



NOTICE is hereby given that the Twenty Second Annual General Meeting of Members of Triveni Turbine Limited will 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, 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, 2017 including the audited Balance Sheet as at March 31, 2017 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, 2017 including the audited consolidated Balance Sheet as at March 31, 2017 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 2016-17 ended March 31, 2017.
3. To appoint a Director in place of Mr. Tarun Sawhney (Director Identification Number: 00382878), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors of the Company**

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N) be and are hereby appointed as Auditors of the Company (including branch audit), in place of the retiring auditors M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration No 001111N), to hold the office for a period of five (5) consecutive years, from the conclusion of the ensuing 22nd Annual General Meeting (AGM) until the conclusion of 27th AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by the members subsequently at every AGM), on a remunerations including terms of payment to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following Resolution:-

5. **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, 2018, be paid a remuneration of Rs.80,000/- plus service tax as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit.

By Order of the Board

Place: Noida
Date: May 18, 2017

Company Secretary

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the Item Nos. 4 & 5 set out in the Notice and the relevant details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') are annexed hereto.
2. **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 shareholder.

3. 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.
4. The Register of Members and Share Transfer Books of the Company will be closed from Monday, August 7, 2017 to Wednesday, August 9, 2017 (both days inclusive) for the purpose of final dividend, if declared at the ensuing Annual General Meeting (AGM).
5. The Final Dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid on and from Friday, August 25, 2017 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.
6. Members holding equity shares in physical form are requested to notify/send details of their bank account, email-id etc. in case the same has not been furnished earlier or any change in their registered address/email-ID/NACH mandate/bank details etc. to the Company or its Registrar and Transfer Agent (RTA), M/s Alankit Assignments Ltd., Alankit Heights, IE /13, Jhandewalan Extension, New Delhi 110 055 quoting their folio numbers.
7. Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details to their respective Depository Participant(s) (DP).
8. 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.
9. 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.
10. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
11. 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.
12. 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.
13. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall.
14. 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.
15. 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 4, 2016, 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.
16. Notice of the AGM, attendance slip, proxy form along with the Annual Report for the financial year 2016-17 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 22nd AGM will also be available on the Company's website www.triveniturbines.com.
17. With a view to using natural resources responsibly, we request members who have not registered their e-mail addresses to register/update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the Company or its RTA to enable the Company to send communication electronically.
18. 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.
19. The route map showing directions to reach the venue of twenty-second AGM is annexed.
20. In compliance with the provisions of Section 108 of the Act read with the Rules framed thereunder duly amended 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.

21. 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.

22. (A) The procedure and instructions for e-voting are as under:

- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p> <p>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.</p>
Dividend Bank Detail or Date of Birth (DOB)	<p>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 .</p> <p>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).</p>

- (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 "170704002" 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. August 2, 2017 may follow the same instructions as mentioned above for e-voting.
- (B) (a) **The e-voting period commences on 6th August, 2017 (9.00 a.m. IST) and ends on 8th August, 2017 (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. August 2, 2017, may cast their vote electronically. 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.**
- (b) 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, Deputy Manager, CDSL, 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400001 at helpdesk number 18002005533 or write an email to helpdesk.evoting@cdslindia.com.
- (c) 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. August 2, 2017. 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.
- (d) 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.
- (e) 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. August 9, 2017.
- (f) The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.triveniturbines.com) and also on the CDSL e-Voting website (www.evotingindia.com) immediately after the result is declared. The Company shall, simultaneously, forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

By Order of the Board

Place: Noida
Date: May 18, 2017

Company Secretary

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

Item No.4

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ('Act'), M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) would be completing their term as Auditors of the Company at the conclusion of the ensuing 22nd Annual General Meeting (AGM).

The Board of Directors have, on the recommendations of the Audit Committee, at their meeting held on May 18, 2017, proposed the appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N) as Statutory Auditors of the Company (including branch audit), to hold the office for a period of five (5) consecutive years, from the conclusion of the ensuing 22nd AGM until the conclusion of 27th AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by the members subsequently at every AGM).

M/s Walker Chandio & Co. LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be made in accordance with Section 139 read with Section 141 of the Act.

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.

Item No. 5

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, 2018.

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, 2018, as set out in the Resolution.

The Board of Directors of the Company commend the passing of Resolution at Item No.5 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 18, 2017

Company Secretary

Details of Director seeking re-appointment at the Annual General Meeting Scheduled to be held on 9th August, 2017

Mr. Tarun Sawhney (DIN: 00382878)

Non Executive Promoter Director

Mr. Tarun Sawhney is one of the promoters of the Company. Mr Tarun Sawhney, aged about 44 years, is on the Board of the Company since December, 2007. He possesses a Bachelor degree in Arts (Economic Honors) and a Masters' degree in Arts from the Emmanuel College, University of Cambridge, UK and a Masters' degree in Business Administration from the Wharton School of Business, University of Pennsylvania, USA. He has rich experience in the sugar and engineering Industry. He has also international exposure through working in foreign companies. He is the past president of Indian Sugar Mills Association (ISMA). He is not drawing any remuneration from the Company, except sitting fee for attending board/committee meetings and profit related commission payable to Non-Executive Directors. During FY17, he attended all the Board/committee meetings of the Company of which he is a member.

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
Vice Chairman & Managing Director Triveni Engineering and Industries Ltd. Director GE Triveni Ltd. India Sugar Exim Corporation Ltd.	Triveni Engineering & Industries Ltd. Audit Committee - Member Stakeholders Relationship Committee - Member	14266775 equity shares of Re 1/- each

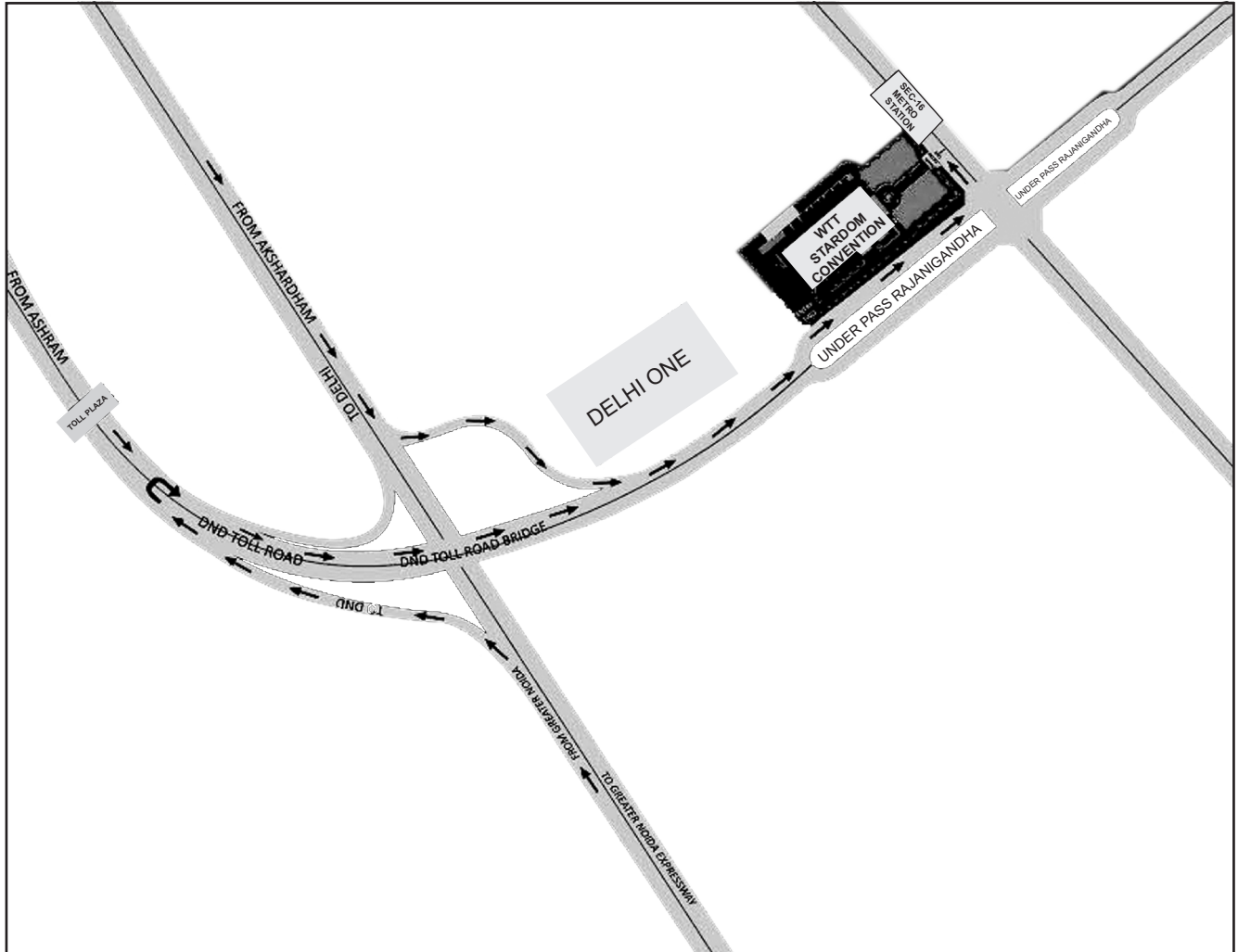
*The Committees considered above are those prescribed under Regulation 26 of the Listing Regulations i.e. Audit Committee & Stakeholders Relationship Committee of Public Ltd. Companies.

Mr. Tarun Sawhney is the son of Mr Dhruv M Sawhney Chairman and Managing Director and brother of Mr. Nikhil Sawhney, Vice Chairman and Managing Director of the Company.

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