



NOTICE

NOTICE is hereby given that the Twenty third Annual General Meeting of Members of Triveni Turbine Limited will be held on Monday, September 10, 2018 at 11.00 A.M. at Stardom Convention, Ground Floor, C-1, World Trade Tower, Sector 16, Noida, Uttar Pradesh -201301, 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 & 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 already paid to the equity shareholders and to declare a final dividend for the financial year 2017-18 ended March 31, 2018.
3. To appoint a Director in place of Mr. Dhruv M Sawhney (Director Identification Number: 00102999), 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 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-enactment(s) thereof, for the time being in force), M/s J.H. & Associates, Cost Accountants, (Firm Registration Number 00279), appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019, be paid a remuneration of Rs.80,000/- plus GST and out of pocket expenses incurred by them in connection with the aforesaid audit.

By Order of the Board

Place: Noida
Date: May 22, 2018

Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND 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 MEETING. 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 member.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the Item No. 4 as set out in the Notice and the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') are annexed hereto and forms part of this notice.
4. The requirement to place the matter relating to appointment of Auditors for ratification by Members 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 proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 22nd AGM till the conclusion of the 27th AGM, in the AGM held on August 9, 2017.

5. The Register of Members and Share Transfer Books of the Company will be closed from **Friday, September 7, 2018 to Monday, September 10, 2018 (both days inclusive)** for the purpose of final dividend, if declared at the ensuing AGM.
6. The final dividend of **Re 0.55** per equity share, as recommended by the Board of Directors, if declared at the 23rd AGM to be held on **September 10, 2018** will be paid on and from **Monday, October 1, 2018** to those members holding equity shares in physical/demat form, whose names appear in the Register of Members/Lists of Beneficial Owners to be provided by the depositories viz. National Securities Depository Ltd. and the Central Depository Services (India) Ltd. as on the book closure dates.
7. 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.
8. The Securities and Exchange Board of India ("SEBI") vide their circular no. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to get their PAN no / Bank details registered with their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN/ Bank details to M/s Alankit Assignments Ltd - Alankit Heights, Unit: Triveni Turbine Limited, 1E/13, Jhandewalan Extension, New Delhi-110 055. The Registrar and Transfer Agent (RTA) of the Company. The request should be submitted along with the self-certified copy of PAN and original cancelled cheque bearing the name of the shareholders.

As directed by SEBI, in case of failure to register the PAN and bank account details as aforesaid, any transaction in the securities of the Company shall be subject to enhanced due diligence by the Company/ RTA, as may be prescribed.

9. **To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address alongwith details of name, address, Folio No. and number of shares held:**
 - (i) **to M/s Alankit Assignments Ltd, the Registrar and Transfer Agent of the Company, for shares held in physical form; and**
 - (ii) **in respect of shares held in dematerialised form, also provide DP ID / Client ID with the above details and register the same with their respective Depository Participants.**
10. Pursuant to the provisions of the Listing Regulations, it is mandatory to furnish a copy of PAN Card to the Company/RTA in the following cases viz. transfer of shares, deletion of name, and transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
11. SEBI has directed that securities of listed companies can be transferred only in dematerialized form with effect from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.
12. Members desirous of obtaining any information/clarification are requested to address their questions, if any, in writing to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of AGM, so that the information may be made available at the AGM.
13. Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder which is higher in the order of names will be entitled to vote.
14. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall.
15. Members holding shares in dematerialized form should bring their client ID and DPID number details for easy identification for attendance at the meeting.
16. 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 at the meeting.
17. 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. August 9, 2017, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.triveniturbines.com.
18. Notice of the AGM, attendance slip, and 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 23rd AGM will also be available on the Company's website www.triveniturbines.com.
19. 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.
20. **Owing to security concerns, the convention hall authorities do not allow carrying inside brief cases, bags, eatables and the like. Members attending the meeting are requested to make their own arrangements for the safe keeping of their belongings.**

21. The statutory registers etc. will be available at the meeting venue for inspections by members of the Company.
22. Members holding shares of the Company in multiple folios are requested to get their holding consolidated.
23. The route map showing directions to reach the venue of twenty-third AGM is annexed.

24. **Voting through electronic means**

- (a) In compliance with the provisions of Section 108 of the Act read with the Rules framed thereunder 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 Central Depository Services (India) Ltd (CDSL) on all the resolutions set forth in this Notice. The facility for voting, either through electronic voting system or ballot paper, shall 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 to vote at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again at the AGM.
- (b) Mr. Suresh Kumar Gupta, Practising Company Secretary (FCS 5660) has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- (c) (I) The procedure and instructions for e-voting are as under:

The voting period begins on **7th September, 2018 (9.00 a.m. IST)** and ends on **9th September, 2018 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **3rd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders/Members".
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the Attendance slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example . If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Detail or Date of Birth (DOB)	Enter the Dividend Bank Details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login . If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN" **180803008** "of Triveni Turbine Limited.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person who acquired the shares of the Company and becomes a member of the Company after dispatch of the notice of the AGM and holds shares as on the cut-off date i.e. September 3, 2018 may follow the same instructions as mentioned above for e-voting.
- (d) The e-voting period commences on **7th September, 2018 (9.00 a.m. IST)** and ends on **9th September, 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. **3rd September, 2018**, may cast their vote electronically.
- (e) A person who is not a Member as on the cut off date should treat this Notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Any Member, who has voted by Remote e-voting, cannot vote at the Meeting
- (f) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013. at helpdesk number 1800225533 or write an email to helpdesk.evoting@cdslindia.com.
- (g) 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 3, 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.
- (h) 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.
- (i) 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 10, 2018.
- (j) The Results declared along with the Scrutinizer's Report shall be placed at the notice boards of the Company both at Corporate office and registered office as also on the website of the Company (www.triveniturbines.com), on the CDSL e-Voting website (www.evotingindia.com) immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchanges.

By Order of the Board

Place: Noida
Date: May 22, 2018

Company Secretary

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

Item No. 4

The Board of Directors of the Company have, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s J.H. & Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is 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 Auditor for the financial year ending March 31, 2019, as set out in the Resolution.

The Board of Directors of the Company commend the passing of Resolution at Item No. 4 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: May 22, 2018

Company Secretary

Additional information on the Directors retiring by rotation/ being appointed as a Director under Regulation 36(3) of the SEBI LODR

Mr Dhruv M Sawhney

Promoter/Chairman & Managing Director

Mr. Dhruv M Sawhney (DIN 00102999) aged about 74 years, is an eminent industrialist. He has been on the Board of the Company since 10th May, 2011. He graduated with a Masters in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and M.B.A with distinction from the Wharton School, University of Pennsylvania, U.S.A. and is a life member of Beta Gama Sigma. Mr. Sawhney has received the highest civilian award "Chevalier de la Legion d'Honneur" from President Chirac of the French Republic.

He is a Past President of the Confederation of Indian Industry (CII), the Indian Sugar Mills Association and the Sugar Technologists Association of India and the International Society of Sugarcane Technologists. He was the first chairman from the developing world of the international society of sugar cane technologists. He has served on the Board of various public sector organizations and chaired Government advisory councils on Industry, Energy and Sugar. He chairs the Commonwealth Leadership Development Conferences found by HRH Prince Philip, the Duke of Edinburgh in 1956 to foster and broaden the understanding and decision making ability of individuals in the common wealth countries. He is Deputy Chairman of the Evian Group and Chairman of the India Steering Committee of the World Economic Forum, Switzerland. He also chairs CII's (8) International and Internal Audit Committees. He takes a keen interest in education and was a past Governor of the Indian Institute of Management Lucknow, the Management Institute at the University of Delhi and Chairman of the Doon School Dehradun, one of India's most famous public schools. He is a Companion Member of the Chartered Institute of Management, U.K. and chairs the Board of Trustees of Delhi's oldest private charitable hospital. He was President of the All India Chess Federation for 12 years.

Mr. Sawhney has diverse and vast industry experience across manufacturing, engineering, business development etc. besides managerial experience. He has been associated with Triveni group for more than last 4 decades.

The disclosure about his remuneration, service period, number of Board meeting attended by him during the year have been provided in the Corporate Governance Report forming part of the Annual Report for FY 2017-18.

Mr Dhruv M.Sawhney, Chairman & Managing Director is father of Mr Nikhil Sawhney, Vice Chairman and Managing Director and Mr Tarun Sawhney, Non-executive Director.

The Disclosure about his remuneration, service period, number of Board meeting attended by him during the year have been provided in the Corporate Governance Report forming part of the Annual Report for FY 2017-18.

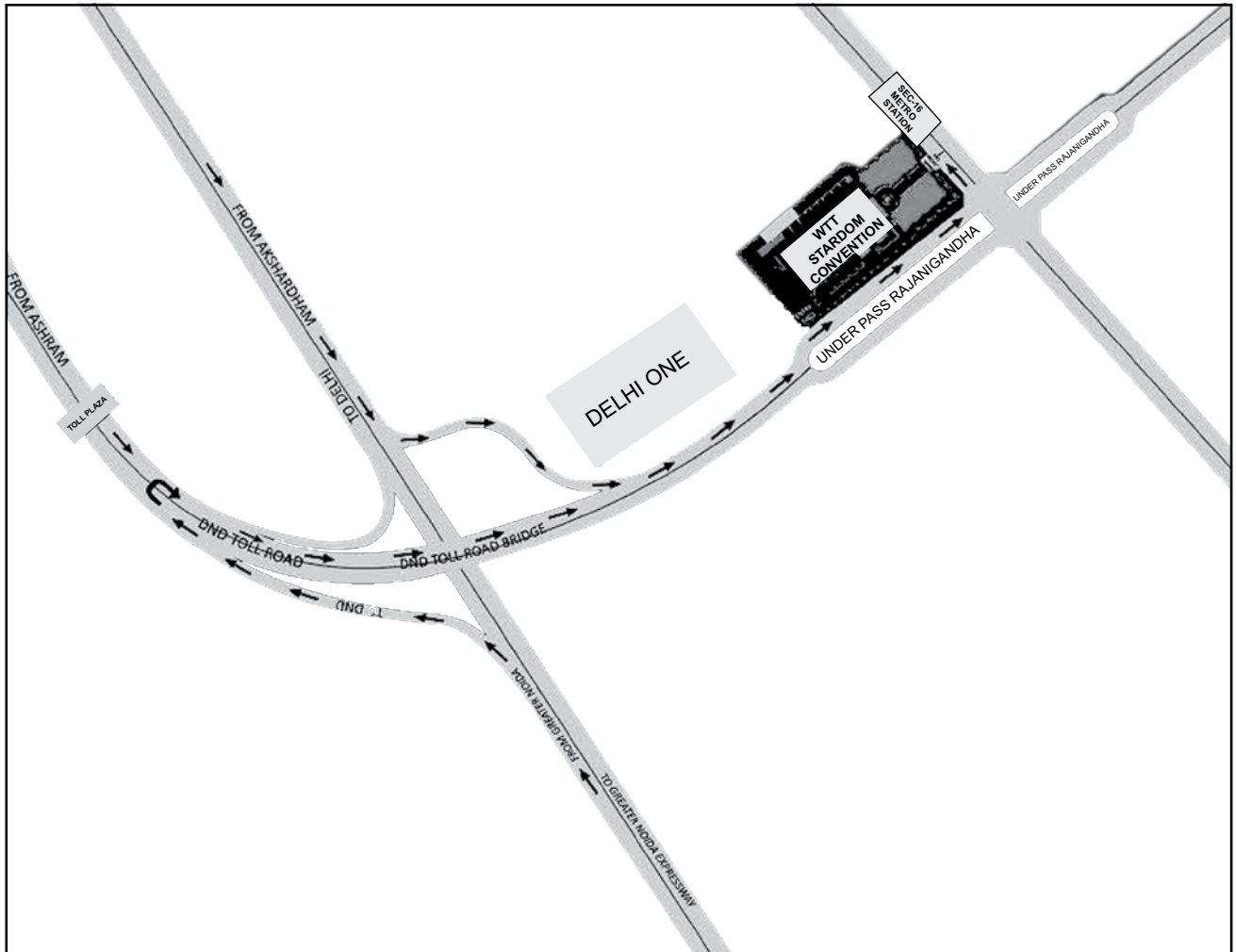
List of Other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
Chairman and Managing Director Triveni Engineering and Industries Limited Chairman GE Triveni Limited Triveni Turbines DMCC, Dubai. Director Kameni Upaskar Limited Triveni Turbines Europe Pvt. Ltd., U.K Triveni Turbines Africa (Pty) Ltd, South Africa.	GE Triveni Limited Audit Committee (Chairman)	24924645 equity shares of Re / each.

* The Committees considered above are those prescribed under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. Audit Committee & Stakeholders' Relationship Committee of Public Limited Companies.

ROUTE MAP TO THE VENUE OF THE AGM

Stardom Convention

Ground Floor, C-1, World Trade Tower, Sector 16,
NOIDA-201301, U.P.



Regd. Office: A-44, Hosiery Complex, Phase-II Extension, Noida 201 305 (U.P.)
Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector – 16A, Noida, Uttar Pradesh - 201301
Corporate Identification Number: L29110UP1995PLC041834
Tel : 91 120 4308000; **Fax:** 91 120 4311010-11
E-mail: shares.ttl@trivenigroup.com ; **Website:** www.triveniturbines.com