Resolution No. 4: Special Resolution**

#### **Alteration of Articles of Association of the Company**

a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	98	573519	99.989%
Electronic (e-voting)	78	181387449	95.935%
Total	176	181960968	95.947%



b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	7	63	0.011%
Electronic (e-voting)	15	7686436	4.065%
Total	22	7686499	4.053%

c) Invalid votes:


<i>Postal Ballot Voting</i>	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	5	2525
Electronic (e-voting)	NIL	NIL
Total	5	2525

Based on the aforesaid results, I report that the Special resolution contained in Item No.4 of the Notice dated February 13, 2019 has been passed with requisite majority.

9. In view of the above scrutiny, I hereby certify that all the four resolutions specified in the Postal Ballot Notice dated February 13, 2019 have been passed with the requisite majority.

10. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the company secretary for preserving safely after the Chairman signs the Minutes.

**For Suresh Gupta & Associates**  
**Company Secretaries**



**Suresh Kumar Gupta**  
**FCS 5660, CP No. 5204**



**Date :29/03/2019**  
**Place : Delhi**