



## **ADDENDUM TO THE NOTICE OF THE 22<sup>ND</sup> Annual General Meeting (AGM) OF TRIVENI TURBINE LIMITED**

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Notice is hereby given that the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Dr. Santosh Pande (DIN 01070414) for election to the office of a Director at the ensuing 22<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, August 9, 2017 at 4.00 P.M. at Stardom Convention, Ground Floor, C-1, World Trade Tower, Sector 16, Noida, Uttar Pradesh -201301. As the Notice was received from the member subsequent to the Circulation of the Notice of the AGM, an Addendum to the Notice of 22<sup>nd</sup> AGM is being circulated to the members in terms of the aforesaid provisions of the Companies Act, 2013.

The resolution for appointment of Dr. Santosh Pande for the office of an Independent Director will be taken up for consideration by the Members in the ensuing 22<sup>nd</sup> AGM, as part of the Special Business of the AGM, in the form of an Ordinary Resolution, as set forth below.

### **SPECIAL BUSINESS**

Item No 6 – Appointment of Mr. Santosh Pande as an Independent Director

**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 Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Dr. Santosh Pande (DIN 01070414) who was appointed as an Additional Director pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 to hold office upto the date of the ensuing 22<sup>nd</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a period of five years, with effect from 19<sup>th</sup> July, 2017.

By Order of the Board

Place: Noida

Date: July 19, 2017

Company Secretary

### **NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business as proposed at Item No 6 above to be transacted at the AGM and the brief profile and other required information about the Director proposed to be appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ('Listing Regulations') are annexed hereto.
2. Relevant Documents referred to in this Addendum to the Notice of 22<sup>nd</sup> AGM including the terms of appointment of Dr. Santosh Pande, are open for inspection by the Members at the Registered/Corporate office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the meeting.
3. This Addendum to the notice is available alongwith Notice of 22<sup>nd</sup> AGM on the website of the Company. The Revised proxy form including the resolution proposed herein as item no 6 is also available on the website of the Company. The members desirous of receiving the hard copy of same are requested to write to the Company Secretary.
4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 22<sup>nd</sup> AGM shall mutatis-mutandis apply to e-voting for the proposed resolution set out at item no 6. Furthermore Scrutinizer appointed for the ensuing 22<sup>nd</sup> AGM will act as a scrutinizer for the Resolution proposed in this Addendum.

By Order of the Board

Place: Noida

Date: July 19, 2017

Company Secretary

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

### **Item No.6**

Dr. Santosh Pande (DIN 01070414)

The Nomination and Remuneration Committee (NRC) at their meeting held on July 14, 2017 has assessed the profile of

Dr. Pande and having found him suitable, recommended his appointment as Additional Director to the Board of Directors, The Board of Directors has appointed Dr. Santosh Pande as an Additional Director (Non Executive Independent Director) on the Board pursuant to the provisions of Section 161 of the Companies Act 2013 to hold office upto the date of ensuing 22<sup>nd</sup> AGM of the Company. He is eligible and has consented to act as an Independent Director of the Company.

In terms of Section 160 of the Companies Act , 2013 the Company has received notice from a Member of the Company alongwith the requisite deposit, signifying his intention to propose the candidature of Dr. Pande for the office of a Director of the Company at the ensuing AGM. Dr. Pande has furnished requisite declarations for his appointment as required under the Companies Act 2013 and Listing Regulations.

The Board is of the opinion that Dr. Pande fulfills the criteria specified in Section 149 and other applicable provisions, if any read with Schedule IV of the Companies Act 2013 and also prescribed in the Listing Regulations for his appointment as an Independent Director. He is independent of the Management of the Company.

Considering the background and knowledge of Dr. Pande it would be in the interest of the Company to appoint Dr. Pande as an Independent Director on the Board of the Company .

Accordingly the Board of Directors of the Company commends the passing of Resolution at Item No.6 of the addendum to the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Dr Santosh Pande and his relatives to the extent of their shareholding interest, if any in the Company, are concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board

Place: Noida  
Date: July 19, 2017

Company Secretary

**Additional information on the Director being appointed as required under Regulation 36(3) of the Listing Regulations**

**Dr. Santosh Pande (DIN 01070414)**

Dr. Santosh Pande, aged about 65 years, holds a bachelors' degree in mechanical engineering from IIT Kharagpur, a post graduate diploma in management from IIM Kolkata and is a Fellow of the Institute of Cost Accountants of India (FCMA).

He is a senior professional, with over three-decades of managerial experience and has held positions in the top management and board of other Companies including Triveni Engineering & Industries Ltd. He has worked in the automotive, engineering, IT and ITeS sectors and has had overseas stints in Europe, US and Africa. He is a part of the founding team of Nihilent Technologies, a \$40 million IT consulting & services company having a global footprint and headquartered in Pune.

Dr Pande has a research interest in corporate governance practices among Indian companies and has authored an e-book titled "An Overview of Corporate Governance Reforms in India" on this subject. In March 2014 he has been awarded a Ph D in Business Administration by Aligarh Muslim University for his dissertation titled "Ownership concentration, corporate governance and the firm's financial performance".

<b>List of Other Directorship held</b>	<b>Chairman/Member of the committees of the other Board of the Companies on which he is a Director*</b>	<b>Details of shareholding in the Company</b>
<b>Director</b> Triveni Engineering and Ind. Ltd Nihilent Technologies Ltd RSP Management Consultants Pvt. Ltd. Smart Vizes Pvt. Ltd.	<b>Triveni Engineering &amp; Ind. Ltd.</b> CSR Committee (Member) Nomination & Remuneration Committee (Member) <b>Nihilent Technologies Ltd.</b> Audit Committee (Member) CSR Committee (Member) Risk Committee (Chairman)	5000 equity shares of Re 1/- each *

\*Jointly with his wife.

**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](mailto:shares.ttl@trivenigroup.com) ; **Website:** [www.triveniturbines.com](http://www.triveniturbines.com)

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

**TRIVENI TURBINE LIMITED**

CIN : L29110UP1995PLC041834

Regd. office : A-44, Hosiery Complex, Phase-II Extn., Noida, Uttar Pradesh - 201 305

Corporate office : 8th Floor, Express Trade Towers, 15-16, Sector – 16A, Noida, Uttar Pradesh - 201301

E-mail : shares.ttl@trivenigroup.com , Website : www.triveniturbines.com, Phone : 91 120 4308000 / Fax : 91 120 4311010-11

**22<sup>nd</sup> Annual General Meeting - August 9, 2017**

**Name of member(s) :**

**Registered address :**

**E Mail Id:**

**Folio No. / DP ID - Client ID:**

I / We, being the member(s) of \_\_\_\_\_ equity shares of Re 1/- each the Triveni Turbine Limited, hereby appoint:

- 1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him / her
- 2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him / her
- 3) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on the Wednesday, the 9th day of August 2017 at 4.00 p.m. at the Stardom Convention, Ground Floor, C- 1, World Trade Tower, Sector 16, Noida, Uttar Pradesh - 201 301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of (a) Financial statements, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March 2017 and (b) Consolidated Financial statements and report of auditors.		
2.	Confirmation of interim dividend of Re. 0.45 per equity share paid during the Financial year 2016-17 & declaration of final dividend for the said Financial Year.		
3.	Re-appointment of Mr. Tarun Sawhney, who retires by rotation and being eligible seeks re-appointment.		
4.	Appointment of M/s Walker Chandiook & Co LLP Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 27th AGM of the Company and approve their remuneration.		
<b>Special Business</b>			
5.	Ratification of payment of remuneration to the Cost Auditor viz M/s J.H.& Associates, Cost Accountant for the Financial year 2017-18.		
6.	Appointment of Dr. Santosh Pande as an Independent Director of the Company to hold office for a period of 5 years, with effect from 19 July, 2017.		

\* Applicable for investors holding shares in electronic form

Signed this..... day of..... 2017

Affix  
Re. 1/-  
Revenue  
Stamp

.....  
**Signature of Member**

.....  
**Signature of Proxy holder(s)**

**NOTES :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at A-44, Hosiery Complex, Phase-II Extension, Noida, Uttar Pradesh - 201305 / Corporate Office of the Company at 8th Floor, Express Trade Towers, 15- 16 , Sector 16A, Noida, Uttar Pradesh - 201301, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 22nd Annual General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

