

REF:TEIL:SE:

Date: 14th October, 2015

The Deputy General Manager Department of Corporate Services, Bombay Stock Exchange Ltd. 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: <u>Proceedings of the 79th Annual General Meeting</u>	

Dear Sirs,

As required under clause 31 of the Listing Agreement, we enclose herewith a copy of the proceedings of the 79th Annual General Meeting of the Members of the Company held on 23rd September, 2015 for your information and record.

Thanking you,

Yours faithfully,
For Triveni Engineering & Industries Ltd.,



GEETA BHALLA
GGM & Company Secretary

Encl: As above

Proceedings of the 79th Annual General Meeting of the Members of Triveni Engineering & Industries Ltd. ('the Company') held on 23rd September, 2015.

The 79th Annual General Meeting (AGM) of the Company was held on Wednesday, the 23rd September, 2015 at 12.00 Noon at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

In the absence of Mr Dhruv M. Sawhney, Chairman and Managing Director of the Company, Mr Tarun Sawhney, Vice Chairman and Managing Director presided over the meeting and welcomed the members present at the 79th AGM of the Company.

The Chairman of the meeting introduced the Directors present on the dais to the members of the Company. He informed that some of the Directors could not attend the meeting due to their pre-occupation. The representatives of the Statutory Auditors and the Secretarial Auditors were also present at the AGM.

A total of 156 members including 42 proxies attended the AGM as per the attendance record.

The Chairman then addressed the members and gave an overview of the operational and financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook. He also apprised the members about the salient features/rationale of the proposed Composite Scheme of Arrangement between the Company and two of its subsidiaries namely, Triveni Sugar Ltd. (formerly Bhudeva Projects Ltd.) and Triveni Industries Ltd. and their respective shareholders and creditors under the provisions of Sections 391'-394 of the Companies Act, 1956 and also its present status.

With the permission of the members present, the Notice of the 79th AGM, being already circulated, was taken as read.

The Chairman then invited the members to ask any clarification/query pertaining to the business proposed to be conducted at the meeting. None of the member raised any query on agenda items. However, one of the members asked for certain clarifications on the operations of Water business of the Company, which were satisfactorily responded by the Chairman.

The Chairman informed the members that in accordance with the provisions of the Companies Act, 2013, read with the amended Rules made thereunder and Listing Agreement with the Stock Exchanges, the Company had provided the remote e-voting facility through the e-voting platform of its Registrar & Share Transfer Agent, M/s Karvy Computershare Pvt. Ltd. ('Karvy') to enable the members of the Company as on the cut-off date i.e. 16th September, 2015 to cast/exercise their vote(s) electronically on the agenda items contained in the Notice of the 79th AGM. The remote e-voting had commenced on 20th September, 2015 and ended on 22nd September, 2015. The members



were informed that the facility for voting by way of ballot papers was made available at the AGM for those members who had not cast their vote through remote e-voting.

The members were further informed that Mr Suresh Kumar Gupta (FCS 5660/CP No.5204)), Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process (both remote e-voting and voting through ballot papers at the AGM), for the resolutions contained in the Notice of the 79th AGM.

The Chairman then ordered for the poll to be taken at the meeting on all the agenda items as stated in the Notice of 79th AGM and read the brief description of the same. He requested the members including proxies present to cast their vote through ballot papers, which have been distributed to them. He then requested Mr Suresh Kumar Gupta, Scrutinizer for an orderly conduct of voting. The Scrutinizer demonstrated the empty ballot box to the Members and locked it in the presence of the members of the Company present at the meeting.

The Chairman announced that the results of voting i.e. remote e-voting and voting through ballot papers at the AGM shall be announced on 25th September, 2015 and the results along with consolidated Scrutinizer's Report shall be placed on the website of the Company and Karvy, besides communicating to the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE), where the equity shares of the Company are listed.

The Chairman thanked all the members for their presence and support and after the casting of the votes through ballot papers by the members present, the 79th AGM stood closed.

Based on the Consolidated Scrutinizer's Report on voting, all the ordinary resolutions contained in the Notice of the 79th AGM, as per description given below, were approved by the requisite majority of the Members and accordingly, all the resolutions were declared to be passed on the date of AGM i.e. 23rd September, 2015:-

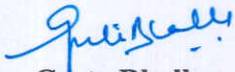
Item No.	Description
1	Ordinary Resolution relating to Adoption of (a) Audited Financial Statements, Reports of the Board of Directors and Auditors of the Company for the year ended 31 st March, 2015 and (b) Audited Consolidated financial statements and report of Auditors for the year ended 31 st March, 2015.
2	Ordinary Resolution relating to Re-appointment of Mr.Tarun Sawhney (Director Identification Number: 00382878) as a Director, who retires by rotation.
3	Ordinary Resolution relating to Ratification of appointment of M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration Number: 001111N), as Auditors of the Company and fixing their remuneration.



4	Ordinary Resolution relating to Ratification of appointment of M/s Virmani & Associates, Chartered Accountants (Firm Registration Number: 000356N), as Branch Auditors of the Company and fixing their remuneration.
5	Ordinary Resolution relating to Ratification of payment of remuneration to the Cost Auditors viz. M/s R.M. Bansal & Co. (Firm Registration Number:000022) and Mr T.L. Sangameswaran (Firm Registration Number:102057), Cost Accountants for the financial year 2015-16.

The voting results along with consolidated Scrutinizer's Report was uploaded on the website of the Company and Karvy. Further, in terms of Clause 35A of the Listing Agreement, the results in the prescribed format were notified to the BSE and NSE.

For Triveni Engineering & Industries Ltd.,



Geeta Bhalla
Group General Manager &
Company Secretary

