

Ref:TTL:SD:SE:

By Courier

Date August 19, 2015

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| The Deputy General Manager, Department of Corporate Services, BSE Ltd. 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 e-mail- corp.relations@bseindia.com Fax-022-22723121/1278/1557/3354 | The Asst. Vice President, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 e-mail cmlist@nse.co.in Fax-022-26598237/8238/8347/8348 |
| STOCK CODE: 533655 | STOCK CODE: TRITURBINE |
| Sub : Submission of details regarding the voting results for Postal Ballot Pursuant to Clause 35A of the listing agreement . | |

Dear Sirs,

In pursuance of Clause 35A of the listing agreement, we submit hereunder the details regarding voting results declared on August 19, 2015 of all the special resolutions proposed to be passed by way of postal ballot in terms of the Notice for passing of the Resolution by Postal Ballot dated July 3, 2015. Based on the Scrutinizer's Report dated August 18, 2015 submitted by Mr. Suresh Gupta Practising Company Secretary on the postal ballot including e-voting all the four resolutions were declared as duly passed by the requisite majority.

The agenda wise details of voting results through postal ballot including e-voting alongwith the Scrutinizers report are enclosed .

You are requested to kindly take the same on your record and disseminate to all concerned .

Thanking you,

Yours faithfully,
For Triveni Turbine Ltd.,

**Company Secretary**

Encl : As above

Triveni Turbine Limited

Agenda wise details of voting result of Postal Ballot Declared on 19th August, 2015

Resolution 1 Special Resolution for Authorizing the Board of Directors to borrow any sum or sums of monies for the purpose of the Company's business, which may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed the limit of Rs. 500 crore (Rupees Five Hundred Crore only) on account of the principal as per the provisions of Section 180(1)(c) of the Companies Act, 2013.

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | | | | | |
| Promoter and Promoter Group | 231004533 | 231004533 | 100.00 | 231004533 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 76292438 | 66894243 | 87.68 | 66894243 | 0 | 100.00 | 0.00 |
| Public-Others | 22675179 | 748230 | 3.30 | 742755 | 5050 | 99.27 | 0.67 |
| Total | 329972150 | 298647006 | 90.51 | 298641531 | 5050 | | |

Resolution No 2 : Special Resolution for authorizing Board of Directors to create charge, mortgage etc. on the movable and immovable asset both present and future, of the Company as per the provisions of Section 180(1)(a) of the Companies Act, 2013.

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | | | | | |
| Promoter and Promoter Group | 231004533 | 231004533 | 100.00 | 231004533 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 73520372 | 66894243 | 90.99 | 66894243 | 0 | 100.00 | 0.00 |
| Public-Others | 25447245 | 746940 | 2.94 | 741380 | 5135 | 100.00 | 0.00 |
| Total | 329972150 | 298645716 | 90.51 | 298640156 | 5135 | 100.00 | 0.00 |



Resolution No 3 : Special Resolution for alteration of the Objects Clause of the Memorandum of Association of the Company as per the provisions of Sections 4 and 13 of the Companies Act, 2013.

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | | | | | |
| Promoter and Promoter Group | 231004533 | 231004533 | 100.00 | 231004533 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 73520372 | 66894243 | 90.99 | 66894243 | 0 | 100.00 | 0.00 |
| Public-Others | 25447245 | 746706 | 2.93 | 744906 | 1375 | 100.00 | 0.00 |
| Total | 329972150 | 298645482 | 90.51 | 298643682 | 1375 | 100.00 | 0.00 |

Resolution No 4 : Special Resolution for Alteration of the Liability Clause of the Memorandum of Association of the Company as per the provisions of Sections 4 and 13 of the Companies Act, 2013.

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | | | | | |
| Promoter and Promoter Group | 231004533 | 231004533 | 100.00 | 231004533 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 73520372 | 66894243 | 90.99 | 66894243 | 0 | 100.00 | 0.00 |
| Public-Others | 25447245 | 746885 | 11.19 | 744825 | 1635 | 100.00 | 0.00 |
| Total | 329972150 | 298645661 | 86.10 | 298643601 | 1635 | 100.00 | 0.00 |

For Tripartite Review

Naive Sastri

Company Secretary

SURESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No.60, Near Nirman Vihar Metro Station, Laxmi Nagar, Delhi-92
Mob:+91-9312257002, Ph.:+91-11-43061664, E-mail: sureshguptacs@gmail.com

Scrutinizer's Report

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 (9) of the Companies Management and Administration) Rules, 2014)

To,

The Chairman
M/s Triveni Turbine Limited
CIN L29110UP1995PLC041834
Corporate office : Express Trade Tower, 8th Floor
Plot no 15-16, Sector 16A
Noida-201301U.P

Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated July 03, 2015 through Postal Ballot

Dear Sir,

I, Suresh Kumar Gupta, Proprietor of M/s Suresh Gupta & Associates, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of M/s Triveni Turbine Limited (the Company) for scrutinizing postal ballot voting including voting by electronic means in a fair and transparent manner in respect of the resolutions contained in the Notice dated July 3, 2015 proposed to be passed by the shareholders of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated July 3, 2015, based on the reports generated from the e-voting system provided by the authorized agency M/s Central Depository Services (India) Ltd. engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5.30 p.m. on Thursday August 13, 2015.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 5.30 pm on August 13, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the Authorised Agency M/s Central Depository Services (India) Ltd. to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.30 pm on August 13, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through, M/s Alankit Assignment Ltd. the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

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