

By E-filing

Date: 4th April, 2017

REF:TEIL:SE:

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: 532356	STOCK CODE: TRIVENI
Sub: Disclosure of Voting Results in respect of business conducted through postal ballot (including e-voting) vide Notice dated 9th February, 2017	

Dear Sirs,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we submit herewith the agenda-wise details of voting results, in the prescribed format, declared today i.e. 4th April, 2017 in respect of business conducted through postal ballot process (including e-voting), as per Notice of Postal Ballot dated 9th February, 2017, along with consolidated report of the Scrutinizer on postal ballot voting (including e-voting).

Please note that all the special resolutions, as set out in the Notice of Postal Ballot dated 9th February, 2017 have been passed by the members with requisite majority.

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

Company Name	TRIVENI ENGINEERING & INDUSTRIES LIMITED
Date of the AGM/EGM	N.A.
Total number of shareholders on record date	33265
No. of shareholders present in the meeting either in person or	N.A.
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	N.A.
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL - 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. 1st April, 2017 for the remaining period of his existing tenure i.e. upto 30th September, 2018.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	175957229	100.0000	175957229	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	21779082	21449783	98.4880	20564819	884964	95.8742	4.1257
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	60208799	63974	0.1063	63218	756	98.8182	1.1817
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		*1098477	1.8244	1098477	0	100.0000	0.0000
Total		257945110	198569463	76.9813	197683743	885720	99.5539	0.4461



Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for re-appointment of Dr. F.C. Kohli (DIN:00102878) as an Independent Director w.e.f. 1st April, 2017 till the conclusion of 84th AGM of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	175957229	100.0000	175957229	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	21779082	21449783	98.4880	20429051	1020732	95.2412	4.7587
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	60208799	63734	0.1059	63633	101	99.8415	0.1584
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		*1098477	1.8244	1098477	0	100.0000	0.0000
Total		257945110	198569223	76.9812	197548390	1020833	99.4859	0.5141

Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for re-appointment of Lt. Gen. K.K. Hazari (Retd.) (DIN:00090909) as an Independent Director w.e.f. 1st April, 2017 till the conclusion of 84th AGM of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	175957229	100.0000	175957229	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	21779082	21449783	98.4880	19859382	1590401	92.5854	7.4145
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	60208799	63734	0.1059	63233	501	99.2139	0.7860
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		*1098477	1.8244	1098477	0	100.0000	0.0000
Total		257945110	198569223	76.9812	196978321	1590902	99.1988	0.8012

* Excluding 2200 Invalid Shares

For Triveni Engineering & Industries Ltd.

G. K. Hazari
Group General Manager & Company Secretary

SURESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman, Vihar Metro Station,
Laxmi Nagar, Delhi-110092

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Scrutinizer's Report

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the (Companies Management and Administration) Rules, 2014) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Chairman
M/s Triveni Engineering & Industries Limited
CIN: L15421UP1932PLC022174
Corporate Office: 8th Floor, Express Trade Towers,
Plot No. 15-16, Sector 16A,
Noida- 201301, U.P.

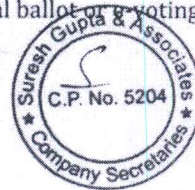
Consolidated Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 09, 2017 through Postal Ballot

Dear Sir,
I, Suresh Kumar Gupta, Proprietor of M/s Suresh Gupta & Associates, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of M/s Triveni Engineering & Industries Limited ('the Company') for scrutinizing postal ballot voting including voting by electronic means in a fair and transparent manner in respect of the resolutions contained in the Notice of Postal Ballot dated February 09, 2017 proposed to be passed by the shareholders of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated February 09, 2017, based on the reports generated from the e-voting system provided by the authorized agency, M/s Karvy Computershare Private Limited ('Karvy') engaged by the Company to provide e-voting facility and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5.30 p.m. on Friday, March 31, 2017.

I submit my report as under:

1. Dispatch of the Postal Ballot notice containing the explanatory statement and the Postal Ballot form alongwith self-addressed prepaid business reply envelope to the Members of the Company was completed on February 28, 2017. The said documents were sent by the Company in electronic mode to those members who registered their e-mail addresses with their respective Depository Participants and in physical mode to the other members.
 2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cutoff date i.e. February 17, 2017 were entitled to cast their votes by postal ballot or e-voting.
- Contd.....2



3. Voting through Postal Ballot and E-voting commenced on **Thursday, March 2, 2017 (9.30 a.m. IST)** and ends on **Friday, March 31, 2017(5.30 p.m. IST)**. E-voting was blocked at 5.30 p.m. on March 31, 2017 by Karvy, the e-service agency engaged by the Board of Directors of the Company.
4. The Postal Ballot forms received from the Members were kept in a locked ballot box before commencement of the scrutiny.
5. After the time fixed for closing of the e-voting, i.e. 5.30 p.m. on Friday, March 31, 2017, a final electronic report of the e-voting was generated by me by accessing the data available to me from the Authorised Agency M/s Karvy Computershare Private Limited to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
6. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.30 p.m. on Friday March 31, 2017, were diligently scrutinized and reconciled with the records maintained by the Company through, Karvy the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. The Ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately. I did not find any defaced or mutilated ballot papers.
8. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 09, 2017 through Postal Ballot is as under:

Resolution No. 1: Special Resolution

Payment of remuneration to Mr. Tarun Sawhney, Managing Director (designated as Vice Chairman and Managing Director) (DIN:00382878) of the Company w.e.f. 1stApril, 2017 for the remaining period of his existing tenure i.e. upto 30thSeptember, 2018.

- a) Votes cast "in favour" of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	62	1098477	100.00
Electronic (e-voting)	61	196585266	99.55
Total	123	197683743	99.55

Contd.....3



b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	0	0	00.00
Electronic (e-voting)	8	885720	00.45
Total	8	885720	00.45

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	1	2200
Electronic (e-voting)	0	0
Total	1	2200

Resolution No. 2: Special Resolution

Re-appointment of Dr. F.C. Kohli (DIN: 00102878) as an Independent Director w.e.f. 1st April, 2017 till the conclusion of 84th AGM of the Company.

a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	62	1098477	100.00
Electronic (e-voting)	65	196449913	99.43
Total	127	197548390	99.43

Contd.....4



b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	0	0	00.00
Electronic (e-voting)	4	1020833	00.52
Total	4	1020833	00.51

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	1	2200
Electronic (e-voting)	0	0
Total	1	2200

Resolution No. 3: Special Resolution

Re-appointment of Lt. Gen. K.K. Hazari (Retd.) (DIN: 00090909) as an Independent Director w.e.f. 1stApril, 2017 till the conclusion of 84th AGM of the Company

a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	62	1098477	100.00
Electronic (e-voting)	64	195879844	99.19
Total	126	196978321	99.20

Contd.....5



b) Voted cast "against" the resolution

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total Number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	5	1590902	00.81
Total	5	1590902	00.80

c) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	1	2200
Electronic (e-voting)	0	0
Total	1	2200

9. In view of the above scrutiny, I hereby certify that all the three resolutions specified in the Postal Ballot Notice dated February 09, 2017 have been passed with the requisite majority.

10. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the company secretary for preserving safely after the chairman signs the Minutes.

For Suresh Gupta & Associates
Company Secretaries



Suresh Kumar Gupta
FCS 5660, CP No. 5204



Date : 04.04.2017
Place : Delhi