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REF:TTL:SE:

Date: 13th June, 2019

The Deputy General Manager Department of Corporate Services, BSE Limited 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001	The Asst. Vice President, Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051
STOCK CODE: 533655	STOCK CODE: TRITURBINE
Sub: <u>Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>	

Dear Sirs,

In reference to the captioned subject, please note that a petition under sections 210, 212, 213, 219, 228, 241, 242 of Companies Act 2013 has been filed by the Company against General Electric Company (GE) and others in respect of its Joint Venture Company viz. GE Triveni Ltd. (GETL) before the National Company Law Tribunal. The grounds on which the Company has been constrained to file this petition are acts of oppression of GE and its group companies in the conduct of business of GETL, their acting in a manner that is prejudicial to the interest of GETL, lack of probity and good faith in the conduct of its business and the overall joint venture understanding. Necessary details as required under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, are given below-

Brief Details of Litigation	(a) Name of Respondent Parties- GE and others (Shareholders and Directors of GETL).
	(b) Filed with – National Company Law Tribunal, Bengaluru.
	(c) Brief Detail of Petition – Petition under sections 210, 212, 213, 219, 228, 241, 242 of Companies Act 2013 praying for, inter-alia an investigation into the affairs of the Company and the Respondents i.e. GE & Others in order to determine the full extent to which the Respondents starved the Company/GETL of business by various acts which were prejudicial / oppressive to the Company etc.
Expected Financial Implications	Not ascertainable at this point of time.
Quantum of Claims	Not ascertainable at this point of time

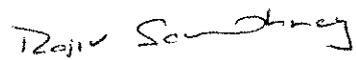
The aforesaid matter was listed before National Company Law Tribunal, Bengaluru on June 12, 2019. The copy of the order dated June 12, 2019 is attached.

The next date of hearing has been fixed for July 9, 2019.

You are requested to take the above on record.

Thanking you,

Yours faithfully,
For Triveni Turbine Limited



Company Secretary

C.P No.102 of 2019

M/s. Triveni Turbine Limited

Vs.

M/s. GE Triveni Limited & 10 Ors.

ORDER

1. C.P No.102 of 2019 is filed by M/s.Triveni Turbine Limited (Petitioner) U/Ss 210, 213, 219, 228, 241, 242 and 244 of the Companies Act, 2013 against M/s. GE Triveni Limited and 10 others (Respondents), by inter alia seeking to direct an investigation into the affairs of the Company and Respondents No.2 to 5 in order to determine the full extent to which Respondent No.5 starved the Company of business and/or made financial gains; to direct Respondents No.2 to 11 to provide the necessary support and cooperation for proper conduct of the above-mentioned investigation; to restrain Respondent No.5 from altering its shareholding composition in Respondent No.4 or causing the same to be altered in any manner whatsoever; to restrain Respondent No.2 to 5 from soliciting the employees of the Petitioner and the Company; to declare that the Respondents No.6 to 11 have breached their fiduciary duties as directors on the Board of the Company etc.

2. Brief facts of the case, leading to the filing of the Company Petition, are as follows:

(1) Prior to 2009, while Petitioner was competing in the 0-30 MW range for steam turbines, Respondent No.5, through its group Companies claimed to be competing in the 0-135MW Range. Pursuant to discussions between them, the Company/GETL was formed as a long-term joint venture partnership between the Petitioner and Respondent No.5, to compete in the steam turbine market in above 30-100MW range.

(2) The partners sought to leverage their respective strengths and capabilities through the joint venture. Respondent NO.5, being the more experienced player in above 30 - 100 MW range market



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internationally, claimed that it would provide brand strength, international sales network and cutting-edge technologies. The Petitioner, on the other hand, would provide economies of scale in its manufacturing process, an efficient supply chain and domestic sales network.

- (3) It is known in the industry that success in the steam turbine market can be achieved if the business has a combination of market reach and a portfolio of low-cost products with high-efficiency. The Petitioner was therefore led to believe that since the Company would be the beneficiary of both the partners; it would be a successful enterprise.
- (4) The initial capital contribution by the partners to the joint venture was low as it was understood that the joint venture would not have substantial operations and/or assets of its own. It was further understood that the parties would provide the required services to the joint venture. The success of the joint venture, was, therefore dependent on the active involvement of the partners. At the time, the Petitioner was unaware that Respondent No.5 had no intention to put efforts into making the Company successful.
- (5) The Petitioner, now understands, that instead, Respondent No.5 hatched a scheme to defraud the Petitioner and the Company by including the Petitioner to invest time, money and efforts in the Company, while it used the Company and the Petitioner as a means to promote the interests of its various group Companies. As part of such scheme, Respondent No.5 made several suggestions/representations to the Petitioner, which were untrue, actively concealed various facts, made various promises without the intention of performing them and acted in a manner fitted to deceive the Petitioner. All this was done in such a camouflaged manner - such that the Petitioner could not have known earlier.



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(6) It is stated that Respondent No.5 suppressed its true intentions from the Petitioner. in furtherance of the above scheme, and especially since the Petitioner had shown exponential growth in the 0 - 30 MW segment (the in the global market) and posed a threat to its group Companies (which also competed in the steam turbine market), Respondent No.5, with the help of its group Companies (Respondents No.2 to 4) as well as Respondents No.6 to 11 (who were the nominee directors of Respondent No.2 on the Board of the Company) conducted the affairs of the Company in a manner, which was prejudicial, harsh, oppressive, burdensome and wrongful on the Petitioner. Respondent No.5 also violated the principles of good faith, fair dealing and probity which govern partnerships.

(7) It is stated that Respondent No.5, through various acts and omissions, also conducted and/or caused to be conducted the affairs of the Company in a manner which was prejudicial to the interests of the Company.

(8) It is stated that Respondent No.5 treated the CFO and CTO of the Company as its own employees. Each of them, in reality, reports to a GE/Respondent No.5 employee and acts upon his/her direction. Each of them holds a GE email ID and their emails are also housed on a GE Server. Thus, Respondent No.5 and its group Companies have access to this data which is prejudicial to the interests of the Company. No one from the Company (other than the specific employee itself) can access this data. Even when the CFO a key management Personnel under Section 203 of the Companies Act, 2013 - had certain responsibilities to discharge on behalf of the Company, Respondent No.4 and 5 accepted his resignation, behind the back and without the knowledge of the Board of the Company. They paid no heed to the repeated request of the Petitioner that the CFO provide a proper handover especially in view of the various audits, inquiries etc., that the Company would be



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subjected to, the data which would only be available with the CFO. The Company does not have access to the emails/ electronic data of the CFO, which contains sensitive information relating to the Company and/or information which may be required by statutory authorities. In any event, this is the Company's proprietary information

- (9) It is stated that the Respondents No.2 to 11 have conducted the affairs of the Company in a manner prejudicial and oppressive to the Petitioner and also prejudicial to the interests of the Company; and Respondents No.2 to 11 have defrauded the Petitioner and the Company through a scheme described in further detail below. This fraud is of a serious nature; and
- (10) Respondents No.2 to 5 have suppressed and/or refused to provide information, which was reasonably expected to be provided to the Petitioner and the Company, in respect of the affairs of the Company; and Respondent No.5 has acted in a manner that lacks probity and violates good faith; and Respondent No.5 has acted in a mala fide manner and denied the Petitioner's legitimate expectations from the joint venture.
- (11) Nominee directors of Respondent No.2 and 5 (including Respondent No.6 to 11 and some Key Management Personnel appointed by Respondent NO.2 and 5) are guilty of misfeasance and/or misconduct towards the Company as well as the Petitioner. they have also colluded with Respondents No.2 to 5 in defrauding the Company and the Petitioner; and
- (12) Therefore, it is pleaded that it is necessary in the interests of the Company as well as in public Interest to order an investigation into the affairs of the Company to determine the full extent to which Respondent No.5 starved the Company of business by inter alia suppressing sales, inquiries, failing to promote the Company's business,, fraudulently competing with the Company's business, deliberately refusing to share technology




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which would make the Company's products competitive in the market.

3. The Petitioner has also filed I.A No.273/2019, I.A No. 274/2019, I.A No.275/2019, I.A No.276/2019 and I.A No.277/2019, by inter alia seeking various interim orders mentioned therein.
4. IA No. 274 of 2019 is filed by the Petitioner, U/s 242(4) of the Companies Act, 2013 R/w Rules 11 and 32 of the NCLT Rules, 2016, R/w Order 39 R(1) & (2) of the Code of Civil Procedure, 1908, by inter alia seeking to grant ad-interim injunction restraining Respondent No.5 from altering, in any manner whatsoever, the shareholding composition of Respondent No.4 or causing the same to be altered in any manner. Similarly, IA No.276/2019 is filed by the Petitioner, U/s 242(4) of the Companies Act, 2013 R/w Rules 11 and 32 of the NCLT Rules, 2016, by inter alia seeking to direct Respondent No.2 to 5 to give to the Company /GETL immediate access to all of the Company's data including electronics data and emails of employees of the Company which are saved on/available on the servers of Respondent No.5 and/or its group Companies.
5. Heard Shri Udaya Holla, learned Senior Counsel along with Shri Naman Jhabakh, learned Counsel for Petitioner. We have also carefully perused all the pleadings raised in the main Company Petition and also in IAs as mentioned supra and various documents filed in support of the case.
6. Shri Udaya Holla, learned Senior Counsel for Petitioner, while pointing out the averments made in the Company Petition and in the IA as cited supra, has further submitted that, apart from committing various acts of oppression and mismanagement in the Affairs of Company as stated in the Company petition and Miscellaneous petitions, there is a serious apprehension on the part of the petitioner that the Respondents might resort/continue/perpetuate those acts to the detriment of interest of petitioner as well as the Company. Therefore, the Learned Senior Counsel urged the Tribunal to pass interim order to protect the interest of petitioner as well as the

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Company, as sought in IA Nos. 274 of 2019 and 276 of 2019, while pending consideration of main petition.

7. Since it is not possible to consider various acts of oppression and mismanagement as alleged by the petitioner in his petition, at the stage of admission, and that too, without ordering notice to the Respondents, duly affording opportunity to them, We are inclined to consider for passing interim as prayed for in IA No. 274 of 2019 and 276 of 2019. We are also convinced that the petitioner made out prima facie case that the main Company petition is fit case to adjudicate, after getting the reply of Respondents. Hence, we hereby pass the following interim orders, while pending main Company petitions and all IA:

- a. The Registry of the NCLT Bengaluru Bench is directed to prepare notice to all the Respondents, the learned Counsel for Petitioner is directed to collect the notice to serve on the Respondents. Further, learned Counsel for Petitioner is also directed to issue notices to all the Respondents immediately, as per law by duly enclosing the copy of the Petition along with materials papers.
- b. The Petitioner is directed to file proof of service by way of affidavit on the record of this Tribunal before the next date of hearing.
- c. An order of ad-interim injunction is granted restraining Respondent No.5 from altering, in any manner whatsoever, the shareholding composition of Respondent No.4 or causing the same to be altered in any manner and to directed Respondent No.2 to 5 to give access to the Petitioner Company /GETL immediate access to all of the Company's data including electronics data and emails of employees of the Company which are saved on/available on the servers of Respondent No.5 and/or its group Companies.
- d. The Respondents at granted liberty to move this Tribunal to seek any appropriate directions by way of filing appropriate application/Petition.



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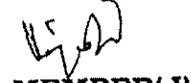
12.06.2019
while

C.P No.102 of 2019

DATE - 12.06.2019

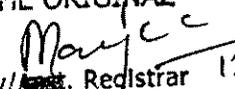
e. Post the case on 09.07.2019.


MEMBER(T)


MEMBER(J)



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OF THE ORIGINAL

Deputy/  Registrar
National Company Law Tribunal
Bengaluru Bench

13/6/19

