

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

To,
The Members
Triveni Engineering & Industries Limited

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 approval of the members for passing of the proposed resolutions appended below through postal ballot including voting by electronic means (e-voting). The explanatory statement pursuant to Section 102 of the Act setting out the material facts for the proposed resolutions along with a Postal Ballot Form and postage pre-paid envelope are annexed.

The Company has appointed Mr Suresh Kumar Gupta, Practising Company Secretary (CP No.5204) as Scrutinizer for conducting the postal ballot voting 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 5.30 p.m. on Friday, March 31, 2017**. 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 and the SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically (e-voting) instead of dispatching Postal Ballot Form. Members desire to exercise their vote by using e-voting facility are requested to carefully read the notes/instructions for e-voting given in the Notice.

The Scrutinizer will submit his report to the Chairman & Managing Director (CMD) of the Company or 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 shall be announced latest by 5.30 p.m. on Tuesday, April 4, 2017 at the Corporate Office of the Company** at Noida and shall also be displayed on the Company's website www.trivenigroup.com and on the website of Karvy at <https://evoting.karvy.com>, besides communicating to the stock exchanges, where the Company's equity shares are listed.

1. 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 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the payment of remuneration, as set out in the explanatory statement annexed to this Notice, to Mr Tarun Sawhney (Director Identification Number:00382878) Managing Director of the Company (designated as Vice Chairman & Managing Director) with effect from 1st April, 2017 for the remaining period of his existing tenure i.e. upto 30th September, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr Tarun Sawhney, Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr Tarun Sawhney, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the term of office of Mr Tarun Sawhney as Managing Director, he shall be paid the remuneration, allowances and perquisites except the commission/performance bonus as set out in the explanatory statement referred to above as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. F.C. Kohli (Director Identification Number: 00102878), in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director, be

and is hereby re-appointed as Independent Director of the Company not liable to retire by rotation, to hold office with effect from April 1, 2017 to till the conclusion of the 84th Annual General Meeting of the Company.

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 provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Lt Gen K.K. Hazari (Retd.) (Director Identification Number: 00090909), in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby re-appointed as Independent Director of the Company not liable to retire by rotation, to hold office with effect from April 1, 2017 till the conclusion of the 84th Annual General Meeting of the Company.

By Order of the Board

Place: Noida
Date : February 9, 2017

Geeta Bhalla
Group General Manager & Company Secretary

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts in respect of item nos. 1 to 3 of the Notice and the relevant information pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') are annexed hereto.
2. 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, February 17, 2017. The postal ballot notice is being sent by electronic mode to those Members whose e-mail addresses are registered with their respective Depository Participants (in case of shares held in demat form) or with the Company (in case of shares held in physical form). For Members whose e-mail addresses are not registered, physical copies of the postal ballot notice are being sent by the permitted mode along with a postage prepaid self-addressed business reply envelope.
3. 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@trivenigroup.com. The Company shall forward the same along with postage-prepaid self-addressed business reply envelope to the member.
4. 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 form will be treated as invalid.
5. 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. **Friday, February 17, 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 exercise voting rights in the postal ballot. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. **The postal ballot period commences on Thursday, March 2, 2017 (9.30 a.m. IST) and ends on Friday, March 31, 2017 (5.30 p.m. IST).**
6. A member cannot exercise his/her vote by proxy on postal ballot.
7. 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.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days (except Saturday & Sunday) between 11.00 A.M. and 1.00 P.M. up to March 31, 2017.
9. In compliance with Regulation 44 of the Listing Regulations 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 Karvy Computershare Pvt. Ltd. ('Karvy') for the purpose of providing e-voting facility to all its members.

The procedure and instructions for e-voting are as under:

- (A)** In case a member receives an e-mail of the Postal Ballot Notice from Karvy (for members whose e-mail IDs are registered with the Company / Depository Participant(s):
- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. **User ID and Password mentioned in e-mail**). The E-voting Event No. + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach Password Change menu wherein you are required to mandatory change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z) one lower

case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e. Triveni Engineering & Industries Limited.
 - (vii) On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under 'FOR/ AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
 - (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you "CONFIRM", you will not be allowed to modify or cast your vote again.
 - (xii) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRIs etc.) are required to send scan certified true copy (PDF format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail at sureshguptacs@gmail.com with a copy marked to evoting@karvy.com. The scan image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
 - (xiii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact at their toll free No.: 1800 3454 001.
 - (xiv) The e-voting period commences on **Thursday, March 2, 2017 (9.30 a.m. IST) and ends on Friday, March 31, 2017 (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. February 17, 2017**, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
- (B)** In case a member receives physical copy of the Postal Ballot Notice by post (for members whose e- mail IDs are not registered with the Company / Depository Participant(s):
- (i) User ID and initial password is provided along with the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast your vote.
10. Mr Suresh Kumar Gupta, Practising Company Secretary (CP No.5204) has been appointed as the Scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner.
11. The last date for the receipt of duly completed postal ballot forms or e-voting shall be date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

The members of the Company had at their Extra-Ordinary General Meeting (EGM) held on 16th November, 2013 re-appointed Mr. Tarun Sawhney as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years with effect from 1st October, 2013 and approved his remuneration under the relevant provisions of the Companies Act, 1956. Subsequently, to comply with the provisions of the newly enacted Companies Act, 2013 ('Act'), approval of the members was also sought by way of a special resolution passed through postal ballot on 24th April, 2015 to the payment of remuneration at the existing rates to Mr Tarun Sawhney, Vice Chairman & Managing Director of the Company, as approved by the members at the aforesaid EGM, with effect from 1st April, 2014 for the remaining period of his existing tenure i.e. upto 30th September, 2018.

Due to inadequacy of profits, the Company has been paying minimum remuneration to Mr Tarun Sawhney in accordance with Schedule V to the Act. During the current financial year 2016-17, the performance of the Company has considerably improved mainly because of

Sugar operations and is expected to improve further in the subsequent years. However, the Company is not likely to have adequate profits for the payment of managerial remuneration after setting off accumulated losses pertaining to earlier years.

The Ministry of Corporate Affairs has, vide its notification dated September 12, 2016, amended the Schedule V to the Act and revised the slabs and doubled the limits of remuneration payable by companies having no profit or inadequate profit, based on the effective capital of the Company as at end of previous financial year.

The special resolution passed earlier for payment of minimum remuneration to Mr Tarun Sawhney is valid upto 31st March, 2017. Although the Company is expecting better profits in the coming years, as a matter of abundant caution, the Board of Directors of the Company have, on the recommendations of the Nomination and Remuneration Committee, decided to seek fresh approval of the shareholders by way of a special resolution to the payment of existing rates of remuneration to Mr Tarun Sawhney, as set out hereunder, with effect from 1st April, 2017 for his remaining tenure in accordance with amended Schedule V to the Act:-

I. Remuneration

1. Salary:

Rs.9,00,000/- (Rupees Nine lakh) per month in the scale of Rs.9,00,000/- to Rs.20,00,000/-, with an annual increment as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year.

2. Allowances and Perquisites:

(i) Housing:

- a) Leased residential accommodation having rent upto 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per the Rules of the Company.
- b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the Company.
- c) The Company shall provide such furniture, furnishing domestic help and security guards at his residence as may be required.

(ii) **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in the foreign country of the patient, an attendant and medical supervision, if required, shall be borne by the Company.

(iii) **Leave Travel Assistance and Insurance Coverage:** As per Rules of the Company.

(iv) Company's contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per the Rules of the Company.

(v) **Leave:** Leave with full pay and allowances or encashment thereof as per Rules of the Company. Leave accumulated, but not availed during the tenure shall be encashed at the end of the tenure as per Rules of the Company.

(vi) **Club Memberships:** Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.

(vii) **Conveyance facilities:** Provision of two cars with chauffeur.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

3. **Commission/Performance Bonus:** Not exceeding 2% of the net profits of the Company for each financial year to be computed as per provisions of Sections 197 and 198 of the Act. The exact amount will be determined by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.

4. Amenities:

- i) **Communication facilities:** The Company shall provide appropriate telephones, including cellular phones, telefax, internet and other communication facilities at the Managing Director's residence, for discharging his functions effectively.
- ii) The Company shall provide office space, if required by the Managing Director either at his residence or any other convenient place for discharging his official duties along with the required office infrastructure and facilities.
- iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and board and lodging for self and also for spouse, if considered expedient to accompany him in the Company's interests, during domestic or overseas business trips and reimbursement of entertainment expenses incurred in the course of business of the Company.

Explanation:

The amenities shall not be included for the purposes of computation of the Managing Director's remuneration as aforesaid.

II. Overall Remuneration

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may, for the time being, be in force.

III. Minimum Remuneration: Notwithstanding anything to the contrary contained therein, in the event of absence or inadequacy of profits in any financial year during the term of office of Mr Tarun Sawhney as Managing Director commencing from 1st April, 2017, the Company will, subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V to the Act.

Mr Tarun Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, the term of office of Mr Tarun Sawhney shall be subject to retirement in accordance with the applicable provisions of the Act.

Presently Mr Tarun Sawhney has not been drawing any remuneration from any other Company except by way of sitting fee or commission from the companies of which he is a director including the associate company, Triveni Turbine Ltd.

The statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No.1 is annexed hereto as **Annexure-A**.

The approval of the shareholders is sought by way of a special resolution for the payment of remuneration to Mr Tarun Sawhney as Managing Director of the Company (designated as Vice Chairman and Managing Director) in accordance with the relevant provisions of the Act read with Schedule V thereto.

The Board commends the passing of Special Resolution at Item No.1 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Dhruv M. Sawhney, Chairman & Managing Director and Mr Nikhil Sawhney, Director, who are related to each other, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

Item Nos 2 & 3

Dr F.C. Kohli and Lt Gen K.K.Hazari (Retd.) have been on the Board of the Company for over one and half decade. In order to comply with the provisions of the newly enacted Companies Act, 2013 ('Act') and the then prevailing listing agreements with the stock exchanges, the members of the Company had, at their 78th Annual General Meeting (AGM) held on 6th August, 2014, appointed Dr. Kohli and Gen. Hazari as Independent Directors (ID) for a term upto 31st March, 2017.

As per the provisions of Section 149 of the Act and the Rules framed thereunder and also the SEBI (LODR) Regulations, 2015 ('Listing Regulations'), an ID can be re-appointed by passing a special resolution by the Company and disclosure of such re-appointment in the Board's report.

Dr. Kohli and Gen. Hazari are eligible and are not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and have consented to continue to act as Independent Directors of the Company. The Company has also received declarations from these Directors that they meet with the criteria of independence as prescribed Section 149(6) of the Act and the Listing Regulations. Further, the Company has received notice(s), in writing, from some member(s) proposing their candidatures for re-appointment as Independent Directors, along with the requisite deposit under Section 160 of the Act. In the opinion of the Board, both of them fulfill the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for re-appointment as Independent Director and they are independent of the management.

Based on the professional skill, knowledge, experience and the contributions made by Dr. Kohli and Gen. Hazari during their association with the Company and also on the basis of their performance evaluation, the Board of the Directors of the Company have, on the recommendations of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of both these Independent Directors. It is therefore proposed to re-appoint Dr. Kohli and Gen. Hazari as Independent Directors of the Company, to hold office with effect from 1st April, 2017 till the conclusion of the 84th AGM of the Company, whose period of office shall not be liable to retirement of directors by rotation. In compliance with the provisions of Section 149 read with Schedule IV of the Act, their re-appointments are being placed before the members for approval by way of special resolution. Necessary disclosure about their re-appointment shall be made in the Board's report in due course.

The relevant information under Regulation 36 (3) of the Listing Regulations in respect of Dr. Kohli and Gen. Hazari are provided at **Annexure B** to this Notice.

The draft terms and conditions for the re-appointment of Dr. Kohli and Gen. Hazari as Independent Directors are available for inspection by members at the Registered Office of the Company.

The Board commends the passing of Special Resolutions set out at Item Nos.2 and 3 of the Notice.

Save and except Dr F.C. Kohli and Lt Gen K.K.Hazari (Retd.) and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item Nos.2 and 3 of the Notice.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No.1 of the Notice

I. General Information:

1. *Nature of Industry:* Manufacture of sugar integrated with cogeneration of power and distillery operations, high speed gears, water & waste water treatment plants.
2. *Date or expected date of commencement of commercial production:* Existing Company in operation since 1933.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. *Financial performance based on given indicators:* (Rs. in Lakhs)

Sl.No.	Particulars	2015-16 (12 Months)	2014-15 (12 Months)	2012-14 (18 Months)
1.	Turnover (Net)	191502.42	206082.52	315357.65
2.	Profit/(Loss) before tax	(1229.94)	(18145.97)	(16737.42)
3.	Net Profit/(Loss) after tax	(1229.94)	(16409.09)	(15277.82)
4.	Paid-up share capital	2579.45	2579.45	2579.00
5.	Reserves & Surplus	57727.18	58964.30	78257.38

5. *Foreign investments or collaborators, if any:* The Company has license agreements with Lufkin Industries, USA for enhanced product and geographies in the high speed gear segment and niche low speed gear applications for major industrial segments. Further, the Company has entered into a Strategic Supply Agreement with Lufkin Industries LLC (a corporation of GE Oil & Gas Business) for supply of gear boxes and components to them.

The Company has made a strategic investment in the share capital of Aqwise Wise Water Technologies Limited, Israel (Aqwise), a leader in development and implementation of wastewater treatment solutions for the industrial and municipal markets, by way of subscribing/acquiring 25.04% of the equity share capital of Aqwise. Through this acquisition, the Company has secured access to their technology for furtherance of business in India.

II. Information about Mr Tarun Sawhney

1. *Background details:* Mr Tarun Sawhney is one of the promoters of the Company. Mr Tarun Sawhney, aged about 43 years, joined the Company in August 2002 as Corporate Vice President. He was inducted on the Board of Company since November 19, 2008. Presently, he is the Vice Chairman and Managing Director of the Company. He possesses a Bachelor degree in Arts (Economic Honors) and a Masters degree in Arts from the Emmanuel College, University of Cambridge, UK – one of the oldest academic institutions in the world and is regarded as one of the best undergraduate institutions globally, and a Masters’ degree in Business Administration from the Wharton School of Business, University of Pennsylvania, USA, a premier academic institution (Wharton). He has work experience in the fields of agriculture, manufacturing, information technology, financial and portfolio analysis. He has also international exposure through working in foreign companies. He is the past president of Indian Sugar Mills Association (ISMA). Some of the other companies where he serves as a board member include Triveni Turbine Ltd., GE Triveni Ltd. and Indian Sugar Exim Corporation Ltd.

2. *Past Remuneration:*

Financial Year	Amount (Rs. in lakhs)
2015-16 (12 months)	134.00*
2014-15 (12 months)	138.00*
2012-14 (18 months)	203.82*

*excluding retiral benefits (PF, Superannuation and Gratuity)

3. *Recognition or awards:* Mr Tarun Sawhney was the only person to receive from AT Kearney, UK an MBA sponsorship to Wharton. He was selected by Wharton from amongst 1500 candidates for the Academic Services Advisory Board and the Admissions Committee.

4. *Job profile and his suitability:* Mr Tarun Sawhney, Vice Chairman & Managing Director has been entrusted with substantial powers of the management of business and affairs of the Company. He has over one decade of experience in Sugar and Engineering businesses of the Company and its associate companies. The Company has been substantially benefitted by his vision, professional knowledge and managerial expertise and has made enormous progress. Mr Tarun Sawhney plays a major role in providing thought leadership and strategic inputs to the Company.
5. *Remuneration proposed:* As stated in the explanatory statement to Special Resolution at Item No.1 of the Notice.
6. *Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):* Remuneration of Mr Tarun Sawhney is in sync with his peers and is commensurate with his qualification, experience, the size of the Company and diverse nature of its businesses.
7. *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:* Mr Tarun Sawhney is a Promoter-Director, holding 1,46,95,375 equity shares of Re.1/- each representing about 5.70% of the total paid-up capital of the Company. Mr Dhruv M. Sawhney, Chairman and Managing Director and Mr Nikhil Sawhney, Director are the father and brother respectively of Mr Tarun Sawhney.

III. Other information:

1. *Reasons for loss or inadequate profits:* Sugar Business is one of the major businesses of the Company and it is a cyclical business which is dependent upon climatic factors, supply demand and Government policies. It has been incurring losses for the last several years, mainly due to mismatch between input and output pricing resulting from unrealistically high sugarcane pricing. Even the growth of Engineering Business of the Company has been stagnant due to slowdown in the capital goods industry and due to other macro- economic factors.

However, the performance of the Company in the FY 2016-17 has substantially improved but the Company is not likely to have adequate profits for the payment of managerial remuneration after setting off accumulated losses pertaining to earlier years.

2. *Steps taken or proposed to be taken for improvement:* In order to increase the operational efficiencies and to reduce the overall cost of production, the Company had undertaken extensive work, mainly relating to cane development, with a view to ensure proper sugarcane varietal balance to enhance recoveries and yields. The efforts of the Company in this direction have been paying dividend as is evident from much improved performance achieved in Sugar Season 2015-16 and in the on-going Sugar Season 2016-17. The aforesaid measures, along with optimization in Cogeneration and Distillery operations, will help the Sugar Business to meet the cyclicalities of the industry. Likewise, new products and markets are being explored with a view to achieve growth in the Engineering Business even under present challenging industrial environment.
3. *Expected increase in productivity and profits in measurable terms:* Through a variety of measures taken by the Company as aforesaid and due to upturn in the sugar cycle, the Company has achieved much improved performance in the nine months ended 31st December, 2016 and in view of improved sugar fundamentals presently prevailing, the Company may be able to achieve improved performance results and in view of enhanced productivity and operational efficiencies, the Company is likely to absorb the impact of cyclicity to a greater extent. In view of various variables involved, especially in the Sugar business, it is not practical to forecast the productivity and profitability in measurable terms.

IV. Disclosures:

1. *Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the financial statement:* The requisite details of remuneration etc. of Directors are/will be included in the Corporate Governance Report, forming part of the Annual Report of the Company.

By Order of the Board

Place: Noida
Date : February 9, 2017

Geeta Bhalla
Group General Manager & Company Secretary

Relevant information pursuant to Regulation 36(3) of the Listing Regulations about the Directors seeking re-appointment

Dr. F.C. Kohli (DIN: 00102878)

Independent Non-Executive Director

Dr. F.C. Kohli, has been on the Board of the Company since 27th May, 2000. He is a professional with vast business experience. He graduated in Electrical Engineering from Queen's University, Canada and MS in Electrical Engineering from the Massachusetts Institute of Technology, USA. Dr. Kohli is a fellow of IEEE USA, IET UK, Institution of Engineers India, Computer Society of India and many others. He was conferred Honorary Doctorate in Engineering by the University of Waterloo, Canada; Robert Gordon University, Aberdeen UK; and in India by Indian Institute of Technology, Mumbai & Kanpur, University of Roorkee, Uttar Pradesh and Jadavpur University, Kolkata.

Dr. Kohli is credited as 'Father of Information Technology' revolution in India. He was conferred the title of "Padma Bhushan" in 2002 for contribution to the software industry, by the Government of India. He has also been honoured with numerous awards and recognitions which includes, Dadabhai Naoroji Memorial Award, ET Lifetime Achievement Award, NASSCOM and CNBC-TV18 first "IT User Awards 2008" under the category "Lifetime Achievement Award".

Dr Kohli is associated with Tata Group and was on the Boards of various Tata's companies. He had also served as the Deputy Chairman of Tata Consultancy Services (TCS).

List of other Directorship held in listed entity	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
Director Dolphin Offshore Enterprises (India) Ltd.	NIL	NIL

Lt. Gen. K. K. Hazari (Retd.) (DIN: 00090909)

Independent Non-Executive Director

Lt. Gen. K. K. Hazari (Retd.), is a Director of the Company since 3rd April, 2000. He is a graduate of Defence Services Staff College, Camberley, UK and National Defence College, New Delhi. He has rendered 38 years of service in the Armed Forces of India and has served as Vice Chief of Army Staff. He has a special interest in matters like long term planning, management structures and systems and financial planning and has written extensively on these subjects. He was a member of the Committee of Defence Expenditure appointed by the Govt. of India in 1990 as also of the Kargil Review Committee constituted by the Government of India.

List of other Directorship held in listed entity	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
Director Triveni Turbine Ltd.	Audit Committee Triveni Turbine Ltd. - Chairman Interglobe Enterprises Ltd. - Member Stakeholders' Relationship Committee Triveni Turbine Ltd. - Chairman	NIL

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

Triveni Engineering & Industries Limited

Regd office: Deoband, District Saharanpur, Uttar Pradesh-247 554.

Corp office : 8th Floor, Express Trade Towers, Plot No.15-16 , Sector 16A , Noida 201301 (U.P.)

Tel: 91 120 4308000, **Fax:** 91 120 4311010-11

E-mail: shares@trivenigroup.com, **Website:** www.trivenigroup.com, **CIN:** L15421UP1932PLC022174



Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247 554

Corporate Office: 8th Floor, Express Trade Towers, Plot No. 15-16, Sector 16-A, Noida - 201301, U.P., India

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E-mail: shares@trivenigroup.com, **Website:** www.trivenigroup.com, **CIN:** L15421UP1932PLC022174

POSTAL BALLOT FORM

Sl. No.

1	Name and Registered address of the sole / first named member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No / DP ID No. / Client ID No. * (*Applicable only to investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

5. I/We hereby exercise my /our vote(s) in respect of the following special resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice dated February 09, 2017 by recording my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description of Resolution	No. of Equity Shares for which vote cast	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for the payment of remuneration to Mr Tarun Sawhney, Managing Director (designated as Vice Chairman and Managing Director) (DIN:00382878) of the Company w.e.f. 1 st April, 2017 for the remaining period of his existing tenure i.e. upto 30 th September, 2018			
2.	Special Resolution for re-appointment of Dr. F.C. Kohli (DIN:00102878) as an Independent Director w.e.f. 1 st April, 2017 till the conclusion of 84 th AGM of the Company.			
3.	Special Resolution for re-appointment of Lt. Gen. K.K. Hazari (Retd.) (DIN:00090909) as an Independent Director w.e.f. 1 st April, 2017 till the conclusion of 84 th AGM of the Company.			

Place:

Date:

Signature of the Member

Particulars of voting through Electronic Means

For those opting to voting through e-voting, instead of voting by the above postal ballot. Facility is available at the web link: <https://evoting.karvy.com>. Particulars for e-voting are as under:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read carefully the instructions printed overleaf before exercising the vote. Please refer to the procedure and instructions for e-voting provided in the Postal Ballot Notice sent herewith.

Instructions for Postal Ballot:

- 1) A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects (in original as no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postal Ballot Form may be sent through courier or registered/speed post at the expense of registered member. Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
- 2) Alternatively, a member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
- 3) The self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Company.
- 4) The voting period for exercising vote by postal ballot/e-voting commences on **Thursday, March 2, 2017 (9.30 a.m. IST) and ends on Friday, March 31, 2017 (5.30 p.m. IST).**
- 5) The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company on or before the close of the working hours i.e. by **5.30 p.m. IST on Friday, March 31, 2017.** Postal Ballot received after this date will be strictly treated as if the reply from the member has not been received and the same will not be considered. In case of e-voting, the e-voting module shall be disabled by Karvy for voting upon expiry of the aforesaid voting period.
- 6) In case shares are jointly held, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- 7) In case of shares held by Companies, Institutional Investors, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter/power of attorney etc. and sent to the Scrutinizer in the manner stated in the Notice of Postal Ballot.
- 8) 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 **February 17, 2017 (cut-off date).**
- 9) Members are requested not to send any paper (other than the resolution/authority letter/power of attorney as mentioned in instruction No.7 above) along with the Postal Ballot Form in the enclosed self-addressed prepaid postage envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 10) A tick mark (✓) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot form bearing tick mark (✓) in both the columns will render the same invalid.
- 11) A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Corporate Office of the Company. However, the duly filled in and signed duplicate Postal Ballot form should reach the Scrutinizer not later than the time and date specified hereinabove.
- 12) The vote in this Postal Ballot cannot be exercised through proxy.
- 13) There will be only one Postal Ballot Form for every Folio/Client ID.
- 14) Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
- 15) The Scrutinizer's decision on the validity or otherwise of the Postal Ballot Form will be final.