

By E-filing

Date: 5<sup>th</sup> September, 2016

REF:TEIL:SE:

The Deputy General Manager Department of Corporate Services, Bombay Stock Exchange Ltd. 1 <sup>st</sup> 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
<b>STOCK CODE: 532356</b>	<b>STOCK CODE: TRIVENI</b>
<b>Sub: Details of Voting Results at the Court Convened Meeting of the Company held on 3<sup>rd</sup> September, 2016, pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015.</b>	

Dear Sirs,

We wish to inform you that the Equity Shareholders of the Company have, at the Court Convened Meeting (CCM) held on Saturday, the 3<sup>rd</sup> September, 2016 at 11.00 A.M. at the Company's Guest House at Sugar Unit Complex, Deoband, District Saharanpur-247 554 (U.P.), approved unanimously the Scheme of Arrangement between the Company, Triveni Engineering & Industries Ltd. (Transferor Company) and Triveni Industries Ltd. (Resulting Company) and their respective shareholders and creditors under Sections 391-394 of the Companies Act, 1956 ('Scheme') with the following modification proposed at the CCM:-

**Modification in the Scheme** – A new sub-clause 17.3 as mentioned below is hereby inserted in Clause 17 of the Scheme –

“17.3 It is hereby clarified that the Transferor Company and the Resulting Company, through their respective Board of Directors, be and are hereby authorized to take all such steps as may be necessary, desirable and proper to ensure compliance with the applicable notified Accounting Standards and generally accepted accounting principles including accounting standards prescribed under the Companies (Indian Accounting Standards) Rules 2015 ('Applicable Accounting Standards'). It is further clarified that the reference to the book values under this Scheme read with clause 8.2 above, shall mean the values computed in accordance with the Applicable Accounting Standards.”

As required under Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we submit herewith the details regarding the voting results in the prescribed format, as per Annexure-I, for the resolution passed at the said CCM.

Further, the said Scheme with the modification stated above has also been approved unanimously/with requisite majority by the Secured and Unsecured Creditors of the Company respectively at their respective CCMs held on 3<sup>rd</sup> September, 2016. A copy of this communication is also being uploaded on the Company's website.

You are requested to please take the above on record and disseminate to all concerned.

Thanking you,

Yours faithfully,

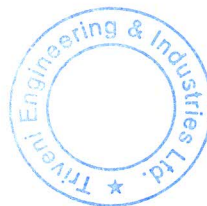
For Triveni Engineering & Industries Ltd.,



GEETA BHALLA

Group General Manager & Company Secretary

Encl: As above



**Triveni Engineering & Industries Limited**

Date of the Court Convened Meeting (CCM): 3rd September 2016

Total number of shareholders on record date: 35556

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

Promoters and Promoter Group	16
Public	161

No. of Shareholders attended the meeting through Video conferencing:

Promoters and Promoter Group	Not Applicable
Public	

**Detail of the Agenda:**

**AGENDA/RESOLUTION : Approval of Scheme of Arrangement between the Triveni Engineering & Industries Ltd. (Transferor Company) and Triveni Industries Ltd. (Resulting Company) and their respective shareholders and creditors under sections 391-394 of the Companies Act, 1956 with modification proposed at the CCM.**

<b>Resolution Required : Ordinary/Special</b>				Approval by majority in number representing three-fourths in value of the members present and voting either in person or by proxy at the meeting.				
<b>Whether promoter /promoter group are interested in the said resolution</b>				None of the promoters of the Company have any material interest, direct or indirect, in the Scheme except to that extent of their respective shareholdings in the Company and the shares which they will get in the Resulting Company like any other shareholder.				
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	175957229	NA	NA	NA	NA	NA	NA
	Poll		175957229	100.00	175957229	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		175957229	100.00	175957229	0.00	100.00	0.00
Public – Institutional holders	E- Voting	16713965	NA	NA	NA	NA	NA	NA
	Poll		7312656	43.75	7312656	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		7312656	43.75	7312656	0	100.00	0.00
Public- Others	E- Voting	65273916	NA	NA	NA	NA	NA	NA
	Poll		777260	1.19	777260	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		777260	1.19	777260	0	100	0
<b>Total</b>		<b>257945110</b>	<b>184047145</b>	<b>71.35</b>	<b>184047145</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

NA: Not Applicable

For Triveni Engineering &amp; Industries Ltd.

*Puli Shal*  
Group General Manager & Company Secretary