TRIVENI TURBINE LIMITED
(Formerly Triveni Retail Ventures Limited)
CORPORATE OFFICE
8th Floor, Express Trade Towers, 15-16, Sector-16A, Noida - 201301, U.P., India
Tel.: +91 120 4308000 | Fax : +91 120 4311010-11
www.triveniturbines.com

By Courier

Ref: TTL:SD:SE:
Date 5th September, 2014

The Deputy General Manager, Department of Corporate Services, BSE Ltd. 1st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 Fax-022-22723121/3719/2037/2039	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 Fax-022-26598237/8238/8347/8348
STOCK CODE: 533655	**STOCK CODE: TRITURBINE**
Sub: Amendment to Articles of Association of the Company	

Dear Sirs,

In pursuance of Clause 33 of the listing agreement, we enclose herewith six copies of the Resolution passed by the members of the Company at the 19th Annual General Meeting held on Friday the 8th August, 2014 relating to alteration of Article of Association of the Company by insertion/substitution of certain articles for your information and record .

We are also enclosing with this letter a copies of the Amended Articles of Association of the Company (in Physical mode) for your information and record .

Thanking you,

Yours faithfully,
For Triveni Turbine Ltd.,

Rajiv Sachdeva

Company Secretary

Encl: As above

TURBINES

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Certified Copy of Special Resolution passed by the shareholders of Triveni Turbine Ltd at the 19th Annual General Meeting held on August 8, 2014

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for alteration of existing Articles of Association of the Company by insertion/substitution of certain articles in the manner stated 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.

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

Item No. 12
With a view to align the existing Articles of Association (AoA) of the Company with the new Companies Act, 2013 (CA 2013) and the Rules framed thereunder, it is considered desirable to alter the existing AoA in the following manner:-

1. **The existing Article 1 with its heading and marginal note be deleted and in its place, the following Article be substituted:-**

The regulations contained in Table F of Schedule I of the Companies Act. 2013(Act) shall apply to the Company in so far as the Articles contained in these Articles of Association are inconsistent with or repugnant to any of the regulations contained in the Act,various schedules and the Rules framed thereunder.

General authority

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transactions as have been permitted by the Act without there being any separate/specific article in that behalf herein provided.

2. **The existing Article 38 C be deleted and in its place, the following Article be substituted**

38C The Board of Directors shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation, notwithstanding any specific provision to this effect contained in any other articles.

3. **The existing Article 39 be deleted and in its place, the following Article be substituted:-**

39 .(i) The Directors shall elect a Chairperson of the meeting and determine the period for which he is to hold such office subject to such renewals or reappointments as they think best. If no chairperson is appointed, or if at any meeting of the Board, the Chairperson be not present within fifteen minutes after the time appointed for holding the same, the Vice Chairperson if so appointed shall be the Chairperson of the meeting. In the absence of Chairperson and Vice Chairperson within fifteen minutes after the time appointed for the meeting, the Directors present shall choose one of their numbers to be Chairperson of such meeting .

(ii) The Board of Directors shall have the power to appoint/re-appoint any individual as the Chairperson/Vice Chairperson as well as the Managing Director (MD), Joint Managing Director (JMD), Executive Director (ED), Chief Executive Officer (CEO) or in any other capacity at the same time.

Certified to be
Triveni Turbine Limited
Rajiv Sachdeva
Company Secretary