



ENGINEERING & INDUSTRIES LTD.

CORPORATE OFFICE

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By E-filing

Date: 29th September, 2018

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 under Regulation 44(3) of the SEBI (LODR) Regulations, 2015 - Voting Results of the 82nd Annual General Meeting of the Company held on 28th September, 2018 together with Scrutinizer's Report	

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 of the 82nd Annual General Meeting (AGM) of the Company held on 28th September, 2018 in the prescribed format, as per Annexure-I, along with consolidated report of the Scrutinizer on remote e-voting and poll (voting through ballot papers) conducted at the AGM.

Please note that all the resolutions, as set out in the Notice of 82nd AGM have been passed by the members unanimously or 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 Vice President &
Company Secretary

Encl: As above

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

[Consolidated Report of Remote e-voting and voting at Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 and Companies (Management and Administration Rules), 2014]and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,
The Chairman
82ndAnnual General Meeting of the Equity Shareholders
Of M/s Triveni Engineering & Industries Limited held on
Friday, 28th day of September, 2018 at 12:30 P.M

Dear Sir,

I, Suresh Kumar Gupta, Company Secretary in practice, having office at 204, Silver Complex, A-73, Opp. Metro Pillar No.60, Near Nirman Vihar Metro Station, Laxmi Nagar, Delhi-110092 was duly appointed as Scrutinizer by the Board of Directors of M/s Triveni Engineering & Industries Limited ["the Company"] for the purpose of Scrutinizing the process of voting through remote e-voting and voting through polling paper in a fair and transparent manner and also for ascertaining the requisite majority as per the provisions of Section 108 and 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the 82nd Annual General Meeting ("AGM") of the Company held on Friday, 28th day of September, 2018 at 12:30 P.M at Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247554 in respect of the resolutions transacted at the said AGM do hereby submit my report as under:-

1. The Company has appointed M/s Karvy Computershare Pvt. Ltd. ("Karvy"), the Registrar and Share Transfer Agent ("RTA"), to provide and facilitate remote e-voting process to its members to cast their votes through a secured electronic mode on the resolutions to be transacted at the said AGM.
2. The E-Voting period remained open from 9.30 A.M. on Tuesday, the 25th day of September, 2018 to 5.00 P.M. on Thursday the 27th day of September, 2018.
3. The Shareholders holding shares as on the "cut-off date" i.e. the 21st day of September, 2018 were entitled to vote on the proposed 5 (Five) Resolutions at Items No.1 to 5 as set out in the Notice dated August 7, 2018 of the 82nd AGM of the Company.
4. The Chairman ordered poll by polling papers in respect of all the resolutions contained in the Notice of the 82nd AGM for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.

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M/s Triveni Engineering & Industries Limited.....2

5. After the time fixed for declaration of the poll by the Chairman, one Ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was opened in my presence and polling papers were diligently scrutinized. The polling papers were reconciled with record maintained by Karvy, RTA of the Company and the authorizations/proxies lodged with the Company.
7. I did not find any poll paper invalid.
8. After the conclusion of the poll at the AGM venue, the votes cast through remote e-voting were unblocked on September 28, 2018 at 2.30 P.M. in the presence of two witnesses, namely Ms. Radhika Bajpai D/o Sudhir Bajpai R/o The Simbholi Sugar Mills Distillery Division Hapur-245207 and Mr. Saras Jain S/o Mr. Ajay Kumar Jain, R/o Loha Mandi, Near Shiv Temple Kila Gate Gwalior-474003 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Radhika Bajpai
(Witness)


Mr. Saras Jain
(Witness)

9. Based on the reports generated from Karvy e-voting system in respect of votes cast through remote e-voting and the vote cast by members (Including Proxies) through the polling papers at the AGM, the consolidated results of voting on all items of the business are as per Annexure - I is enclosed herewith, which forms part of this report.

All the 5 (Five) resolutions contained in the notice of 82nd AGM of the Company have been passed with the requisite majority.

The Registers recording the assent or dissent in respect of votes cast by the members of the Company by way of polling papers at the AGM and through remote e-voting and other relevant detail received from M/s Karvy Computershare Private Limited are under my custody and shall be handed over to the Company Secretary after the chairman approves and signs the minutes of the AGM.

Thanking you,

Yours Faithfully,

Suresh Gupta & Associates
Company Secretaries


Suresh Kumar Gupta
FCS: 5660, C.P. No: 5204
(Scrutinizer)



Date: 29/09/2018
Place: Delhi

Ordinary Business**Resolution No. 1: Ordinary Resolution**

Adoption of (a) Audited Financial Statements, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March, 2018 and
(b) Audited Consolidated Financial Statements and Report of Auditors for the year ended 31st March, 2018.

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members present and voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	63	173028383	81	15417779	144	188446162	100.00
Voted against the resolution	2	40	0	0	2	40	0.00
Invalid Votes	0	0	0	0	0	0	0.00

Note: 1 member holding in aggregate 41273 equity shares has abstained from remote e-voting for the resolution no.1 only.

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 1 of the Notice dated August 7, 2018, has been passed with requisite majority.

Ordinary Business**Resolution No. 2: Ordinary Resolution**

Confirmation of payment of interim dividend of Re. 0.25 per equity share paid to equity shareholders during the Financial Year ended March 31, 2018

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members present and voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	64	173069656	81	15417779	145	188487435	100.00
Voted against the resolution	2	40	0	0	2	40	0.00
Invalid Votes	0	0	0	0	0	0	0.00

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 2 of the Notice dated August 7, 2018, has been passed with requisite majority.

Ordinary Business**Resolution No. 3: Ordinary Resolution**

Re- appointment of Mr. Tarun Sawhney (DIN:00382878), who retires by rotation and , being eligible seeks re- appointment.

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members present and voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	58	167387231	79	722404	137	168109635	96.73
Voted against the resolution	8	5682465	0	0	8	5682465	3.27
Invalid Votes	0	0	0	0	0	0	0.00

Note: 1 member bearing 2 Folio holding in aggregate 146,95,375 equity shares has abstained from voting through polling paper for the resolution no. 3 only.

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 3 of the Notice dated August 7, 2018, has been passed with requisite majority.



Special Business**Resolution No. 4: Special Resolution**

Re- appointment of Mr. Tarun Sawhney (DIN: 00382878) as Managing Director of the Company (Designated as Vice Chairman & Managing Director) for a Period of 5 years w.e.f 1st October, 2018 and payment of remuneration to him.

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members present and voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	58	167927420	79	722404	137	168649824	97.04
Voted against the resolution	8	5142276	0	0	8	5142276	2.96
Invalid Votes	0	0	0	0	0	0	0.00

Note: 1 member bearing 2 Folio holding in aggregate 146,95,375 equity shares has abstained from voting through polling paper for the resolution no. 4 only.

Based on the aforesaid results, I report that an special resolution as contained in Item No. 4 of the Notice dated August 7, 2018, has been passed with requisite majority.

Special Business**Resolution No. 5: Ordinary Resolution**

Ratification of Payment of remuneration to the cost auditors viz Mr Rishi Mohan Bansal (FRN:102056) and Mr. T.L Sangameswaran (FRN:102057), Cost Accountants for the FY 2018-19

	Remote E-voting		Voting through Polling Paper		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members present and voted (in person or by proxy)	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	63	173069356	81	15417779	144	188487135	100.00
Voted against the resolution	3	340	0	0	3	340	0.00
Invalid Votes	0	0	0	0	0	0	0.00

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 5 of the Notice dated August 7, 2018, has been passed with requisite majority.



ANNEXURE - I

	TRIVENI ENGINEERING & INDUSTRIES LIMITED
Date of the AGM/EGM	28-09-2018
Total number of shareholders on record date	48365
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	199
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of (a) Audited Financial Statements, Reports of Board of Directors and Auditors of the Company for the year ended 31st March 2018 and (b) Audited Consolidated Financial Statements and Report of Auditors for the year ended 31st March 2018.							
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	1759,57,229	1612,61,854	91.6483	1612,61,854	0	100.0000	0.0000
	Poll		146,95,375	8.3517	146,95,375	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1759,57,229	100.0000	1759,57,229	0	100.0000	0.0000
Public- Institutions	E-Voting	136,22,586	116,50,765	85.5254	116,50,765	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116,50,765	85.5254	116,50,765	0	100.0000	0.0000
Public- Non Institutions	E-Voting	683,65,295	1,15,804	0.1694	1,15,764	40	99.9654	0.0345
	Poll		7,22,404	1.0567	7,22,404	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,38,208	1.2261	8,38,168	40	99.9952	0.0048
Total		2579,45,110	1884,46,202	73.0567	1884,46,162	40	100.0000	0.0000



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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of payment of interim dividend of Re 0.25 per share paid to equity shareholders during the financial year ended march 31, 2018							
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	1759,57,229	1612,61,854	91.6483	1612,61,854	0	100.0000	0.0000
	Poll		146,95,375	8.3517	146,95,375	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1759,57,229	100.0000	1759,57,229	0	100.0000	0.0000
Public- Institutions	E-Voting	136,22,586	116,92,038	85.8283	116,92,038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116,92,038	85.8283	116,92,038	0	100.0000	0.0000
Public- Non Institutions	E-Voting	683,65,295	1,15,804	0.1694	1,15,764	40	99.9654	0.0345
	Poll		7,22,404	1.0567	7,22,404	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,38,208	1.2261	8,38,168	40	99.9952	0.0048
Total		2579,45,110	1884,87,475	73.0727	1884,87,435	40	100.0000	0.0000



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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Tarun Sawhney (DIN: 00382878) as a Director, who retires by rotation.							
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	1759,57,229	1612,61,854	91.6483	1612,61,854	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1612,61,854	91.6483	1612,61,854	0	100.0000	0.0000
Public- Institutions	E-Voting	136,22,586	116,92,038	85.8283	60,12,613	56,79,425	51.4248	48.5752
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116,92,038	85.8283	60,12,613	56,79,425	51.4248	48.5752
Public- Non Institutions	E-Voting	683,65,295	1,15,804	0.1694	1,12,764	3,040	97.3749	2.6251
	Poll		7,22,404	1.0567	7,22,404	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,38,208	1.2261	8,35,168	3,040	99.6373	0.3627
Total		2579,45,110	1737,92,100	67.3756	1681,09,635	56,82,465	96.7303	3.2697



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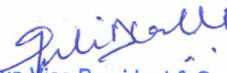
Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Tarun Sawhney (DIN: 00382878) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years w.e.f. 1st October 2018 and payment of remuneration to him.							
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	1759,57,229	1612,61,854	91.6483	1612,61,854	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1612,61,854	91.6483	1612,61,854	0	100.0000	0.0000
Public- Institutions	E-Voting	136,22,586	116,92,038	85.8283	65,53,348	51,38,690	56.0497	43.9503
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116,92,038	85.8283	65,53,348	51,38,690	56.0497	43.9503
Public- Non Institutions	E-Voting	683,65,295	1,15,804	0.1694	1,12,218	3,586	96.9034	3.0966
	Poll		7,22,404	1.0567	7,22,404	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,38,208	1.2261	8,34,622	3,586	99.5722	0.4278
Total		2579,45,110	1737,92,100	67.3756	1686,49,824	51,42,276	97.0411	2.9589



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Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of payment of remuneration to the Cost Auditors, viz Mr. Rishi Mohan Bansal (FRN: 102056) and Mr T. L. Sangameswaran, (FRN: 102057) Cost Accountants for the FY 2018-19.							
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	1759,57,229	1612,61,854	91.6483	1612,61,854	0	100.0000	0.0000
	Poll		146,95,375	8.3517	146,95,375	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1759,57,229	100.0000	1759,57,229	0	100.0000	0.0000
Public- Institutions	E-Voting	136,22,586	116,92,038	85.8283	116,92,038	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		116,92,038	85.8283	116,92,038	0	100.0000	0.0000
Public- Non Institutions	E-Voting	683,65,295	1,15,804	0.1694	1,15,464	340	99.7064	0.2936
	Poll		7,22,404	1.0567	7,22,404	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,38,208	1.2261	8,37,868	340	99.9594	0.0406
Total		2579,45,110	1884,87,475	73.0727	1884,87,135	340	99.9998	0.0002

For Triveni Engineering & Industries Ltd.


Group Vice President & Company Secretary