

REF:TEIL:SE:

Date 6th June, 2022

BSE Limited Department of Corporate Services, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Listing Department Exchange Plaza, 5 th Floor, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
STOCK CODE: 532356	STOCK CODE: TRIVENI
Sub: Outcome of the Extra-ordinary General Meeting of the Company held on 6th June, 2022	

Dear Sirs,

We wish to inform you that an Extra-Ordinary General Meeting ('EGM') of the Company has been duly convened and held on Monday, the 6th June, 2022 at 11:30 a.m. (IST) through Video Conferencing. In this regard, we enclose herewith the following:-

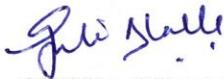
1. The proceedings of EGM pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 (Listing Regulation) – Annexure I;
2. Agenda-wise details of Voting Result of EGM in terms of Regulation 44(3) of the Listing Regulations – Annexure II; and
3. Consolidated Scrutinizer's Report dated 6th June, 2022 – Annexure III.

You are requested to please take the above on record.

Thanking you,

Yours faithfully,

For Triveni Engineering & Industries Ltd.



GEETA BHALLA
Group Vice President &
Company Secretary
M.No.A9475

Encl: As above

Gist of Proceedings of the Extra-ordinary General Meeting of the Members of Triveni Engineering & Industries Ltd. ('the Company') held on Monday, the 6th June, 2022 which commenced at 11:30 a.m. and concluded at 12:15 p.m. through Video Conferencing / Other Audio Visual Means.

An Extra-ordinary General Meeting (EGM) of the Company was held on Monday, the 6th June, 2022 at 11:30 a.m. (IST) through Video Conferencing (VC) in accordance with the relevant circulars/guidelines issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India.

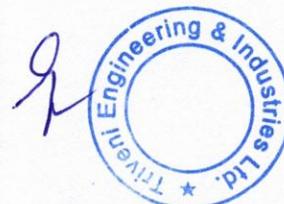
Ms Homai A. Daruwalla, Independent Director and Chairperson of the Audit Committee informed the members that Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director and Mr Nikhil Sawhney, Non-Executive Director of the Company, being an interested party in the agenda item of the EGM, have recused themselves from the EGM proceedings. Accordingly, the Directors of the Company have requested her to act as the Chairperson for this EGM.

Besides Ms Homai A. Daruwalla, Mr J.K. Dadoo, Independent Director, Mr Yogesh Gupta, representative of the Statutory Auditors and Mr Suresh Gupta, practising company secretary, Scrutinizer were also present at the EGM.

As per the attendance records, a total of 74 members attended the EGM. The requisite quorum being present, the Chairperson called the meeting to order.

The Chairperson briefed the members about the purpose of convening the EGM. It was explained that the EGM has been convened for seeking approval of the shareholders for the proposed sale of equity shares of Triveni Turbine Limited (TTL) aggregating to a minimum of 10% and up to 12% equity share capital of TTL held by this Company, Triveni Engineering & Industries Limited to Mr Dhruv Sawhney, individually or together with Mrs Rati Sawhney and the Manmohan Sawhney HUF, on an arms' length basis. Since the proposed sale is a material related party transaction, approval of the members of the Company was sought by way of an ordinary resolution.

Thereafter, the Notice convening the EGM dated 9th May, 2022 (the "Notice") was taken as read. The Chairperson informed that in compliance with the relevant provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI Listing Regulations, the Company has provided remote e-voting facility to the members to cast vote on the resolution, as set out in the Notice of EGM, through the e-voting platform of Company's Registrar & Share Transfer Agent, M/s KFin Technologies Ltd. ('KFIN') during 3rd June, 2022 (10:00 a.m. IST) to 5th June, 2022 (5:00 p.m. IST). Further, the members who were present at the Meeting and had not cast their votes by remote e-voting, would have an opportunity to cast their votes through e-voting facility (insta-poll) at the end of the meeting.



The Chairperson further informed the members that Mr Suresh Gupta, Practising Company Secretary (FCS 5660/CP No.5204) was appointed as the Scrutinizer by the Board to scrutinize the voting process (both remote e-voting and insta-poll e-voting at the EGM) in a fair and transparent manner. It was also informed that the consolidated results of voting (both remote e-voting and insta-poll e-voting at the EGM) along with consolidated scrutinizer's report shall be uploaded on the websites of the Company and KFIN, besides communicating to the BSE Ltd. and National Stock Exchange of India Ltd. within the prescribed time.

The Chairperson then invited the members to give their views and raise queries on the only agenda item of the meeting. The views/queries raised by a few members were addressed by the Chairperson suitably.

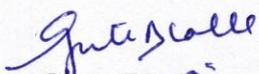
The Chairperson announced activation of the e-voting facility (insta-poll) for 15 minutes for those members who were attending the EGM, but have not cast their vote through remote e-voting. The Chairperson also thanked all the members for their presence and participation in the meeting.

Thereafter, the e-voting (insta-poll) was conducted smoothly. The following agenda item as set out in the Notice convening the EGM has been transacted at the meeting as an ordinary resolution:-

Agenda Item	Resolution
Sale of equity shares of Triveni Turbine Limited aggregating to a minimum of 10% and up to 12% equity share capital of TTL held by Triveni Engineering & Industries Ltd. ("Company") to Mr. Dhruv Sawhney, individually or together with Mrs. Rati Sawhney and the Manmohan Sawhney HUF.	Ordinary

Based on the Consolidated Scrutinizer's Report dated 6th June, 2022, the aforesaid resolution has been passed by the members with requisite majority.

For Triveni Engineering & Industries Ltd.



Geeta Bhalla
Group Vice President &
Company Secretary
M.No.ACS9475



Annexure - II

TRIVENI ENGINEERING & INDUSTRIES LIMITED	
Date of the AGM/EGM	06-06-2022
Total number of shareholders on record date (30-05-2022)	94343
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	74

Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - Sale of equity shares of Triveni Turbine Limited (TTL) aggregating to 10-12 % equity share capital of TTL held by Triveni Engineering and Industries Limited ("Company") to Mr. Dhruv Sawhney, individually or together with Mrs. Rati Sawhney and the Manmohan Sawhney HUF.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	16,54,39,263	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	E-Voting	2,59,00,197	1,99,95,755	77.2031	1,99,95,755	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,99,95,755	77.2031	1,99,95,755	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	5,04,15,650	53,23,908	10.5600	53,23,616	292	99.9945	0.0055	0	170	
	Poll		6,86,812	1.3623	6,86,812	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		60,10,720	11.9223	60,10,428	292	99.9951	0.0049	0	170	
Total		24,17,55,110	2,60,06,475	10.7574	2,60,06,183	292	99.9989	0.0011	0	170	

For Triveni Engineering & Industries Ltd.

[Signature]
Group Vice President & 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

Mob. 9312257002, Ph. 011-43061664, Mail: sureshguptacs@gmail.com, www.sureshgupta.in

Report of Scrutinizer

[Pursuant to rule section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairperson of the Extra Ordinary General Meeting (EGM) of
M/s Triveni Engineering & Industries Limited held on 6th June, 2022
at 11.30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

1. I, Suresh Gupta, Practicing Company Secretary of M/s Suresh Gupta & Associates, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of **Triveni Engineering & Industries Limited** ("the Company") for the purpose of conducting the process of remote e-voting and e-voting during the Extra Ordinary General Meeting ("EGM") pursuant to the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") on the resolution contained in the Notice of the EGM of the Company, held on Monday, the 6th day of June, 2022 at 11.30 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), in accordance with the General Circulars No. 3/2022 dated 5th May, 2022, read with Circular No. 20/2021 dated 8th December, 2021 and other applicable circulars issued by the Ministry of Corporate Affairs..
2. The Notice of the EGM along with the Explanatory Statement was dispatched on 12th May, 2022 through electronic mode to all those Members whose e-mail addresses were registered with the Company, KFIN Technologies Limited, Registrar & Share Transfer Agents of the Company ("RTA"/"KFintech") and Depositories viz., National Securities Depository Limited ("NSDL") or Central Depository Services (India) Limited ("CDSL") and to all other Members physically at their registered address through permitted mode. The Notice of the EGM was made available on the website of the Company, websites of Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited and also on the website of KFintech, the authorized agency appointed for providing VC/OAVM facility and electronic voting platform for remote e-voting and e-voting during the EGM.

Contd.....2



Triveni Engineering & Industries Limited.....2

3. An advertisement was also published in The Financial Express (English) and Jansatta (Hindi) on 14th May, 2022, specifying the date and time of the EGM, availability of the notice of EGM on the websites of the Company, Stock Exchanges and KFintech, manner of voting through electronic mode etc.
4. The management of the Company is responsible to ensure the compliance with requirements of the Act and the Rules relating to voting through electronic means (which includes remote e-voting and e-voting (insta-poll) during the EGM) on the resolution contained in the Notice of the EGM of the Company. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a consolidated Scrutinizer's Report on the voting on the said resolution based on the reports generated from the electronic voting system provided by KFintech.
5. Further to the above, we submit our report as under:-
 - i) The Members of the Company as on the "cut-off" date i.e. 30th May, 2022, were entitled to vote on the resolution as set out in the Notice of the EGM of the Company.
 - ii) The remote e-voting period commenced at 10.00 a.m. (IST) on Friday, the 3rd day of June, 2022 and ended at 5.00 p.m. (IST) on Sunday, the 5th day of June, 2022.
 - iii) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the EGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of the EGM, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held, but not the manner in which they had voted.
 - iv) After going through the details of members who had cast their votes through remote e-voting, such as their names, folios, number of shares held, downloaded from the e-voting module of KFintech, we have ensured that members who have cast their votes through remote e-voting have not voted again at the EGM.
 - v) The e-voting was unblocked by us immediately after the end of e-voting period in presence of two witnesses not in the employment of the Company and e-voting report was downloaded from the website of KFintech in respect of members, who voted through e-voting.



vi) The votes received electronically (remote e-voting and e-voting at the EGM) were duly scrutinized and the shareholding was reconciled with the Register of Members/List of Beneficial Owners of the Company as on 30th May, 2022. Based on the reports generated from KFintech e-voting system, My consolidated report on the result of voting through remote e-voting and e-voting (insta-poll) during the EGM) is as under:

RESOLUTION : ORDINARY RESOLUTION

Sale of equity shares of Triveni Turbine Limited (“TTL”) aggregating to a minimum of 10% and up to 12% equity share capital of TTL held by Triveni Engineering & Industries Limited (“Company”) to Mr. Dhruv Sawhney, individually or together with Mrs. Rati Sawhney and the Manmohan Sawhney HUF.

a) Votes cast “in favour” of resolution:

<i>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>
Remote e-voting	188	25319371	99.9988
Voting (insta-poll) at the EGM	42	686812	100.0000
Total	230	26006183	99.9989

b) Voted cast “against” the resolution:

<i>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>
Remote e-voting	13	292	0.0012
Voting (insta-poll) at the EGM	0	0	0.0000
Total	13	292	0.0011

c) Invalid votes:

<i>Voting</i>	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	Nil	N.A.
Voting (insta-poll) at the EGM	Nil	N.A.
Total	Nil	N.A.

Contd.....4



d) Abstain votes:

<i>Voting</i>	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	1	170
Voting (insta-poll) at the EGM	0	0
Total	1	170

Based on the aforesaid result, we report that one (1) Ordinary Resolution as set out in the notice of the EGM dated May 9, 2022 has been **passed with the requisite majority**.

- All electronic data and relevant records of voting will remain in my custody until the Chairperson considers, approve and signs the minutes of the EGM and same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,
Suresh Gupta & Associates
Company Secretaries


Suresh Gupta
FCS: 5660,
C.P. No: 5204
(Scrutinizer)
UDIN: F005660D000465911
Peer Review Cert. No. 740/2020



Date: 06/06/2022
Place: Noida