

21<sup>st</sup> Annual General Meeting ( AGM) of Triveni Turbine Ltd – detail of voting results

<b>Date of the Annual General Meeting</b>	August 4, 2016
<b>Total number of shareholders on record date</b>	As on cut-off date i.e. 32540 July 28, 2016
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
-Promoters and Promoter Group	16
-Public	3230
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
-Promoters and Promoter Group	Not Applicable
-Public	Not Applicable



Date of the AGM:

4th Aug 2016

Total number of shareholders on record date: 32540 As on cut-off date i.e. July 28, 2016

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	16	No. of Shares:	231004533
Public	3230	No. of Shares:	2978981

Detail of the Agenda:

Item No. 1. Adoption of (a) Audited Financial statement, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March 2016 and (b) Audited Consolidated financial statements and report of auditors.

Resolution Required :

Ordinary Resolution

Whether promoter/promoter group are interested in the said resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	(1)	(2)		(4)	(5)		
	Poll	231004533	231004533	100.00	231004533	0	100.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public – Institutional holders	E- Voting		231004533	100.00	231004533	0	100.00	0.00
	Poll	79476787	55339802	69.63	55339802	0	100.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Others	E- Voting		55339802	69.63	55339802	0	100.00	0.00
	Poll	19490830	161090	0.83	161090	0	100.00	0.00
	Total		12405	0.06	12405	0	100.00	0.00
<b>Total</b>		<b>329972150</b>	<b>286517830</b>	<b>86.83</b>	<b>286517830</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Item No. 2. Confirmation of two interim dividends paid during the Financial year 2015-16 & considering the same as final dividend for the said Financial Year.

Resolution Required :												
Whether promoter /promoter group are interested in the said resolution												
Category	Mode of Voting	No. of shares held	No. of votes polled	(1)	(2)	(3)= [(2)/(1)]*100	No. of Votes - in favour	(4)	No. of Votes - against	(5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting											
	Poll	231004533	231004533		231004533	100.00	231004533		0		100.00	0.00
	Total		0			0.00	0		0		0.00	0.00
Public – Institutional holders	E- Voting											
	Poll	79476787	55519021		55519021	69.86	55519021		0		100.00	0.00
	Total		0			0.00	0		0		0.00	0.00
Public-Others	E- Voting											
	Poll	19490830	161090		161090	0.83	55519021		0		100.00	0.00
	Total		12405		12405	0.06	173495		0		100.00	0.00
<b>Total</b>		<b>329972150</b>	<b>286697049</b>		<b>286697049</b>	<b>86.89</b>	<b>286697049</b>		<b>0</b>		<b>100.00</b>	<b>0.00</b>

Item No. 3. Re- appointment of Mr. Arun Prabhakar Mote, who retires by rotation and , being eligible seeks re- appointment .

Resolution Required :												
Whether promoter /promoter group are interested in the said resolution												
Category	Mode of Voting	No. of shares held	No. of votes polled	(1)	(2)	(3)= [(2)/(1)]*100	No. of Votes - in favour	(4)	No. of Votes - against	(5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting											
	Poll	231004533	231004533		231004533	100.00	231004533		0		100.00	0.00
	Total		0			0.00	0		0		0.00	0.00
Public – Institutional holders	E- Voting											
	Poll	79476787	55519021		55519021	69.86	55519021		0		100.00	0.00
	Total		0			0.00	0		0		0.00	0.00
Public-Others	E- Voting											
	Poll	19490830	161090		161090	0.83	55519021		16		99.99	0.01
	Total		12405		12405	0.06	173479		16		100.00	0.00
<b>Total</b>		<b>329972150</b>	<b>286697049</b>		<b>286697049</b>	<b>86.89</b>	<b>286697033</b>		<b>16</b>		<b>100.00</b>	<b>0.00</b>



**Item No. 4. Ratification of appointment of M/s J.C.Bhalla & Co. Chartered Accountants, as auditors of the Company and fixing their remuneration.**

Resolution Required :

**Ordinary Resolution**

Whether promoter /promoter group are interested in the said resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	(1)	(2)	(3)= [(2)/(1)]*100	No. of Votes - in favour	(4)	No. of Votes - against	(5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	231004533	231004533			100.00	231004533		0		100.00	0.00
	Poll		0			0.00	0		0		0.00	0.00
	Total		231004533			100.00	231004533		0		100.00	0.00
Public – Institutional holders	E- Voting	79476787	55519021			69.86	55339802		179219		99.68	0.32
	Poll		0			0.00	0		0		0.00	0.00
	Total		55519021			69.86	55339802		179219		99.68	0.32
Public-Others	E- Voting	19490830	161090			0.83	161090		0		100.00	0.00
	Poll		12405			0.06	12405		0		100.00	0.00
	Total		173495			0.89	173495		0		100.00	0.00
<b>Total</b>		<b>329972150</b>	<b>286697049</b>			<b>86.89</b>	<b>286517830</b>		<b>179219</b>		<b>99.94</b>	<b>0.06</b>

**Item No. 5. Ratification of payment of remuneration to the Cost Auditor viz M/s J.H. & Associates , cost accountant for the Financial year 2016-17.**

Resolution Required :

**Ordinary Resolution**

Whether promoter /promoter group are interested in the said resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	(1)	(2)	(3)= [(2)/(1)]*100	No. of Votes - in favour	(4)	No. of Votes - against	(5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	231004533	231004533			100.00	231004533		0		100.00	0.00
	Poll		0			0.00	0		0		0.00	0.00
	Total		231004533			100.00	231004533		0		100.00	0.00
Public – Institutional holders	E- Voting	79476787	55519021			69.86	55519021		0		100.00	0.00
	Poll		0			0.00	0		0		0.00	0.00
	Total		55519021			69.86	55519021		0		100.00	0.00
Public-Others	E- Voting	19490830	161090			0.83	161074		16		99.99	0.01
	Poll		12405			0.06	12405		0		100.00	0.00
	Total		173495			0.89	173479		16		99.99	0.01
<b>Total</b>		<b>329972150</b>	<b>286697049</b>			<b>86.89</b>	<b>286697033</b>		<b>16</b>		<b>100.00</b>	<b>0.00</b>



Item No. 6. Re-appointment of Mr. Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman and Managing Director) for a period of three years i.e. from May 10, 2016 to May 9, 2019.

Resolution Required:

Whether promoter / promoter group are interested in the said resolution		Special Resolution									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$			
Promoter and Promoter Group	E- Voting	231004533	231004533	100.00	231004533	0	100.00	0.00			
	Poll								0	0	0.00
	Total								231004533	0	100.00
Public - Institutional holders	E- Voting	79476787	55519021	69.86	55511641	7380	99.99	0.01			
	Poll								0	0	0.00
	Total								55519021	0	100.00
Public-Others	E- Voting	19490830	161090	0.83	161074	16	99.99	0.01			
	Poll								12405	0	100.00
	Total								173495	16	99.99
Total		329972150	286697049	86.89	286689653	7396	100.00	0.00			

Item No. 7. Re-appointment of Mr. Nikhil Sawhney as Managing Director of the Company (designated as Vice -Chairman and Managing Director) for a period of five years i.e. from May 10, 2016 to May 9, 2021.

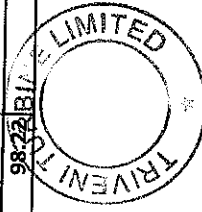
Resolution Required:

Whether promoter / promoter group are interested in the said resolution		Special Resolution									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$			
Promoter and Promoter Group	E- Voting	231004533	231004533	100.00	231004533	0	100.00	0.00			
	Poll								0	0	0.00
	Total								231004533	0	100.00
Public - Institutional holders	E- Voting	79476787	55519021	69.86	50418613	5100408	90.81	9.19			
	Poll								0	0	0.00
	Total								55519021	0	100.00
Public-Others	E- Voting	19490830	161090	0.83	161059	31	99.98	0.02			
	Poll								12405	0	100.00
	Total								173495	31	99.98
Total		329972150	286697049	86.89	281596610	5100439	98.22	1.78			

For TRIVENI TURBINE LTD.

Rajiv Sawhney

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-110092  
Mob. : +91-93122 57002, Ph. : +91-11-43061664  
E-mail: sureshguptacs@gmail.com, Web.: www.sureshgupta.in

## FORM NO. MGT-13 REPORT OF SCRUTINIZER

[Combined Report of Remote e-voting and voting at Annual General Meeting pursuant to  
Section 108 and 109 of the Companies Act, 2013 and Companies (Management and  
Administration Rules),2014]

To,  
The Chairman  
21<sup>st</sup> Annual General Meeting of the Equity Shareholders  
of M/s Triveni Turbine Limited held on Thursday, the 4<sup>th</sup> day of August, 2016 at  
10:30 A.M. at Expo Centre, A-11, Sector 62, NH-24, Noida, Uttar Pradesh -201301.

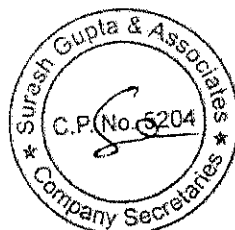
Dear Sir,

I, Suresh Kumar Gupta, Company Secretary in practice, having office at 204, Silver Complex, A-73, Opp. Metro Pillar No.60, Near Nirman Vihar Metro Station, Laxmi Nagar, Delhi-110092 was duly appointed as Scrutinizer by the Board of Directors of M/s Triveni Turbine Limited ["the Company] for the purpose of the Scrutinizing the process of voting through remote e-voting and voting at the Annual General Meeting venue through polling paper in a fair and transparent manner and also for ascertaining the requisite majority as per the provisions of Section 108 and 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I submit my report as under:

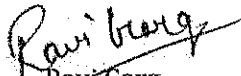
1. The E-Voting period remained open from 9.00 A.M. on Monday, the 1<sup>st</sup> day of August, 2016 to 5.00 P.M. on Wednesday the 3<sup>rd</sup> day of August, 2016.
2. The Shareholders holding shares as on the "cut-off date" i.e. the 28<sup>th</sup> day of July, 2016 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 21<sup>st</sup> Annual General Meeting of M/s Triveni Turbine Limited (Item No. 1 to 7 of the Notice of the 21<sup>st</sup> AGM of M/s Triveni Turbine Limited).
3. The Chairman of AGM allowed poll by polling papers for all those members who are present at the general meeting and have not cast their votes by availing the remote e-voting facility. The Chairman declare that a poll will be taken in respect of the resolutions contained in the notice convening 21<sup>st</sup> AGM and I was appointed as the scrutinizer for the voting process.
4. After the time fixed for closing of the poll by the Chairman, one Ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was opened in my presence and polling papers were diligently scrutinized. The polling papers were reconciled with record maintained by the registrar and transfer agent of the company and authorizations/proxies lodged with the Company.

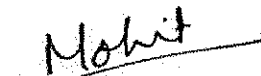
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M/s Triveni Turbine Limited .....2

6. After the conclusion of the AGM the votes caste through remote evoting were unblocked on August 4, 2016 at 1.00 P.M. in the presence of 2 witnesses, namely Mr. Ravi Garg S/o Sh. Rakesh Garg R/o C-3/209, Sector 31, Noida, UttarPradesh-201301 and Mr. Mohit Goswami S/o Sh. Bhawat Prasad Goswami R/o Rangili Gali, Nandgaon, District- Mathura - 281403, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ravi Garg  
(Witness)

  
Mohit Goswami  
(Witness)

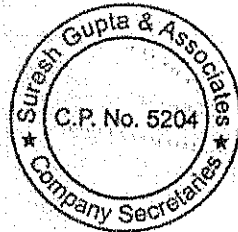
7. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
8. Based on the reports generated from CDSL e -voting system in respect of remote e-voting by M/s Alankit Assignments Limited, the Registrar and Transfer Agents of the Company for ballot papers in respect of facility provided to the members and the proxy at the AGM, the consolidated results of voting are as per Annexure - I enclosed herewith.

The Registers recording the assent or dissent in respect of votes cast by the members of the Company by way of polling papers at the AGM and through remote e-voting and other relevant detail received from the RTA and the CDSL are under my custody and shall be handed over the Company Secretary after the chairman approves and signs the minutes of the AGM .

Thanking you,

Yours Sincerely,





Suresh Kumar Gupta  
Company Secretary in Practice  
C.P. No : 5204  
FCS : 5660

Date: 05/08/2016  
Place: Delhi

## Ordinary Business

## Resolution No. 1: Ordinary Resolution

(a) To Adopt the Audited Financial Statements for the year ended March 31, 2016 including the audited Balance Sheet, Statement of Profit and Loss together with the Reports of the Board of Directors and Auditors for the financial year ended March 31, 2016.

(b) To Adopt the Audited Consolidated Financial Statements for the year ended March 31, 2016 including the audited Consolidated Balance Sheet, Consolidated Statement of Profit and Loss together with the Report of the Auditors' thereon.

	Remote E-voting		Voting through Polling Paper			Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast	
Voted in favour of the resolution	70	286505425	62	12405	132	286517830	100.00	
Voted against the resolution	0	0	0	0	0	0	0.00	
Invalid Votes	0	0	5	15	5	15	0.00	

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 1 of the Notice dated May 10, 2016, has been passed with requisite majority.

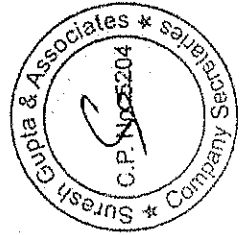
## Ordinary Business

## Resolution No. 2: Ordinary Resolution

To confirm the two interim dividends aggregating to Rs. 1.10 per equity share, already paid to the equity shareholders for the year ended March 31, 2016 and considered the same as final dividend.

	Remote E-voting		Voting through Polling Paper			Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast	
Voted in favour of the resolution	74	286684644	62	12405	136	286697049	100.00	
Voted against the resolution	0	0	0	0	0	0	0.00	
Invalid Votes	0	0	5	15	5	15	0.00	

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 2 of the Notice dated May 10, 2016, has been passed with requisite majority.





Ordinary Business

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Arun Prabhakar Mote (Director Identification Number: 01961162), who retires by rotation and, being eligible, offers himself for re-appointment.

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	73	286684628	62	12405	135	286697033	100.00
Voted against the resolution	1	16	0	0	1	16	0.00
Invalid Votes	0	0	5	15	5	15	0.00

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 3 of the Notice dated May 10, 2016, has been passed with requisite majority.

Ordinary Business

Resolution No. 4: Ordinary Resolution

To appoint M/s. J.C. Bhalla & Co., Chartered Accountants, (Firm Registration No. 001111N), as Statutory Auditors of the Company.

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	70	286505425	62	12405	132	286517830	99.94
Voted against the resolution	4	179219	0	0	4	179219	0.06
Invalid Votes	0	0	5	15	5	15	0.00

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 4 of the Notice dated May 10, 2016, has been passed with requisite majority.



Special Business  
 Resolution No. 5: Ordinary Resolution  
 To appoint M/s. J.H. & Associates, Cost Accountants, (Firm Registration No. 00279), as Cost Auditor of the Company.

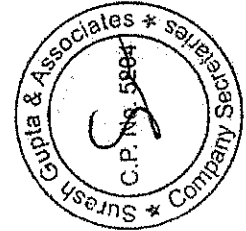
	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	73	286684628	62	12405	135	286697033	100.00
Voted against the resolution	1	16	0	0	1	16	0.00
Invalid Votes	0	0	5	15	5	15	0.00

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 5 of the Notice dated May 10, 2016, has been passed with requisite majority.

Special Business  
 Resolution No. 6: Special Resolution  
 Re-appointment of Mr. Dhruv M. Sawhney (Director Identification Number:00102999) as Managing Director of the Company (designated as Chairman and Managing Director) for a period of three years with effect from 10th May, 2016 without any remuneration and on the terms and conditions, as set out in the explanatory statement.

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	72	286677248	62	12405	134	286689653	100.00
Voted against the resolution	2	7396	0	0	2	7396	0.00
Invalid Votes	0	0	5	15	5	15	0.00

Based on the aforesaid results, I report that the special resolution as contained in Item No. 6 of the Notice dated May 10, 2016, has been passed with requisite majority.



Special Business

Resolution No. 7: Special Resolution

Re-appointment of Mr. Nikhil Sawhney (Director Identification Number:0029028) as Managing Director of the Company (designated as Vice Chairman and Managing Director) for a period of three years with effect from 10th May, 2016 on the remuneration and terms and conditions, as set out in the explanatory statement.

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	63	281584205	62	12405	125	281596610	98.22
Voted against the resolution	11	5100439	0	0	11	5100439	1.78
Invalid Votes	0	0	5	15	5	15	0.00

Based on the aforesaid results, I report that the special resolution as contained in Item No. 7 of the Notice dated May 10, 2016, has been passed with requisite majority.

