

# ANNEXURE-B

## CORPORATE GOVERNANCE REPORT

### Company's Philosophy on code of Governance

Your Company is of the belief that sound Corporate Governance is vital to enhance and retain stakeholders' trust. Good Governance underpins the success and integrity of the organisation, institutions and markets. It is one of the essential pillars for building efficient and sustainable environment, system and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal expectation. Your Company is committed to the adoption of best governance practices and its adherence in the true spirit at all times and envisages the attainment of a high level of transparency and accountability in the functioning of the Company and conduct of its business internally and externally.

In line with the above philosophy, your Company continuously strives for excellence through adoption of best governance and disclosure practices. The Company recognises that good governance is a continuing exercise and thus reiterates its commitment to pursue highest standard of Corporate Governance in the overall interest of its stakeholders.

Your Company is conscious of the fact that the success of a company is reflection of the professionalism, conduct and ethical values of its management and employees.

In addition to the compliance with the regulatory requirements as per Regulation 17 of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), your Company's endeavours to ensure that the highest standard of ethical and responsible conduct are met throughout the organisation.

### I. Board of Directors ("Board")

The Company is managed and guided by the Board of Directors. The Board formulates the strategy and regularly reviews the performance of the Company. The Board has been entrusted with the requisite powers, authorities and duties to enable it to discharge its responsibilities and provide effective leadership to the Business.

The Company has an optimum combination of Executive, Non-Executive and Independent Directors who are eminent persons with professional expertise and valuable experience in their respective areas of specialisation and bring a wide range of skills and experience to the Board.

The Chairman and Managing Director of the Company provides vision and leadership for achieving the approved strategic plan and business objectives. He presides over the Board and the Shareholders' meetings. The Chairman and Managing Director with the support of the Vice Chairman and Managing Director, Executive Director and Senior

Executives oversees the operations of the Company.

As on the date of this report the Board comprises of 8 (Eight) Directors, which include 4 (four) Non-Executive Independent Directors including 1 (one) Women Director, 1 (one) Non-Executive Non Independent Director and 3 (three) Executive Directors. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed Companies. The composition of the Board is in line with Regulation 17 of Listing Regulations.

None of the Directors on the Board is a Member on more than 10 Committees, and Chairperson of more than 5 Committees across all listed companies in which he is a Director. Necessary disclosures regarding Committee positions have been made by the Directors.

### Meetings of the Board

The Board of Directors met six times during the financial year 2015-16 ended on March 31, 2016. Board Meetings were held on May 6, 2015, August 13, 2015, August 14, 2015, November 6, 2015, January 19, 2016 and March 16, 2016. The maximum gap between any two Board Meetings was less than one hundred twenty days.

### Independent Directors

All the 4 Non-Executive Independent Directors have confirmed that they meet the criteria as stipulated under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 149(6) of the Companies Act, 2013. All such declarations were placed before the Board. The maximum tenure of Independent directors is in compliance with the Companies Act, 2013 and the terms and conditions of their appointment have been disclosed on the website of the Company (web link <http://www.triveniturbines.com/key-policies>).

Regulation 25(3) of Listing Regulations read with Schedule IV of the Companies Act, 2013 and the rules under it mandate that the Independent Directors of the Company hold at least one meeting in a year without the attendance of Non-Independent Directors and members of the management. During the year, separate meeting of the Independent Directors was held on March 16, 2016 without the attendance of non-independent directors and members of the management. All the Independent Directors attended the said meeting. The independent directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

### Familiarisation programme for Independent Directors

The Board/Committee members are provided with the necessary documents/brochures, reports and internal policies, codes of conduct to enable them to familiarise with the Company's procedure and practices. Directors are regularly updated on

performance of the business of the Company, business strategy going forward and new initiative being taken/proposed to be taken by the Company through presentation. Factory visits are organised from time to time for the Directors. The details of the familiarisation programme of the Independent Directors are available on the Company's website at <http://www.triveniturbines.com/key-policies>

## Composition of Board

The composition of the Board of Directors, their attendance at the Meetings during the year and at the last Annual General Meeting as also the detail with regard to outside Directorships and committee positions are as under:–

Name of Director and DIN	Category	No. of Board Meeting attended (Total Meetings held: 6)	Attendance at last AGM held on August 6, 2015	No. of other Directorships ##	No. of Committee positions held in other companies ###	
					Chairman	Member
Mr. Dhruv M. Sawhney # Chairman & Managing Director DIN-00102999	Promoter & Executive Director	6	Yes	2	1	Nil
Mr. Nikhil Sawhney # Vice Chairman and Managing Director DIN-00029028	Promoter & Executive Director	5	Yes	3	Nil	1
Mr. Tarun Sawhney # DIN-00382878	Promoter & Non-Executive Director	6	Yes	3	Nil	2
Mr. Arun Prabhakar Mote ## Executive Director DIN-01961162	Executive Director	5	Yes	1	Nil	Nil
Lt. Gen. K.K. Hazari (Retd.)### DIN-00090909	Independent Non-Executive Director	6	No	3	1	2
Mr. Amal Ganguli DIN-00013808	Independent Non-Executive Director	6	Yes	9	5	5
Mr. Shekhar Datta ## DIN-00045591	Independent Non-Executive Director	6	Yes	4	2	2
Dr. (Mrs) Vasantha S Bharucha DIN-02163753	Independent Non-Executive Director	6	Yes	2	Nil	1

# Mr. Tarun Sawhney and Mr. Nikhil Sawhney are sons of Mr. Dhruv M. Sawhney, Chairman & Managing Director of the Company and are thus related.

## Excludes Directorships in Indian Private Limited Companies, Foreign Companies, Firms, Partnerships including LLPs, Section 8 Companies and membership of various Chambers and other non-corporate organisations.

### The committees considered for the purpose are those prescribed under Regulation 26 of Listing Regulations i.e. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies whether listed or not .

## Board Functioning and procedure

- **Board Meeting Frequency and circulation of Agenda papers:** The Board and its Committees meet at regular intervals for discussion on agenda circulated well in advance by the Company. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meeting. Where it is not practical to attach or send the relevant information as a part of agenda papers, the same are tabled at the Meeting. To meet the business exigencies or urgent matters the resolutions are passed by the Directors by Circulation.

The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. The Board reviewed compliance reports prepared by the Company on quarterly periodicity.

- **Presentations by the Management:** The Senior Management of the Company is invited at the Board meetings to make presentations covering performance of the businesses of the Company, Strategy and Business Plans and to provide clarifications as and when necessary.
- **Access to Employees:** The Directors bring an independent perspective on the issues deliberated by the Board. They have complete and unfettered access to any information of the Company and to any employee of the Company.

- **Availability of Information to Board members include:**

- (i) Performance of business, business strategy going forward, new initiatives being taken/proposed to be taken and business plans of the Company.
- (ii) Annual operating plans and budgets including capital expenditure budgets and any updates.
- (iii) Quarterly results of the Company.
- (iv) Minutes of the meetings of the committees of the Board.
- (v) Show cause, demand, prosecution notices and penalty notices which are materially important.
- (vi) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- (vii) Any material default in the financial obligations to and by the Company, or substantial non-payment for goods sold / services provided by the Company.
- (viii) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- (ix) Details of any joint venture or collaboration agreement.
- (x) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- (xi) Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement etc.
- (xii) Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.
- (xiii) Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- (xiv) Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- (xv) Statutory compliance report of all laws applicable to the Company.
- (xvi) Details of the transactions with the related parties.
- (xvii) General notices of interest of directors.
- (xviii) Appointment, remuneration and resignation of Directors.

- **Post Meeting follow up mechanism:** The important decisions taken by the Board / Committee(s) at its / their meetings are promptly communicated to the concerned departments/divisions. Action taken report on the decisions

of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/ Committee for information and review by the Board/Committee.

- **Appointment/Re-appointment of Directors:** The information/details pertaining to Directors seeking appointment/re-appointment in ensuing Annual General Meeting (AGM), is provided in the Notice for the AGM. The Notice contains the relevant information, like brief resume of the Directors, nature of their expertise in specific functional areas and names of the companies in which they hold Directorship and membership of any Committee of the Board.

## II Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and are constituted to deal with specific areas/activities which concern the Company and are considered to be performed by members of the Board. The Board supervises the execution of its responsibilities by the committees and is responsible for their action. The minutes of the meetings of all the committees are placed before the Board. The Board committees can request special invitees to join the meeting as appropriate. The Board has currently constituted the following committees with adequate delegation of powers to discharge business of the Company:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

Details of the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:

### 1. Audit Committee

The Committee comprises of four Directors which include three Non-Executive Independent Directors and one Executive Director of the Company. The Chairman of the Committee is a Non Executive Independent Director. The constitution and terms of reference of the Audit Committee meet the requirements of Regulation 18 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013. The Company Secretary is the Secretary to the Audit Committee.

### Meetings and Attendance

The Audit Committee met seven times during financial year 2015-16 ended on March 31, 2016 on May 6, 2015, August 6, 2015, August 13, 2015, September 10, 2015, November 3, 2015, January 16, 2016 and March 16, 2016. The maximum gap between any two meetings was less than four months. The attendance of each Committee Member is as under:-

Name of the Members	No. of meetings	
	Held	Attended
Mr. Amal Ganguli, Chairman	7	7
Lt. Gen. K.K. Hazari (Retd.)	7	7
Mr. Nikhil Sawhney	7	7
Dr. (Mrs) Vasantha S. Bharucha	7	7

The Chairman of the Audit Committee attended the 20<sup>th</sup> AGM held on August 6, 2015 to answer the shareholders queries

**The terms of reference of the Committee inter-alia include:**

- (i) Reviewing the Company's financial reporting process and its financial statements.
- (ii) Reviewing the accounting and financial policies and practices and compliance with applicable accounting standards.
- (iii) Reviewing the efficacy of the internal control mechanism, monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- (iv) Reviewing reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.
- (v) Examining accountancy and disclosure aspects of all significant transactions.
- (vi) Reviewing with management the quarterly, half yearly & annual financial statements including review of qualifications, if any, in the audit report before submission to the Board for approval.
- (vii) Recommending appointment of Statutory and internal auditors and fixation of audit fees.
- (viii) Seeking legal or professional advice, if required.
- (ix) Approval or any subsequent modifications of transactions of the Company with related parties.
- (x) Scrutiny of Inter-Corporate loans and investments.
- (xi) Valuation of undertakings or assets of the Company, wherever required.

**2. Nomination & Remuneration Committee**

The Chairman of the Committee is a Non-Executive Independent Director. The Committee comprises of the following Directors:

- (i) Mr. Shekhar Datta, Chairman
- (ii) Lt. Gen. K. K. Hazari (Retd.)
- (iii) Mr. Amal Ganguli
- (iv) Mr. Tarun Sawhney

The constitution and term of reference of the Nomination and Remuneration Committee (NRC) meet the requirements of Regulation 19 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013.

**Meetings and Attendance**

During the financial year ended on March 31, 2016, the committee met only once i.e on May 6, 2015 and all the members attended the said meeting.

**The broad terms of reference of the Committee are to:**

- Identify persons who are qualified to become Directors (Executive, Non-Executive and Independent Directors) and who may be appointed in senior management in accordance with the criteria laid down,
- Recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors (Executive, Non-Executive and Independent Directors), key managerial personnel and other employees.
- Plan for succession of Board members and Key Managerial Personnel;
- Devising a policy on Board diversity;
- Formulate and administer the Company's Employee Stock Option Scheme from time to time in accordance with SEBI guidelines; and
- Review the adequacy of aforesaid terms of reference and recommend any proposed change to the Board for its approval.

**Remuneration Policy**

In terms of the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company has adopted Nomination and Remuneration Policy for nomination and remuneration of Directors, KMP and Senior Management. The Nomination and Remuneration Policy is available on the website of the Company (web link- <http://www.triveniturbines.com/key-policies>).

**Performance Evaluation**

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Directors based on the indicators provided in the Remuneration Policy. The performance evaluation of Independent Directors (IDs) was done by the entire Board of Directors, *excluding the ID being evaluated*, based on parameters, such as, number of meetings attended, inputs and contribution made, independence of judgement, effectiveness etc. The Chairman and Managing Director, Vice Chairman and Managing Director and the Executive Directors evaluates the Senior Management Personnel, including KMPs considering the competencies/indicators provided in the Remuneration policy.

**Remuneration to Executive Directors**

The remuneration to the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board and after approval by the Board, the same is put up for

the Shareholders approval. Executive Directors do not receive any sitting fees for attending the Board and Committee meetings.

During the financial year 2015-16, the Company had three (3) Executive Directors viz. Mr. Dhruv M. Sawhney, Chairman & Managing Director (CMD), Mr. Nikhil Sawhney, Vice Chairman & Managing Director (VCMD) and Mr. Arun Prabhakar Mote, Executive Director (ED).

The details of remuneration paid/payable to CMD, VCMD & ED during the financial year 2015-16 are as under:

(₹ in Million)

Name of the Executive Director	Mr. Dhruv M. Sawhney CMD	Mr. Nikhil Sawhney VCMD	Mr. Arun Prabhakar Mote ED
No. of shares held as on march 31, 2016.	24924645	15071557	72000
Service Period	10.05.2011 to 09.05.2016	10.05.2011 to 09.05.2016	01.11.2014 to 31.10.2016
Salary	Nil	22.59	18.09
Performance Bonus/ Commission*	Nil	3.75	2.80
Contribution to PF & other funds	Nil	3.61	0.86
Other perquisites	Nil	0.85	0.10
<b>Total</b>	Nil	30.80	21.85

During the year Mr. Dhruv M. Sawhney has not drawn any remuneration from this Company (in his capacity as Chairman and Managing Director of the Company) and he has been drawing remuneration from the foreign step-down subsidiary namely, Triveni Turbines DMCC. As per the terms of contract he is entitled to a basic salary of 1,50,000 AEDs per month.

### Remuneration to Non-Executive Directors (NEDs)

The Company pays sitting fee to its NEDs for attending the meetings of the Board and its Committees. In addition to the sitting fees, the Company pays commission to its NEDs within the limits approved by the shareholders of the Company. The said commission is decided by the Board and distributed to NEDs based on their contribution during Board/Committee meetings, as well as time spent on operational/ strategic matters other than at meetings. The details of the remuneration paid/ provided during the financial year 2015-16 to NEDs are as under:-

Name of the Non-Executive Director	Sitting Fees for the year ended March 31, 2016 (₹ In million)	Commission for the year ended March 31, 2016 (₹ In million)	No. of shares held as on March 31, 2016
Mr. Tarun Sawhney	0.41	1.20	14,266,775
Lt. Gen. K.K. Hazari (Retd.)	0.77	1.20	-
Mr. Amal Ganguli	0.75	1.40	-
Mr. Shekhar Datta	0.40	1.20	10,000
Dr. (Mrs) Vasantha S. Bharucha	0.78	1.40	-

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company, its promoters and its senior management, its subsidiaries and associate companies except for the payment of remuneration as stated above. Lt. Gen. K.K. Hazari (Retd.) and Mr. Shekhar Datta, Independent Directors are also on the Board of Directors of Triveni Engineering & Industries Ltd. (TEIL), one of the promoter company, and have received sitting fees as a Director/Committee member from that Company whereas Mr Tarun Sawhney, Promoter & Non Executive Director is the Vice Chairman and Managing Director of TEIL and has drawn remuneration from that Company.

During the year, the Company has not issued any stock option to its Directors including Independent Directors under its ESOP Schemes.

### 3. Stakeholders' Relationship Committee

The Chairman of the Committee is a Non-Executive Independent Director. The Committee comprises of the following Directors namely:

- (i) Lt. Gen. K. K. Hazari (Retd.), Chairman
- (ii) Mr. Nikhil Sawhney
- (iii) Mr. Tarun Sawhney

The Company Secretary is the Compliance Officer of the Company.

### Meetings and Attendance

The Committee met four times during the financial year 2015-16 ended on March 31, 2016 on May 6, 2015, August 13, 2015, November 3, 2015 and January 16, 2016. The composition and attendance record of each Committee Member is as under:-

Name of the Members	No. of meetings	
	Held	Attended
Lt. Gen. K. K. Hazari (Retd.)	4	4
Mr. Nikhil Sawhney	4	4
Mr. Tarun Sawhney	4	4

### Function and term of reference:

The Committee has the mandate to look into and review the actions for redressal of security holders grievances such as non-receipt of transferred/ transmitted share certificates/ annual report/ refund orders/ declared dividend etc. as also to review the reports submitted by the Company Secretary relating to approval / confirmation of requests for share transfer/ transmission/ transposition/ consolidation/ issue of duplicate share certificates/ sub-division, remat, demat of shares etc. from time to time.

### Details of Investor complaints

During the FY16 ended on March 31, 2016, the Company received complaints from various shareholders / investors relating



to non-receipt of dividend, annual report etc. All of them were resolved / replied suitably by furnishing the requisite information /documents. Details of investor complaints received and resolved during the FY16 are as follows:

Opening Balance	Received	Resolved	Pending
Nil	11	11	Nil

Further there were no pending share transfers and requests for dematerialisation as on March 31, 2016. Number of Complaints received during the year as a percentage of total number of members as on March 31, 2016 is 0.03%.

#### 4. Corporate Social Responsibility Committee

The Chairperson of the Committee is a Non-Executive Independent Director. The Committee comprises following Executive and Non-Executive Independent Directors:-

- (i) Dr. (Mrs) Vasantha S. Bharucha, Chairperson
- (ii) Mr. Nikhil Sawhney
- (iii) Mr. Tarun Sawhney
- (iv) Mr. Arun Prabhakar Mote

#### Meetings and Attendance

The Committee met four times during the financial year 2015-16 ended on March 31, 2016 on April 2, 2015, May 6, 2015, September 7, 2015 and March 16, 2016. The composition and attendance record of each Committee Member is as under:-

### III General Body Meetings

Particulars of the last three Annual General Meetings are as follows:

Year	Date & Day	Location	Time	Special Resolution
2014-15	August 06, 2015 Thursday	Expo Centre, A-11, Sector-62, NH-24, Noida- 201301.	11.00 am	<ol style="list-style-type: none"> <li>1. Approval to permit FIs registered with SEBI to acquire and hold on their own account and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors to make investment in the equity shares of the Company up to an aggregate limit of 49% of the paid-up equity share capital of the Company.</li> <li>2. Approval for execution of a material contract for turbine extended scope project of the outstanding value of Rs. 20 crore plus applicable taxes and duties and escalation, if any, outsourced by Triveni Engineering and Industries Ltd to the Company and for entering into contracts/arrangements/transactions with GE Triveni Ltd. Up to a limit not exceeding Rs. 200 crore in any financial year.</li> </ol>
2013-14	August 08, 2014 Friday	Expo Centre, A-11, Sector-62, NH-24, Noida- 201301.	10.30 am.	<ol style="list-style-type: none"> <li>1. Approval to the re-appointment of Mr. Arun Prabhakar Mote as a Whole time Director of the Company (Designated as Executive Director) for a period of 2 years and payment of remuneration.</li> <li>2. Approval for continuance of holding of office by Chairman and Managing Director, Mr. Dhruv M. Sawhney, for the remaining period of his tenure as a Director liable to retire by rotation.</li> <li>3. Alteration of Articles of Association by insertion/ substitution of certain clauses.</li> </ol>
2012-13	August 1, 2013 Thursday	Expo Centre, A-11, Sector-62, NH-24, Noida- 201301.	10.30 am.	<ol style="list-style-type: none"> <li>1. Approval to the appointment of Mr. Arun Prabhakar Mote as a Whole time Director of the Company (Designated as Executive Director) and payment of remuneration with effect from November 1, 2012.</li> <li>2. Issuance of further securities/ stock options under Triveni Turbine Limited ESOP 2013.</li> </ol>

There was no Extra-Ordinary General Meeting held during the financial year 2015-16 ended on March 31, 2016.

Name of the Members	No. of meetings	
	Held	Attended
Dr. (Mrs) Vasantha S. Bharucha, Chairperson	4	4
Mr. Nikhil Sawhney	4	4
Mr. Tarun Sawhney	4	2
Mr. Arun Prabhakar Mote*	4	2

\*Attended two meetings through video and audio conference

#### Function and term of reference:

In accordance with the provisions of Companies Act, 2013, the Committee is authorised to formulate and recommend to the board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013; recommend amounts to be spent on these activities; review the Company's CSR policy periodically and monitor the implementation of the CSR projects by instituting a structured and effective monitoring mechanism.

The constitution and term of reference of the CSR Committee meet the requirements of relevant provisions of the Companies Act, 2013.

#### Other Functional Committees

##### Operations Committee

Apart from the above statutory committees, the Board of Directors has constituted an Operations Committee comprising of four (4) Directors to oversee routine items that are in the normal course of the business. The Board of Directors have delegated certain powers to this Committee to facilitate the working of the Company.

## Postal Ballot

### a. Details of the Special/Ordinary Resolutions passed by the Company through Postal Ballot:

During the FY 16 ended on March 31, 2016, the Company sought approval from its shareholders for passing of following special/ ordinary resolutions as set out in the Postal Ballot Notice dated July 3, 2015 through the process of Postal Ballot (including e-voting) in accordance with the applicable provisions of the Companies Act, 2013 and the listing agreement. Mr. Suresh Gupta, Practising Company Secretary was appointed as Scrutiniser for conducting the postal ballot process in a fair and transparent manner. Based on the Scrutiniser's Report, the results of the postal ballot was declared on August 19, 2015 and all the resolutions were passed with requisite majority. The details of voting pattern in respect of said postal ballot are as under:

#### Resolution 1.

**Special Resolution for authorizing the Board of Directors to borrow money in excess of aggregate of the paid up capital and free reserves of the Company but not exceeding the limit of Rs. 500 crore on account of the principal.**

Promoter/Public	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)]*100
<b>Promoter and Promoter Group</b>	231004533	231004533	100.000	231004533	0	100.00	0.00
<b>Public - Institutional holders</b>	76292438	66894243	87.68	66894243	0	100.00	0.00
<b>Public -Others</b>	22675179	748230	3.30	742755	5050	99.27	0.67
<b>Total</b>	<b>329972150</b>	<b>298647006</b>	<b>90.51</b>	<b>298641531</b>	<b>5050</b>		

#### Resolution 2.

**Special Resolution for authorizing the Board of Directors to create charge, mortgage etc. on the assets of the Company.**

Promoter/Public	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)]*100
<b>Promoter and Promoter Group</b>	231004533	231004533	100.000	231004533	0	100.00	0.00
<b>Public - Institutional holders</b>	73520372	66894243	90.99	66894243	0	100.00	0.00
<b>Public -Others</b>	25447245	746940	2.94	741380	5135	100.00	0.00
<b>Total</b>	<b>329972150</b>	<b>298645716</b>	<b>90.51</b>	<b>298640156</b>	<b>5135</b>	<b>100.00</b>	<b>0.00</b>

#### Resolution no 3.

**Special Resolution for alteration of the Objects Clause of the Memorandum of Association of the Company as per the provisions of the Companies Act, 2013.**

Promoter/Public	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)]*100
<b>Promoter and Promoter Group</b>	231004533	231004533	100.000	231004533	0	100.00	0.00
<b>Public - Institutional holders</b>	73520372	66894243	90.99	66894243	0	100.00	0.00
<b>Public -Others</b>	25447245	746706	2.93	744906	1375	100.00	0.00
<b>Total</b>	<b>329972150</b>	<b>298645482</b>	<b>90.51</b>	<b>298643682</b>	<b>1375</b>	<b>100.00</b>	<b>0.00</b>

#### Resolution no 4 .

#### Special Resolution for alteration of the Liability Clause of the Memorandum of Association of the Company as per the provisions of the Companies Act, 2013.

Promoter/Public	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)]*100
<b>Promoter and Promoter Group</b>	231004533	231004533	100.000	231004533	0	100.00	0.00
<b>Public - Institutional holders</b>	73520372	66894243	90.99	66894243	0	100.00	0.00
<b>Public -Others</b>	25447245	746885	11.19	744825	1635	100.00	0.00
<b>Total</b>	<b>329972150</b>	<b>298645661</b>	<b>86.10</b>	<b>298643601</b>	<b>1635</b>	<b>100.00</b>	<b>0.00</b>

**b. Whether any special resolution is proposed to be conducted through postal ballot and the procedure thereof:**

As on date, the Company does not have any proposal to pass any special resolutions by way of Postal Ballot.

#### Means of Communication

**(a) Quarterly Results:** The Unaudited quarterly/ half yearly financial results and the annual audited financial results of the Company were published in National English and Hindi newspapers and displayed on the website of the Company at [www.triveniturbines.com](http://www.triveniturbines.com) and the same were also sent to all the Stock Exchanges where the equity shares of the Company are listed. The Investor's brief were also sent to Stock Exchanges.

**(b) Website [www.triveniturbines.com](http://www.triveniturbines.com):** Detailed information on the Company's business and products; quarterly/half yearly/nine months and annual financial results, Investor brief and the quarterly distribution of Shareholding are displayed on the Company's website.

**(c) Teleconferences and Press conferences, Presentation etc.:** The Company held quarterly Investors Teleconferences and Press Conferences for the investors of the Company after the declaration of the Quarterly/Annual Results. The Company made presentations to institutional investors/analysts during the period which are available on the Company's website.

**(d) Exclusive email ID for investors:** The Company has designated the email id [shares.ttl@trivenigroup.com](mailto:shares.ttl@trivenigroup.com) exclusively for investor servicing, and the same is prominently displayed on the Company's website [www.triveniturbines.com](http://www.triveniturbines.com). The Company strives to reply to the Complaints within a period of 6 working days.

**(e) Annual Report:** Annual Report contains inter-alia Audited Annual Stand alone Financial Statement,

Consolidated Financial Statement, Directors' Report, and Auditors' Report. The Management Perspective, Business Review and Financial Highlights are also part of the annual report.

**(f) The Management Discussion & Analysis:** The Management Discussion & Analysis Report forms part of the Annual Report.

**(g) Intimation to Stock Exchanges:** The Company intimates stock exchanges all price sensitive information or such other information which in its opinion are material & of relevance to the shareholders. The Company also submits electronically various compliance reports/statements periodically in accordance with the provisions of the Listing Regulations on NSE and BSE's Electronic Filing Systems.

#### General Shareholder Information

##### (a) Annual General Meeting

Date & Day: August 4, 2016, Thursday

Time: 10.30 a.m.

Venue: Expo Centre, A-11, Sector - 62, N.H. 24, Noida - 201 301

##### (b) Financial Year: April to March

#### Financial Calendar for the financial year 2016-17 (tentative)

Financial Reporting for the 1 <sup>st</sup> Quarter ending June 30, 2016	By mid of August, 2016
Financial Reporting for the 2 <sup>nd</sup> Quarter ending September 30, 2016	By mid of November, 2016
Financial Reporting for the 3 <sup>rd</sup> Quarter ending December 31, 2016	By mid of February, 2017
Financial Reporting for the Annual Audited Accounts ending March 31, 2017	By the end of May, 2017

##### (c) Listing on Stock Exchanges

The Company's equity shares are listed at the following Stock Exchanges:



Sl. No.	Name and Address of Stock Exchanges	Stock Code
1.	BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 023.	533655
2.	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, G Block, Bandra (E) Mumbai – 400 051.	TRITURBINE

The Company has paid the listing fees for the Financial Year 2016-2017 to both the aforesaid Stock Exchanges.

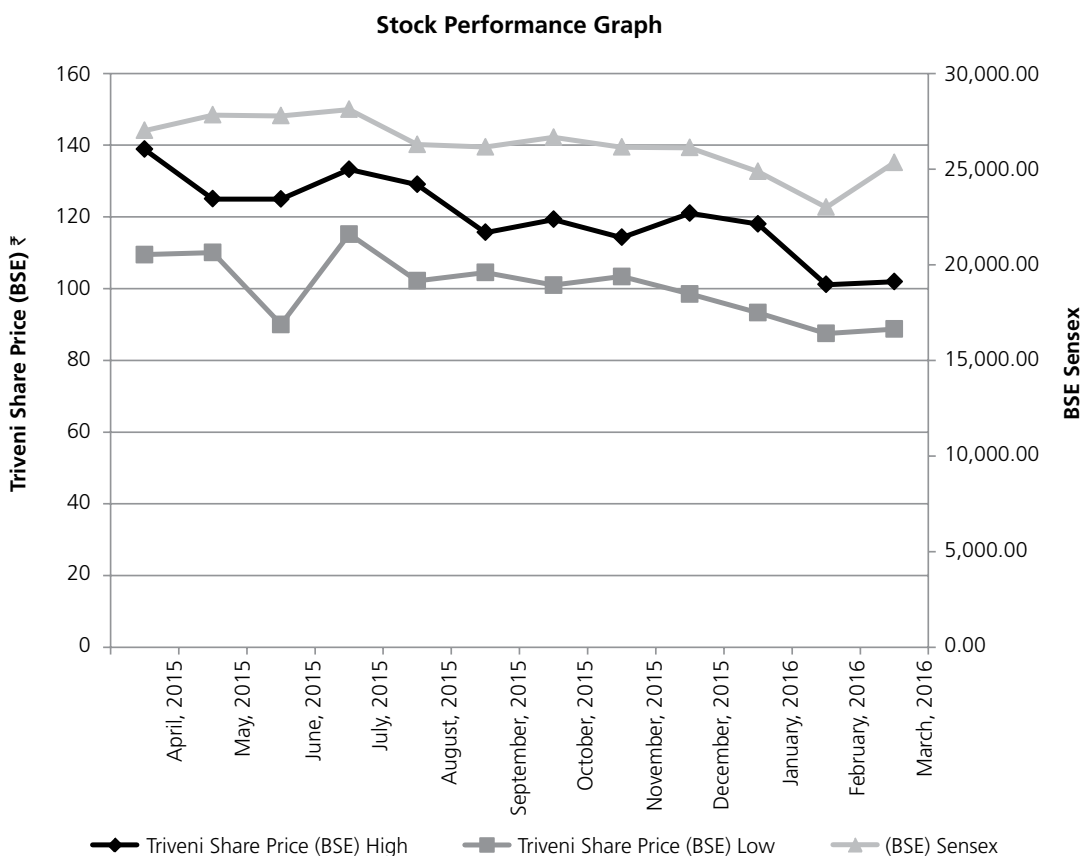
**(d) Market Price Data/Stock Performance: FY 16 ended on March 31, 2016**

During the year under report, the trading in Company's equity shares was from 1<sup>st</sup> April 2015 to 31<sup>st</sup> March,

2016. The high low price during this period on the BSE and NSE was as under:-

Month	Bombay Stock Exchange (BSE) (in ₹)		National Stock Exchange (NSE) (in ₹)	
	High	Low	High	Low
April, 2015	138.80	109.50	139.30	108.80
May, 2015	125.00	110.05	125.00	110.00
June, 2015	124.95	90.00	124.90	99.00
July, 2015	133.20	115.20	132.95	114.20
August, 2015	129.00	102.20	126.45	101.55
September, 2015	115.65	104.50	115.40	103.05
October, 2015	119.25	101.00	119.50	106.00
November, 2015	114.25	103.40	114.75	103.05
December, 2015	121.00	98.50	119.80	98.70
January, 2016	118.00	93.30	117.00	94.10
February, 2016	101.10	87.50	101.25	88.75
March, 2016	101.90	88.75	102.00	89.00

**(e) Performance of the share price of the Company in comparison to the BSE Sensex**



**(f) Registrar & Share Transfer Agent**

M/s Alankit Assignments Ltd.,  
Alankit Heights  
Unit: Triveni Turbine Limited  
1E/13, Jhandewalan Extension, New Delhi-110 055.  
Phone: 011-42541234, 23541234,  
Fax: 011-41543474  
Email: rta@alankit.com

**(g) Share Transfer System**

The Company's share transfer authority has been delegated to the Company Secretary/ Registrar and Transfer Agent M/s Alankit Assignments Ltd. who generally approves and confirm the request for share transfer/ transmission/ transposition/ consolidation/ issue of duplicate share certificates/ sub-division, consolidation, remat, demat and perform other

related activities in accordance with the Listing Agreement and SEBI (Depositories and Participants) Regulations, 1996 and submit a report in this regard to Stakeholders' Relationship Committee at every meeting.

The shares sent for physical transfer are registered and returned within the stipulated period from the date of receipt of request, if the documents are complete in all respects. As per the requirement of Regulation 40(9) of the Listing Regulations a certificate on half yearly basis confirming due compliance of share transfer/transmission formalities by the Company from Practising Company Secretary has been submitted to Stock Exchanges within stipulated time.

#### (h) Distribution of Equity Shareholding as on March 31, 2016

Group of Shares	Number of Shareholders	% to total Shareholders	Number of Shares held	% to Total Shares
1-500	31226	91.40	3407281	1.03
501-1000	1479	4.33	1170540	0.36
1001-2000	686	2.01	1014207	0.31
2001-3000	233	0.68	596038	0.18
3001-4000	103	0.30	368096	0.11
4001-5000	93	0.27	445531	0.14
5001-10000	133	0.39	969775	0.29
10001 & above	210	0.62	322000682	97.58
<b>Total</b>	<b>34163</b>	<b>100.00</b>	<b>329972150</b>	<b>100.00</b>

#### (i) Shareholding Pattern of Equity Shares as on March 31, 2016

Category	Number of Shares held	Shareholding %
Promoters	231004533	70.01
Mutual Funds/UTI	12621272	3.82
Banks, Financial Institutions, Insurance Cos.	31968	0.01
FII's/FPI	66977699	20.30
Bodies Corporate/NBF	2410407	0.73
Indian Public(*)	15317526	4.64
NRIs/OCBs	1243921	0.38
Others – Clearing Members & Trust/HUF	364824	0.11
<b>Total</b>	<b>329972150</b>	<b>100.00</b>

(\*) Includes 109650 equity shares held by directors and their relatives.

#### (j) Dematerialisation of Shares & Liquidity

The Company's equity shares are compulsorily traded in the electronic form. The Company has entered into an Agreement with NSDL and CDSL to establish electronic connectivity of its shares for scripless trading. Both NSDL & CDSL have admitted the Company's equity share on their system.

- The system for getting the shares dematerialised will be as under:

- Share Certificate(s) along with Demat Request Form (DRF) will be submitted by the shareholder to the Depository Participant (DP) with whom he/she has opened a Depository Account.
- DP will process the DRF and generates a unique number DRN.
- DP will forward the DRF and share certificates to the Company's Registrar and Share Transfer Agent.
- The Company's Registrar and Share Transfer Agent after processing the DRF will confirm or reject the request to the Depositories.
- Upon confirmation, the Depository will give the credit to shareholder in his/her depository account maintained with DP.

As on March 31, 2016, 99.95% of total equity share capital of the Company were held in dematerialised form. The ISIN allotted in respect of equity shares of Re. 1/- each of the Company by NSDL/CDSL is INE152M01016. Confirmation in respect of the requests for dematerialisation of shares is sent to NSDL and CDSL within the stipulated period.

#### (k) Outstanding GDR/ADR or Warrants

As on date there are no Global Depository Receipts (GDR), American Depository Receipt (ADR), Warrants or any other convertible instrument.

#### (l) Commodity price risk or foreign exchange risk and hedging activities

Based on the products manufactured or dealt with by the Company, the Company is not exposed to any material commodity price risks. The Company is exposed to foreign exchange risk mainly in respect of exposures relating to export orders. The Company remains substantially hedged through appropriate derivative instruments to minimize the risk and to take advantage of forward premium. The details of unhedged foreign currency exposures and hedging are disclosed in notes to the financial statements.

#### (m) Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practising Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form and in physical form.

#### (n) Unclaimed Dividend

During the financial year 2015-16 no amount was required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central

Government. The dividends which remain unclaimed for 7 years will be transferred by the Company to the said IEPF on the due dates as given hereunder:

Financial Year/ Period	Whether Interim/Final	Date of declaration of dividend	Due date for transfer to IEPF
2011-12	1 <sup>st</sup> interim dividend	27.10.2011	26.10.2018
2011-12	2 <sup>nd</sup> interim dividend	13.01.2012	12.01.2019
2011-12	Final dividend	16.07.2012	15.07.2019
2012-13	Interim dividend	29.10.2012	28.10.2019
2012-13	Final Dividend	01.08.2013	31.07.2020
2013-14	Interim Dividend	06.11.2013	05.11.2020
2013-14	Final Dividend	08.08.2014	07.08.2021
2014-15	Interim Dividend	08.09.2014	07.09.2021
2014-15	Final Dividend	06.08.2015	05.08.2022
2015-16	1 <sup>st</sup> Interim Dividend	06.11.2015	05.11.2022
2015-16	2 <sup>nd</sup> Interim Dividend	16.03.2016	15.03.2023

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issuance of duplicate warrant(s) by writing to the Company confirming non-encashment/non-receipt of dividend warrant(s).

#### (o) Locations

Registered Office  
Triveni Turbine Limited  
A-44, Hosiery Complex,  
Phase II Extension,  
Noida-201305, (U.P.)  
STD Code: 0120  
Phone: 4748000, Fax: 4243049

#### Share Department

Triveni Turbine Ltd.  
8<sup>th</sup> Floor, Express Trade Towers,  
15-16, Sector 16A, Noida-201 301, (U.P.)  
Phone: 0120-4308000; Fax:- 0120-4311010-11  
Email: shares.ttl@trivenigroup.com

Detailed information on plant/business locations is provided elsewhere in the Annual Report.

Please contact the Compliance Officer of the Company at the following address regarding any questions or concerns:

Mr. Rajiv Sawhney  
Company Secretary  
Triveni Turbine Ltd.  
8th Floor, Express Trade Towers,  
15-16, Sector 16A, Noida-201 301.  
Tel. :- 0120-4308000; Fax :- 0120-4311010-11  
mail :- shares.ttl@trivenigroup.com

#### OTHER DISCLOSURES

- **Related Party Transactions**

During the year there was no materially significant related party transaction which may have potential conflict with

the interest of the Company. The Company has formulated a Related Party Transaction policy which has been uploaded on its website at <http://www.triveniturbines.com/> key-policies Details of related party information and transactions are being placed before the Audit Committee from time to time. The details of the related party transactions during the year have been provided in Note No. 39 to the financial statements.

- **Disclosures of Accounting Treatment**

In the financial statements for the year ended March 31, 2016, the Company has followed the treatment as prescribed in the applicable Accounting Standards.

- **Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets.**

The Company has complied with all the requirements of the Stock Exchanges/the Regulations and guidelines of SEBI and other Statutory Authorities on all matters relating to capital markets. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during the last three years.

- **Whistle Blower Policy and Affirmation that no personnel has been denied access to the Audit Committee**

The Company has established a vigil mechanism through a Whistle Blower Policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimisation of director(s)/ employee(s) who express their concerns and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no personnel was denied access to the Audit Committee.

- **Code for prevention of Insider Trading**

The Company has instituted code on prevention of insider trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down the guidelines which advise on procedures to be followed and disclosures to be made, while dealing in shares of the Company and the consequences of the non-compliances.

- **Code of conduct for Directors and Senior Executives**

The Company has laid down a Code of Conduct for all Board Members and the Senior Executives of the Company. The Code of conduct is available on the Company's website [www.triveniturbines.com](http://www.triveniturbines.com). The code of conduct was circulated to all the members of the Board and senior management personnel and they have affirmed their compliance with the said code of conduct for the financial year ended March 31, 2016. A declaration to this effect signed by the Chairman & Managing Director is given below:

## To the Shareholders of Triveni Turbine Ltd.

### **Sub.: Compliance with Code of Conduct**

I hereby declare that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors and applicable to them for the financial year ended March 31, 2016.

Date: May 10, 2016

Place: Noida

Dhruv M. Sawhney  
Chairman and Managing Director

### **CEO/CFO Certification**

The Chairman and Managing Director, Executive Director and Vice President & CFO have certified to the Board of Directors, inter-alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under Regulation 17 (8) of Listing Regulations for the year ended March 31, 2016. The said certificate forms part of the Annual Report.

### **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The details of mandatory requirements are mentioned in this Report. The Company is in compliance with the requirements specified under Clause 49 of the Listing Agreements and regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable, with regard to corporate governance.

Further, as required under the SEBI Regulations, the Company has executed fresh Listing Agreements with BSE Limited and National Stock Exchange of India Limited and has adopted Policy on Preservation of Documents, Archival Policy and Policy for determination of Materiality. The status of adoption of the discretionary requirement as prescribed in Schedule II Part E of the Listing Regulations is as under

Place: Noida (U.P.)

Date: May 10, 2016

### **Modified opinion(s) in audit report**

The opinion expressed by the Auditor in the audit report on the financial statements for the year ended March 31, 2016 is unmodified.

### **Subsidiaries Companies**

The Company has two unlisted International subsidiary Companies i.e. Triveni Turbines Europe Pvt. Ltd. (TTE), domiciled in the UK, and Triveni Turbines DMCC (TTD) domiciled in Dubai, UAE in which TTE holds its entire 100% shareholding, Besides the Company has an unlisted Indian subsidiary company i.e. GE Triveni Limited wherein the Company holds 50% plus one equity share.

None of these subsidiaries are "Material Non-Listed Subsidiary" in terms of Regulation 16 of Listing Regulations. Accordingly, as on March 31, 2016, the Company had two direct subsidiaries and one step down subsidiary. The Company has a policy for determining Material Subsidiary which can be viewed in the Company's web site at <http://www.triveniturbines.com/sites/default/files/material-subsidiary-policy.pdf>.

The Company regularly places before the board, minutes of the Subsidiaries Companies.

### **Compliance Certificate on Corporate Governance from the Auditor**

The certificate dated May 10, 2016 from the Statutory Auditors of the Company (M/s J. C. Bhalla & Co.) confirming compliance with the Corporate Governance requirements as stipulated under Listing Regulations is annexed hereto.

The above report has been adopted by the Board of Directors of the Company at their meeting held on May 10, 2016.

for and on behalf of the Board Directors

**Dhruv M. Sawhney**  
Chairman and Managing Director