



NOTICE OF THE POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and other applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) that the Company proposes to seek consent of the members for passing of the proposed resolutions appended below through postal ballot. The explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons for the proposed resolutions alongwith a Postal Ballot Form and postage pre-paid envelope are annexed.

The Company has appointed Mr. Suresh Gupta, Practising Company Secretary (Membership No. F5660) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed and signed in the attached self-addressed, postage prepaid envelope so as to reach the Scrutinizer on or before the **close of working hours i.e. by 05:30 p.m. on the Thursday, August 13, 2015**. Please note that any postal ballot form(s) received after the said date and time will be treated as not having been received.

In compliance with the relevant provisions of the Act, the Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case you desire to exercise your vote by using e-voting facility, then you are required to carefully follow the instructions for e-voting given in the notice and on the reverse of the Postal Ballot Form.

The Scrutinizer will submit his report to the Vice Chairman & Managing Director (VCMD) of the Company or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Postal Ballot will be announced by the VCMD or in his absence by any person authorized by him, on **Wednesday, August 19, 2015** at the Corporate Office of the Company. The Notice of the Postal Ballot has been placed on the website of the Company and the results of the Postal Ballot along with the Scrutinizer's Report will also be posted on the Company's website www.triveniturbines.com, besides communicating to the Stock Exchanges where the Company's shares are listed. The resolutions, if approved, will be taken as passed effectively on the date of announcement of results.

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

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at an Extra ordinary General meeting held on 25th February 2010, consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include any Committee authorized thereof) for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security and without prejudice to the generality thereof, by way of term loans, non-convertible debentures, bonds, advances, credits, acceptance of deposits or otherwise in Indian rupees or any foreign currency from any bank(s), any financial institution(s), other entity(ies), corporate(s), persons etc in India or abroad from any bank financial institution or any other lending institutions, firms, bodies corporate or persons as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained

from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 500 crore (Rupees Five hundred crore only) including Foreign Currency in equivalent rupee on account of the principal.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at an Extra ordinary General meeting held on 25th February, 2010, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include any Committee authorized thereof)) to create charge, hypothecation, mortgage on such of the assets of the Company, whether movable or immovable, wherever situate, both present and future, and/or on the whole or substantially the whole of the undertaking(s) of the Company in favour of any financial institution, bank or any other lending institution or person, trustee (hereinafter referred to as "Lenders") in such form, manner and with such ranking as to priority and on such terms and conditions as the Board may think fit in the best interest of the Company and as agreed between the Board and Lenders, in order to secure term loans, working capital limits or any other kind of financial assistance availed/to be availed by the Company from such lenders as also securities issued/to be issued by the Company from time to time subject to the overall limits approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time, together with interest at the respective agreed rate, compound/ additional interest, commitment charges, expenses and all other monies payable by the Company to the Lenders under their respective loan agreements entered into/to be entered into by the Company in respect of the said borrowings and securities.

RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the Lenders all the documents, deeds, writings etc. for creating the aforesaid mortgages, charges and/or hypothecation; to execute and sign the same or to delegate the authority in this respect to any Director of the Company and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.

3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to necessary approval(s), if any, from the competent authorities, consent of the Company be and is hereby accorded for alteration of existing Objects Clause of the Memorandum of Association of the Company by substitution/insertion/deletion of certain clauses in the following manner:-

1. The existing sub-clauses 1 and 3 under Clause III(A) – Main Objects of the Objects Clause be deleted and in their places, the following sub-clauses be substituted:-

“(1). To design, engineer, manufacture, buy, sell, supervise erection & commissioning of steam turbines, turbo generators, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of light and heavy engineering products, plant and machinery including, turbo alternators, hydel turbines, gas turbines, wind turbines, power plants, filters, EPC projects/contracts, heat exchangers, condensers, slow and high speed gears and gear boxes, loose gears & gearings, compressors & their packaging, engines, gas engines and their packages, all kinds of rotating machines, hydraulic equipments,

metallurgical machinery, sugar mill machinery, boilers, textile plants, coal/mineral beneficiation plants and pollution control equipments, water and waste water treatment plants & equipments, sewage treatment plants, apparatus, tools, utensils, and electrical equipments, tubes, pipes and fitting of iron and steel, to carry on business as importer, exporter, buyer, sellers, merchants and the spares of each of the aforesaid equipments and dealers of all kind of plant and machinery, spare-parts, accessories and equipments etc., to undertake servicing, overhauling, refurbishment, reverse engineering and development of all types of machines including turbines, to act as buying and selling agents of any company engaged in similar business, and to do and perform wholly or partly, the several duties, services and offices which the managers, buying and selling agents of any Company usually do and perform and to undertake and to become bound by conditions of any agreement entered into for any purpose in connection with the Company's business."

"(3). To carry on the business as producers, makers, analysers, investigators and consultants in public health and environmental engineering, water, air and land pollution control, industrial engineering or any other kind of engineering, and for this purpose to carry on, acquire, take over the business of engineering, procurement and construction, whatsoever now known as, in different disciplines including agricultural, civil, structural, chemical, electrical, electronics, mechanicals, hydraulic, ecological, thermodynamics, instrumentation or any other kinds of engineering and science and to develop and/or provide other associated services and facilities such as project management, process technology, process engineering, detailed engineering, technical or industrial know-how, formula, process and applied technology, and fabrication and fabrication facilities to design, develop, maintain and manufacture plant and equipment and to act in India or elsewhere in the world as engineers, architects, planners, consultants, developers, designers, design engineers, technical advisers, analysers, investigators, contractors, builders, fabricators, founders, manufacturers and suppliers of all kinds of plants, machines, apparatus, implements, rolling stock chemicals and their derivative products or substances necessary, allied auxiliary or ancillary thereto, and to provide engineering, procurement and construction services to turn-key projects, large scale infrastructure projects including petrochemicals, hydrocarbons, oil and gas and its derivatives, power, telecom, transportation, ports, structures, housing/industrial sectors and to install, develop, implement, provide hardware and software in connection therein."

2. The existing title/heading of Clause III(B) of the Objects Clause be deleted and in its place, the following title/heading be substituted:-

"III (B). Matters which are necessary for furtherance of the Main Objects specified in Clause III(A)."

3. The following new sub-clause be inserted as sub-clause 28, immediately after the existing sub-clause 27 under Clause III(B) of the Objects Clause:-

"28. To undertake Corporate Social Responsibility activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit."

4. Clause III(C) titled "Other Objects" of the Objects Clause be deleted in all respects.

RESOLVED FURTHER THAT, wherever required, the reference to various sections of the Companies Act, 1956 be replaced/substituted with 'the reference to the corresponding sections of the Companies Act, 2013' in Clause III (B) of the Objects Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, necessary, desirable or expedient, including but not limited to accept any modification or alteration suggested by the competent authorities.

4. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force), consent of the Company be and is hereby accorded for alteration/substitution of existing Clause IV of the Memorandum of Association of the Company with the following new Clause IV:-

“IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, necessary, desirable or expedient.

By Order of the Board
For Triveni Turbine Ltd.

Place: Noida
Date : July 3, 2015

Company Secretary

CIN: L29110UP1995PLC041834
Registered office : A-44 Hosiery Complex , Phase II Extn, Noida-201305, Uttar Pradesh
Corporate office : 8th Floor, Express Trade Towers, Plot No.15-16 , Sector 16A, Noida- 201301, Uttar Pradesh
Website: www.triveniturbines.com , **E-mail :** shares.ttl@trivenigroup.com
Phone : 91-120-4308000, **Fax :** 91-120-4311010-11,

Notes

- 1) Pursuant to Section 102 of the Companies Act, 2013, a statement setting out material facts and reasons for proposed special businesses has been annexed with the notice.
- 2) Mr. Suresh Gupta, a practicing company secretary has been appointed as Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
- 3) The postal ballot notice is being sent to all the members whose names appear on the Register of Members/List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on **Friday, July 3, 2015**. The postal ballot notice is being sent to the members in electronic form to the email addresses registered with their respective Depository Participants (in case of electronic shareholding) / the Company (in case of physical shareholding). For members, whose email IDs are not registered, physical copies of the postal ballot notice are being sent by permitted mode along with a postage prepaid self-addressed business reply envelope.
- 4) All the material documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. up to **August 13, 2015**.
- 5) In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate copy, he or she may send a request to the Company at its Corporate Office or send an email to shares.ttl@trivenigroup.com. The Company shall forward the same along with postage-prepaid self-addressed business reply envelope to the member.
- 6) The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.
- 7) The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members/beneficial owners as on the **cut-off date i.e. Friday, July 3, 2015**.
- 8) A member cannot exercise his/her vote by proxy on postal ballot.
- 9) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRIs etc.) opting for physical ballot are required to send certified true copy of the relevant Board Resolution / Power of Attorney/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer along with the Postal Ballot Form.
- 10) In compliance with Clause 35B of the listing agreement and the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has made necessary arrangements with M/s Central Depository Services (India) Ltd. for the purpose of providing e-voting facility to all its members. The procedure and instructions for Members for e-voting are as under:

(A) Instructions for E-Voting.

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "TRIVENI TURBINE LIMITED " from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code 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. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Postal Ballot Form. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field 	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details 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 (iv).	

(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 relevant EVSN on which you choose to vote.

(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 password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) 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) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- b) 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.
- c) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- d) 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.

xviii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. July 3rd, 2015 may follow the same instructions as mentioned above for e-Voting.

(B) The e-voting period begins on **Wednesday, July 15, 2015 (9.00 a.m. IST) and ends on Thursday, August 13, 2015 (5.30 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. **Friday July 3, 2015** 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.

(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

11) The date of declaration of results of the postal ballot shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item Nos.1 & 2

The members of the Company had, at their Extra Ordinary General Meeting (EGM), held on 25th February, 2010, by way of Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956 authorized the Board of Directors of the Company to borrow any sums in excess of the limits specified under the said Section upto an amount not exceeding Rs. 500 crore (Rupees Five hundred crore only).

Further, consent was also accorded at the said EGM by way of an Ordinary Resolution under Section 293(1) (a) of the Companies Act, 1956 to the Board of Directors for creation of mortgage/charges/ hypothecation etc. on the movable and/ or immovable assets of the Company (both present and future) in favour of the financial institutions/ Banks/ other lender(s) to secure terms loans, working capital limits or any other kind of financial assistance from time to time for a sum not exceeding Rs 500 Crore (Rupees Five hundred Crore only).

However, as per the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act 2013, the Board of Directors of a Company shall not borrow any sum of money in excess of the limits specified and/ or create security on assets of the Company, except with the consent of the members accorded by way of a Special Resolution.

It is therefore necessary for the Company to obtain Members' approval by way of special resolution(s) under Section 180(1) (c) and Section 180(1)(a) of the Companies Act, 2013, as set out at Item Nos. 1 & 2 of the Notice of Postal Ballot.

The Board of Directors of the Company accordingly recommend the passing of the Special Resolutions at Item Nos. 1 & 2 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in these Special Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 3

The existing Memorandum of Association (MOA) of the Company was framed pursuant to the provisions of Companies Act, 1956. With a view to align the existing MOA with the new Companies Act, 2013 ("the Act") and the Rules framed thereunder, and in particular to comply with the provisions of Sections 4(1)(c) and 13 of the Act, it is considered desirable to alter the Objects Clause of the existing MOA of the Company in the manner stated in Special Resolution at Item No.3 of the Notice. The Objects Clause is proposed to be amended as under:

1. The Objects Clause will now have 2 parts viz Part A- The Objects to be pursued by the Company on its incorporation and Part B- "Matters which are necessary for furtherance of the Objects specified in Part A'.
2. The sub-clauses 1 and 3 of the existing Clause III (A)-Main Objects of the MOA have been retained except that the same have been expanded so as to have more flexibility in the objects stated in these sub-clauses, which are in line with the current business operations of the Company.
3. The existing Clause III(B) of the Objects Clause of MOA have been retained except that the reference to various sections of the Companies Act 1956, if any are proposed to be replaced with the reference to the corresponding sections of the Companies Act 2013. In addition a new Clause 28 is proposed to be inserted to enable the Company to spend money on CSR activities as required under Companies Act 2013.
4. The existing Part C viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act 2013.

The alteration in the MOA requires the approval of the shareholders by means of a Special Resolution pursuant to the provisions of Section 13 of the Companies Act 2013. Further in terms of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of shareholders shall be taken through postal ballot in case of alteration of the Main Objects of MOA of the Company. Hence the Special Resolution at Item No.3 is intended for this purpose. The entire set of proposed MOA is available on the website of the Company.

The Board of Directors of the Company accordingly recommend the passing of the Special Resolution at Item No.3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Special Resolution, except to the extent of their shareholding in the Company, if any.

Item No. 4

In order to comply with the provisions of Sections 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Company needs to alter Clause IV – Liability Clause of its Memorandum of Association (MOA). The alteration in MOA is carried out to give effect to the provisions of the Act. Consent of the shareholders by way of a Special Resolution is required in this regard.

The Board of Directors of the Company accordingly recommend the passing of the Special Resolution at Item No.4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Special Resolution, except to the extent of their shareholding in the Company, if any.

By Order of the Board
For Triveni Turbine Ltd.

Place: Noida
Date : July 3, 2015

Company Secretary