

By E-filing

Date: September 2, 2019

BSE Ltd. 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 e-mail- corp.relations@bseindia.com Fax-022-22723121/1278/1557/3354 Thru : BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 e-mail cmlist@nse.co.in Fax-022-26598237/8238/8347/8348 Thru : NEAPS
STOCK CODE: 532356 ISIN NO INE 256C01024	STOCK CODE: TRIVENI ISIN NO INE 256C01024

Dear Sir,

Pursuant to Regulation 30 and 34 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) we notify as under .

- The 83rd Annual General Meeting (AGM) of the company is to be held on **Friday, September 27, 2019 at 12.30 P.M.** at Company Guest House at Deoband Sugar Unit Complex, Deoband District, Saharanpur, Uttar Pradesh - 247554.
- The Company has appointed M/s Karvy Fintech Pvt. Ltd (KARVY) for providing e-voting facility through their e- voting platform. The remote e-voting period commences on **September 24, 2019 (9.30 a.m. IST) and ends on September 26, 2019 (5.00 p.m. IST).**
- The cut off date for determining the eligibility of vote by remote e-voting or voting through ballot paper at the AGM is **September 20, 2019**

Further in terms of Regulation 34 of Listing Regulations, we are enclosing herewith Notice convening the 83rd AGM of the Company, alongwith the Annual Report for the FY 2018-19 which were dispatched to the Members of the Company on 31.08.2019

You are requested to kindly take the same on record .

Thanking you,
Yours faithfully,

For Triveni Engineering & Industries Limited.



Geeta Bhalla
Group Vice President & Company Secretary

Encl : As above

CC :

- 1 Karvy Fintech Limited-
Karvy Selenium Tower B, Plot Nos. 31 & 32 | Financial District
Nanakramguda |Serilingampally Mandal | Hyderabad - 500032 | India
- 2 National Securities Depository Limited
4th Floor, A Wing ,Trade World, Kamla Mills Compound, Lower Parel, Mumbai - 1
- 3 Central Depository Services (India) Limited
Phiroze Jeejeebhoy Tower , 17th Floor, Dalal Street, Fort Mumbai – 400 001

NOTICE

NOTICE is hereby given that the 83rd Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on Friday, the 27th day of September, 2019 at 12.30 p.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the audited financial statements of the Company for the year ended March 31, 2019 including the audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors' thereon; and
 - the audited consolidated financial statements of the Company for the year ended March 31, 2019 including the audited consolidated Balance Sheet as at March 31, 2019 and the consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors' thereon.
- To confirm the payment of interim dividend of 70% i.e. Re.0.70 per fully paid equity share of Re.1/- each already paid to the equity shareholders during the year as the final dividend for the financial year ended March 31, 2019.
- To appoint a Director in place of Mr Nikhil Sawhney (Director Identification Number: 00029028), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Jitendra Kumar Dadoo (DIN 02481702) who was appointed as an Additional Director pursuant to Section 161 and other applicable provisions of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of three years with effect from 21st May, 2019 to 20th May, 2022.
- 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 any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Sudipto Sarkar (DIN 00048279), Independent Director of the Company, whose current period of office is due to expire on 13th September, 2019, and 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 an Independent Director of the Company not liable to retire by rotation, to hold office for another term of five years with effect from 14th September, 2019 to 13th September, 2024.
- To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereto for the time being in force), Mr Rishi Mohan Bansal, Cost Accountant (Firm Registration Number: 102056) and M/s GSR & Associates, Cost Accountants (Firm Registration Number: 000069) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's sugar businesses (including cogeneration and distillery) and gears business respectively for the financial year ending March 31, 2020, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board

Place: Noida
Date : August 3, 2019

Geeta Bhalla
Group Vice President & Company Secretary

NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of Item Nos.4 to 6 set out in the Notice and the relevant details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meeting in respect of Directors seeking appointment/re-appointment at the Annual General Meeting ('AGM') are annexed hereto and forms part of this notice.
- The requirement of seeking ratification by members for appointment of Statutory Auditors at every AGM has been done away with vide Notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is being proposed at the 83rd AGM for ratification of appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants (FRN: 000756N), who were appointed at the 81st AGM held on September 22, 2017 for a period of five consecutive years.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR AT ITS CORPORATE OFFICE AT 8TH FLOOR, EXPRESS TRADE TOWERS, PLOT NO. 15-16, SECTOR 16A, NOIDA- 201 301 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A BLANK PROXY FORM IS ATTACHED HEREWITH.**

Proxies submitted on behalf of companies, institutional investors, societies, etc., must be supported by appropriate resolution/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM together with attested specimen signature.
5. SEBI has mandated the submission of PAN and bank details by every participant in securities market. Members holding equity shares in physical form are requested to notify/send details of their PAN and bank account, along with self-attested copy of PAN Card and cancelled cheque leaf bearing the name of the member, in case the same has not been furnished earlier or any change in their registered address/email-ID/NECS mandate/bank details etc. to the Company or its Registrar and Share Transfer Agent ('RTA'), M/s Karvy Fintech Pvt. Ltd. ('Karvy'), Karvy Selenium Tower-B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 quoting their folio numbers.
Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details directly to their respective Depository Participant(s) ('DP').
6. Members holding equity shares in physical form are advised, in their own interest, to avail of the nomination facility by filing Form SH-13 and deposit the same with the Company or its RTA. Members holding shares in demat form may contact their respective DP for recording nomination in respect of their shares.
7. ***Pursuant to amended Regulation 40 of the Listing Regulations, with effect from April 1, 2019 any request for effecting transfer of securities by a listed entity, except in case of transmission or transposition, cannot be processed unless the securities are held in the dematerialized form with a depository. Hence, members are advised to dematerialize their equity shares held in physical form for any further transfer.***
8. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, unclaimed final dividend for FY 2011-12 and the corresponding equity shares of the Company in respect of which dividend entitlements remain unclaimed for 7 consecutive years are due for transfer to the Investor Education and Protection Fund of the Central Govt. on 18th February, 2020. Members are requested to claim the said unclaimed dividend, details of which are available on the Company website www.trivenigroup.com under the Investors Section. The Company will not be able to entertain any claim received after the aforesaid due date.
9. Members desirous of obtaining any information/clarification are requested to address their query, if any, in writing to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of the AGM, so that the information may be made available at the AGM.
10. Members are informed that in the case of joint holder(s) attending the AGM, only such joint holder which is higher in the order of names will be entitled to vote.
11. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting venue.
12. As a measure of economy, copies of the Annual Reports will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Reports to the meeting.
13. Notice of the AGM, attendance slip, proxy form along with the Annual Report for the financial year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The annual report and the notice of the 83rd AGM will also be available on the Company's website www.trivenigroup.com.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register/update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the Company or its RTA to enable the Company to send communication electronically.
15. All the material documents referred to in the notice and explanatory statement are open for inspection at the Registered/Corporate Offices of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the AGM.
16. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.
17. The route map showing directions to reach the venue of 83rd AGM is annexed.
18. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder duly amended and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by using an electronic voting system from a place other than venue of the AGM ('remote e-voting'), through the e-voting services provided by Karvy, on all the resolutions set forth in this Notice. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting may attend the AGM, but shall not be entitled to cast their votes again at the AGM.

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

- (A) In case a member receives an e-mail of the AGM 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. followed by 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 they are required to mandatorily change your password. The new password shall comprise of minimum eight characters with 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 a 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 folio/ demat account.
 - (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 their 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. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - (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."
- (B)** In case a member receives physical copy of the AGM Notice by post (for members whose e- mail IDs are not registered with the Company / Depository Participant(s):
- (i) User ID and initial password – As mentioned in Attendance Sheet.
 - (ii) Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast your vote.
- Any person who becomes a member of the Company or a beneficial owner after dispatch of the Notice of AGM, but on or before the **cut-off date i.e. September 20, 2019**, may write to Karvy at the address stated above or email at Id: evoting@karvy.com or contact Ms. C. Shobha Anand at Phone No.040-67162222, requesting for the User Id and password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
19. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
 20. The remote e-voting period commences on **September 24, 2019 (9.30 a.m. IST) and ends on September 26, 2019 (5.00 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. September 20, 2019**, may cast their vote by electronic means in the manner and process set out hereinabove. The remote 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.
 21. 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. September 20, 2019**. 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 avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
 22. Mr Suresh Kumar Gupta, Practising Company Secretary (FCS 5660/CP No.5204) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
 23. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting.
 24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and shall declare the results of the voting forthwith. Subject to receipt of the requisite number of votes, the resolutions will be deemed to be passed on the date of AGM i.e. September 27, 2019
 25. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.trivenigroup.com) and on the website of Karvy (<https://evoting.karvy.com>) immediately after the result is declared. The Company shall, simultaneously, forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors has, on the recommendation of Nomination and Remuneration Committee, appointed Mr Jitendra Kumar Dadoo initially as an Additional Director on the Board pursuant to the provisions of Section 161 of the Companies Act, 2013 and also appointed him as an Independent Director subject to the approval of shareholders, for a period of three years with effect from 21st May, 2019 till 20th May, 2022.

Mr Jitendra Kumar Dadoo, IAS (Retd.), aged 61 years, holds a Master degree (MBA) in Marketing from IIM, Ahmedabad. He is also Bachelor of Law (LLB) from Delhi University and topped Delhi University in Bachelor of Arts (Honours) in Economics from St. Stephen's College. He has been with the Ministry of Commerce and Industry since 2011, first as Joint Secretary and then as Additional Secretary & Financial Adviser and superannuated in Dec. 2017. He has over 30 years' experience of working in various senior positions in the Government of India and State Governments, such as Sub-Divisional Magistrate in Delhi, Principal Secretary (Environment) in Govt. of Delhi, Additional Commissioner of Sales Tax in Delhi, Secretary to Governor of Goa, Development Commissioner & Acting Chief Secretary, Goa, Deputy Commissioner, Arunachal Pradesh, Administrator of Lakshadweep (Governor, Chief Minister and Chief Secretary) etc. He also worked as Counsellor Coordination in the Embassy of India, Moscow, Director (Air Force) in the Ministry of Defence. Mr. Dadoo served as a Board member of 7 big Public Sector Undertakings (PSUs) which include MMTC Ltd., The State Trading Corporation of India Ltd. (STC), India Trade Promotion Organization (ITPO), National Textiles Corporation LTD. (NTC), National Institute of Fashion Technology (NIFT), Cotton Corporation of India and Jute Board and also chaired the Audit Committee of said PSUs. He also served a member of the Committee of Approvals for projects of Export Credit Guarantee Corporation (ECGC) and Exim Bank funded by the Ministry of Commerce.

In terms of Section 160 of the Companies Act , 2013 the Company has received notice from a Member of the Company, signifying his intention to propose the candidature of Mr Dadoo for the office of an Independent Director of the Company. Mr. Dadoo has furnished requisite

declaration for his appointment as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations').

Mr. Dadoo is eligible and not disqualified from being appointed as a Director in terms of Section 164 of the Act. Based on the declaration received from Mr Dadoo, the Board is of the opinion that Mr Dadoo fulfills the criteria specified in Section 149 and other applicable provisions, if any, read with Schedule IV of the Companies Act 2013 and also prescribed in the Listing Regulations for his appointment as an Independent Director. He is eligible, independent of the Management of the Company and has consented to act as an Independent Director of the Company.

The relevant information under Regulation 36(3) of the Listing Regulations in respect of Mr Dadoo is provided at Annexure A to this Notice. Draft terms and conditions for appointment of Mr Dadoo as Independent Director are available for inspection by members at the registered office/corporate office of the Company.

The Board recommends passing of the resolution as set out at Item 4 in the accompanying Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Mr. Jitendra Kumar Dadoo and his relatives to the extent of their shareholding interest, if any, in the Company are concerned or interested, either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

Item No.5

The shareholders of the Company had, at the 80th Annual General Meeting (AGM) of the Company held on September 14, 2016, appointed Mr Sudipto Sarkar as an Independent Director of the Company for a term of three years.

Mr Sudipto Sarkar, aged about 73 years, is a practising Senior Advocate having experience of over 40 years. He holds degrees in B.Sc. (Math-Hons.) from Presidency College, Kolkata; B.A. (Law Tripos), M.A. (Law) and LL.M. (International Law) from Jesus College, Cambridge, UK. He is also Barrister, Gray's Inn, London. A renowned lawyer and author of several authoritative legal textbooks, Mr Sarkar specializes in the areas of Commercial and Corporate Laws. He has been a Director on the Boards of some well-known Indian companies including EIH Ltd., EIH Associated Hotels Ltd. and Vesuvius India Ltd. He was formerly a Director of Bombay Stock Exchange Ltd. (now known as BSE Ltd.), JSW Steel Ltd., McNally Bharat Engineering Company Ltd., B & A Ltd. and B & A Packaging Ltd. He was Chairman of Clarion Advertising Services Ltd. (now known as Bates India Ltd.), a part of the WPP Group, and Chairman of Descon Ltd. He was the President of Bengal Club in 1998, the only barrister since the independence of India in 1947. He is the Chairman of the Stewards of the Royal Calcutta Turf Club (RCTC). He has also acted as an arbitrator in domestic and international matters and has been a member of the Panel of Arbitrators of Hong Kong International Arbitration Centre (HKIAC) and Pacific International Arbitration Centre (PIAC). He is also an Associate Member of 6 Pump Court, Temple Road, London. He has been honoured with Lawyers of India Award 2018.

Based on his professional skills, knowledge, rich experience, contributions and valuable guidance to the Board during his association with the Company, the Board of Directors has, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr Sarkar for a period of five years w.e.f. 14th September, 2019, subject to approval of members by way of special resolution in compliance with the provisions of Section 149 of the Companies Act, 2013 ('Act') read with Schedule IV and the rules framed thereunder and also SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'). Necessary disclosure about his re-appointment shall be made in the Board's report in due course.

In terms of Section 160 of the Act, the Company has received notice from a Member of the Company, signifying his intention to propose the candidature of Mr Sarkar for the office of an Independent Director of the Company. Mr Sarkar has furnished requisite declaration for his re-appointment as required under the Companies Act, 2013 and Listing Regulations.

Mr Sudipto Sarkar is eligible and not disqualified from being re-appointed as Director in terms of Section 164 of the Act. Based on the declaration received from Mr Sarkar, the Board is of the opinion that he fulfills the criteria specified in Section 149 and other applicable provisions, if any, read with Schedule IV of the Companies Act 2013 and also prescribed in the Listing Regulations for his re-appointment as an Independent Director. He is independent of the Management of the Company and has consented to continue to act as an Independent Director of the Company.

The relevant information under Regulation 36(3) of the Listing Regulations in respect of Mr Sarkar is provided at Annexure A to this Notice. Draft terms and conditions for re-appointment of Mr Sarkar as Independent Director are available for inspection by members at the registered office/corporate office of the Company.

Mr Sarkar will attain the age of 75 years during his proposed tenure, and hence his continuation beyond 75 years requires the approval of members by way of a special resolution in accordance with Regulation 17(1A) of the Listing Regulations. Further, the re-appointment of an Independent Directors also requires the approval of members by way of a special resolution in accordance with the provisions of Section 149 of the Act.

The Board recommends passing of the Special Resolution as set out at Item No.5 in the accompanying Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Mr Sudipto Sarkar and his relatives to the extent of their shareholding interest, if any, in the Company are concerned or interested, either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

Item No.6

The Board of Directors of the Company have, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company's businesses mentioned against each of them for the financial year ending March 31, 2020:-

Sr. No.	Name of the Cost Auditor	Business	Audit Fees* (Rs.)
1.	Mr Rishi Mohan Bansal	Sugar Businesses (including Cogeneration & Distillery)	3,96,000/-
2.	M/s GSR & Associates	Gears Business	52,000/-

* plus applicable taxes and out of pocket expenses

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020, as mentioned above.

The Board of Directors of the Company commend the passing of Resolution at Item No.6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in this resolution.

By Order of the Board

Place: Noida
Date : August 3, 2019

Geeta Bhalla
Group Vice President & Company Secretary

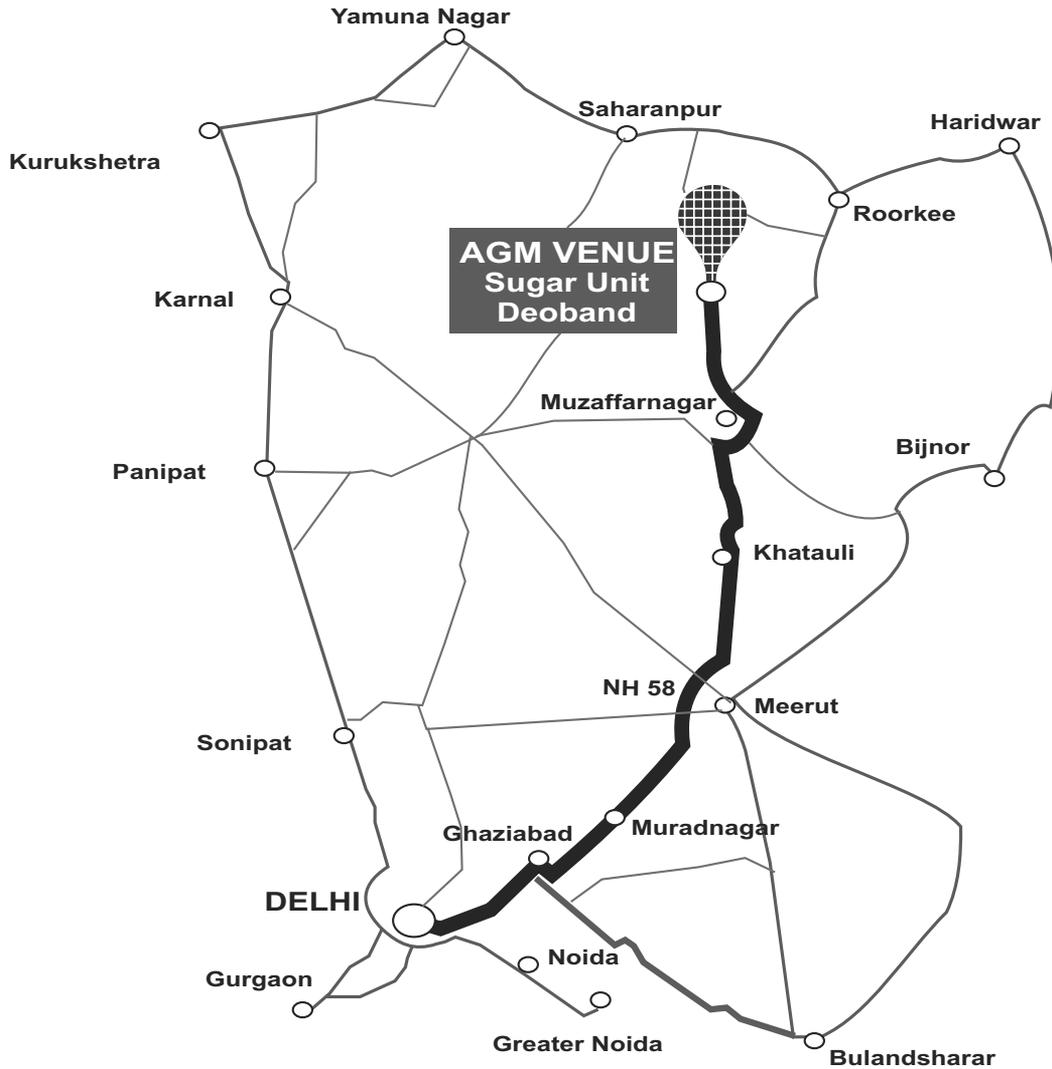
Details of Directors seeking appointment / re-appointment at the 83rd AGM, pursuant to Regulation 36(3) of the Listing Regulations

Name of the Director	Mr Nikhil Sawhney	Mr Jitendra Kumar Dadoo	Mr Sudipto Sarkar
DIN	00029028	02481702	00048279
Date of Birth	August 23, 1976	December 10, 1957	March 21, 1946
Nationality	Indian	Indian	Indian
Date of appointment on the Board	November 19, 2008	May 21, 2019	November 7, 2015
Qualifications	Bachelors' and Masters' degrees in Arts from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration from The Wharton School, University of Pennsylvania, U.S.A	Bachelor of Arts (Honours) in Economics from St. Stephen's College, New Delhi, Bachelor of Law (LLB) from Delhi University, and Master degree (MBA) in Marketing from IIM, Ahmedabad.	B.Sc. (Maths-Hons.) from Presidency College, Kolkata; B.A. (Law Tripos), M.A. (Law) and LL.M. (International Law) from Jesus College, Cambridge, UK.
Expertise	Industrialist with vast experience in engineering industry, corporate affairs, investor relations.	A retired IAS having experience of over 30 years in various senior positions in the Government of India and State Governments.	A practising Senior Advocate having experience of over 40 years with specialization in the areas of commercial and corporate laws.
Directorship held in other public companies	Triveni Turbine Ltd. GE Triveni Ltd. Triveni Energy Systems Ltd.	None	Vesuvius India Ltd. EIH Ltd. EIH Associated Hotels Ltd.
Memberships/ Chairmanships of Committees in other public companies*	Audit Committee Triveni Turbine Ltd. - Member GE Triveni Ltd. - Member Stakeholders' Relationship Committee Triveni Turbine Ltd. - Member	None	Audit Committee Vesuvius India Ltd. - Member EIH Ltd. - Member Stakeholders' Relationship Committee Vesuvius India Ltd. - Member EIH Associated Hotels Ltd. - Member
Number of Board Meetings attended during FY19	4/5	Not Applicable	4/5
Details of Remuneration	He is entitled to sitting fees for attending meetings of the Board and its Committees and profit related commission, if any, in accordance with the provisions of the Companies Act, 2013.	He is entitled to sitting fees for attending meetings of the Board and its Committees and profit related commission, if any, in accordance with the provisions of the Companies Act, 2013.	He is entitled to sitting fees for attending meetings of the Board and its Committees and profit related commission, if any, in accordance with the provisions of the Companies Act, 2013.
Shareholding	1,52,77,653 Equity Shares of Re.1/- each	Nil	Nil
Relationship between directors inter-se	Mr Nikhil Sawhney is related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director and as brother with Mr Tarun Sawhney, Vice Chairman & Managing Director of the Company.	N.A.	N.A.

*The Committees considered above are those prescribed under Regulation 26 of the Listing Regulations.

ROUTE MAP

Deoband Sugar Unit Complex, Deoband, District Saharanpur,
Uttar Pradesh-247 554



CIN No. L15421UP1932PLC022174

Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247554

Corporate Office : 8th Floor, Express Trade Towers, 15-16, Sector-16A, Noida-201301, U.P.

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

Tel: 91 120 4308000 / Fax: 91 120 4311010-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014



CIN No. L15421UP1932PLC022174

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E-mail: shares@trivenigroup.com, **Website:** www.trivenigroup.com, **Tel:** 91 120 4308000 / **Fax:** 91 120 4311010-11

Name of the member(s) :

Registered address :

E Mail Id:

Folio No. / *DP ID and Client ID:

I / We, being the member(s) of _____ equity shares of Re 1/- each of the Triveni Engineering & Industries Limited, hereby appoint:

- 1) Name: _____ E Mail: _____
Address: _____
Signature _____, or failing him / her
- 2) Name: _____ E Mail: _____
Address: _____
Signature _____, or failing him / her
- 3) Name: _____ E Mail: _____
Address: _____
Signature _____, or failing him / her

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 83rd Annual General Meeting of the Company to be held on Friday, the 27th day of September, 2019 at 12.30 p.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, Distt. Saharanpur, Uttar Pradesh - 247 554 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of (a) audited financial statements of the Company for the year ended March 31, 2019 including the audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors' thereon and (b) audited consolidated financial statements of the Company for the year ended March 31, 2019 including the audited consolidated Balance Sheet as at March 31, 2019 and the consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors' thereon		
2.	To confirm the payment of interim dividend of 70% i.e. Re.0.70 per fully paid equity share of Re.1/- each already paid to the equity shareholders during the year as the final dividend for the financial year ended March 31, 2019.		
3.	To appoint a Director in place of Mr Nikhil Sawhney (Director Identification Number: 00029028), who retires by rotation and, being eligible, offers himself for re-appointment.		
Special Business			
4.	Ordinary Resolution for appointment of Mr Jitendra Kumar Dadoo (DIN: 02481702) as an Independent Director of the Company for a period of three years w.e.f. 21 st May, 2019.		
5.	Special Resolution for re-appointment of Mr. Sudipto Sarkar (DIN 00048279) as an Independent Director of the Company for a period of five years w.e.f. 14 th September, 2019.		
6.	Ordinary Resolution for ratification of payment of remuneration to the Cost Auditors, viz Mr. Rishi Mohan Bansal (FRN: 102056) and M/s GSR & Associates (FRN: 000069) Cost Accountants for the FY 2019-20.		

* Applicable for investors holding shares in electronic form

Signed this day of 2019.

Affix
Re. 1/-
Revenue
Stamp

Signature of the Member

Signature of the Proxy holder(s)

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at Deoband, District Saharanpur, 247554 U.P or Corporate Office of the Company at 8th Floor, Express Trade Towers, 15-16, Sector 16A, Noida-201301, not less than 48 hours before the commencement of the Meeting
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 83rd Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including detail of member(s) in above box before submission.



CIN No. L15421UP1932PLC022174

Regd. Office : Deoband, District Saharanpur, Uttar Pradesh - 247554

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Tel: 91 120 4308000 / Fax: 91 120 4311010-11

ATTENDANCE SLIP

83rd Annual General Meeting - September 27, 2019

Name of the Member (In Block Letters) _____

Name of Proxy, If any (In Block Letters) _____
(In case Proxy attends the meeting in place of member)

DP ID/Client ID/Folio No.* _____

No. of Shares held _____

I/We hereby record my / our presence at the 83rd Annual General Meeting of the Company to be held on Friday, the 27th day of September, 2019 at 12.30 p.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, Distt. Saharanpur, Uttar Pradesh - 247 554.

*Applicable in case of shares held in physical form .

Signature of the Member Signature of the Proxy Holder(s)

Note:

- 1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the ATTENDANCE VERIFICATION COUNTER at the entrance of the Meeting Venue.
- 2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
- 3. Electronic copy of the Annual Report for the Financial year 2018-19 & Notice of the AGM alongwith the Attendance Slip & Proxy Form is being sent to all the members whose email address is registered with the Company /DP unless any member has requested for a hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
- 4. Physical copy of the Annual Report for the Financial year 2018-19 & the Notice of the AGM alongwith Attendance Slip & Proxy Form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
- 5. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

REMOTE E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions given in the Notice of AGM before casting your vote through remote e-voting.