

## NOTICE

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of Members of Triveni Turbine Limited will be held on Monday, September 23, 2019 at 12.30 P.M. at Stardom Convention, Ground Floor, C-1, World Trade Tower, Sector 16, Noida, Uttar Pradesh -201301, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - (a) 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 & Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors' thereon; and
  - (b) 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.
2. To appoint a Director in place of Mr. Arun Prabhakar Mote (DIN: 01961162), 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 Resolutions:-**

#### 3. 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. Shailendra Bhandari (DIN 00317334) 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 five years with effect from 20<sup>th</sup> May, 2019 to 19<sup>th</sup> May, 2024.

#### 4. As a Special Resolution

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent and approval of the Company be and is hereby accorded to the re- appointment of Mr. Arun Prabhakar Mote (DIN: 01961162) as Whole-time Director (designated as "Executive Director") of the Company for a period of three (3) years with effect from 1<sup>st</sup> November, 2019 on the remuneration and terms and conditions as set out in the explanatory statement annexed to the notice and the period of his office shall be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the re-appointment of Mr. Arun Prabhakar Mote, Executive Director in such manner as may be permissible in accordance with the provisions of the Act and Schedule V and as may be agreed to by and between the Board of Directors and Mr. Mote, without any further reference to the shareholders in general meeting.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year during the term of office of Mr. Arun Prabhakar Mote as Executive Director, he shall be paid the remuneration, allowances and perquisites except the performance bonus as set out in the explanatory statement referred to above as the Minimum Remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to the abovementioned resolutions in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

#### 5. 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-enactment(s) thereof, for the time being in force), M/s J.H. & Associates, Cost Accountants, (Firm Registration Number 00279), appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020, be paid a remuneration of Rs.80,000/- plus applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

Place: Noida (U.P)  
Date: August 3, 2019

By Order of the Board  
Rajiv Sawhney  
Company Secretary

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 8<sup>TH</sup> FLOOR, EXPRESS TRADE TOWERS, PLOT NO. 15-16, SECTOR 16A, NOIDA- 201 301 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. 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.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the Item Nos. 3 to 5 set out in the Notice and the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meeting in respect of Directors seeking appointment /re-appointment at the AGM, are annexed hereto and forms part of this notice.
4. The requirement to place the matter relating to appointment of Auditors for ratifications by Members at every Annual General Meeting (AGM) has been done away with vide notification dated May, 2018 issued by the Ministry of Corporate Affairs. Accordingly no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 22nd AGM till the conclusion of the 27th AGM held on August 9, 2017.
5. Notice of the AGM, attendance slip, and 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 24th AGM will also be available on the Company's website [www.triveniturbines.com](http://www.triveniturbines.com).
6. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall. 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 at the meeting.
7. Members are informed that in the case of joint holder(s)/ beneficial owners attending the meeting, the member/ beneficial owner whose name appears as the first holder in the order of names as per Register of Members/ List of beneficial owners will be entitled to vote.
8. Members desirous of obtaining any information/clarification are requested to address their questions, if any, in writing to the Company Secretary at the Corporate Office of the Company at least 10 days before the date of AGM, so that the information may be made available at the AGM.
9. **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**
10. **Owing to security concerns, the convention hall authorities do not allow carrying inside, brief cases, bags, eatables and the like. Members attending the meeting are requested to make their own arrangements for the safe keeping of their belongings.**
11. **Members holding shares in physical form are**
  - a) required to submit their Permanent Account Number ( PAN), bank account details and NACH mandate to the Company or its RTA M/s Alankit Assignments Limited (Alankit) if not registered with the Company as mandated by SEBI at their address at Alankit Heights, Unit Triveni Turbine Limited, IE /13, Jhandewalan Extension, New Delhi 110 055. The request should be submitted along with the self-certified copy of PAN and original cancelled cheque bearing the name of the shareholders. As directed by SEBI, in case of failure to register the PAN and bank account details as aforesaid, any transaction in the securities of the Company shall be subject to enhanced due diligence by the Company/ RTA, as may be prescribed.
  - b) advised to register nomination in respect of their shareholding in the Company in Nomination form (SH 13) and deposit the same with the Company or its RTA.
  - c) requested to register/ update their registered address/ e-mail address with the Company or its RTA for receiving all communications from the Company electronically.
  - d) holding shares of the Company in multiple folios are requested to get their holdings consolidated.
12. **Members holding shares in electronic mode are**
  - a) Required to submit their PAN, bank account details and NACH mandate to their respective Depository Participants ("DP") with whom they are maintaining their demat accounts. As directed by SEBI, in case of failure to register the PAN and bank account details as aforesaid, any transaction in the securities of the Company shall be subject to enhanced due diligence by the Company/ RTA, as may be prescribed.
  - b) advised to contact their respective DPs for registering nominations.
  - c) requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
13. The Securities and Exchange Board of India ("SEBI") has mandated that securities of listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019 except in case of transmission or transpositions. Accordingly the Company / and its RTA M/s Alankit has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
14. Unclaimed Interim dividend for the FY ended on March 31, 2013 and the corresponding equity shares of the Company in respect of which dividend entitlements remain unclaimed for 7 consecutive years is due for transfer to the Investor Education & Protection fund of the Central Govt on 28th October, 2019 pursuant to the provisions of Section 124 of the Companies Act 2013 read with Investor Education and Protections fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016 . Members are requested to claim the said dividend detail of which are available on the Company's corporate website [www.triveniturbines.com](http://www.triveniturbines.com) under the "Investor Section- Unpaid Dividend". The Company will not be able to entertain the claim received after 28th October , 2019
15. **Voting though electronic mean**
  - a) In compliance with the provisions of Section 108 of the Act read with 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 Central Depository Services (India) Ltd (CDSL) on all the resolutions set forth in this Notice. The facility for voting, either through electronic voting system or ballot paper, shall 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 to vote at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again at the AGM.
  - b) Mr. Suresh Kumar Gupta, Practising Company Secretary (FCS 5660) has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

- (c) The procedure and instructions for e-voting are as under:

The e-voting period commences on 20th September, 2019 (9.00 a.m. IST) and ends on 22nd September, 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. 16th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders/Members".
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below.

|                                             | <b>For Members holding shares in Demat Form and Physical Form</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN*                                        | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the Attendance slip.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</p> |
| Dividend Bank Detail or Date of Birth (DOB) | <p>Enter the Dividend Bank Details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>                                                                                                                                                                                                                                                                                                                                                 |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN " 190820064 " of Triveni Turbine Limited.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person who acquired the shares of the Company and becomes a member of the Company after dispatch of the notice of the AGM and holds shares as on the cut-off date i.e. 16th September, 2019 may follow the same instructions as mentioned above for e-voting.

- (d) The e-voting period commences on 20th September, 2019 (9.00 a.m. IST) and ends on 22nd September 2019 (5.00 p.m.)
- (e) A person who is not a Members as on the cut off date should treat this Notice for information purpose only. The E-voting module shall be disabled by CDSL for voting thereafter. Any Members, who has voted by Remote – e-voting cannot vote at the meeting
- (f) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Any person having any grievances in connection with remote e-voting may write to

Name : Mr. Rakesh Dalvi  
 Designation : Manager  
 Address : CDSL, A Wing 25th Floor, Marathon Futures,  
 Mafatlal Mill Compound,  
 N.M.Joshi Marg, Lower Parel (E),  
 Mumbai -400 013, Maharashtra  
 Email ID : [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
 Toll free number : 18002005533

- (g) 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. 16th September, 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.
- (h) 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 casted their votes electronically using the remote e-voting.
- (i) 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 23, 2019.
- (j) The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company ([www.triveniturbines.com](http://www.triveniturbines.com)) and also on the CDSL e-Voting website ([www.evotingindia.com](http://www.evotingindia.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.

16. The route map showing directions to reach the venue of twenty-fourth AGM is annexed.

Place: Noida (U.P)  
 Date: August 3, 2019

By Order of the Board  
 Rajiv Sawhney  
 Company Secretary

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

### Item No. 3

The Board of Directors of the Company in its meetings held on May 20, 2019 based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Shailendra Bhandari 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 approval of the shareholders for a period of 5 years w.e.f 20th May, 2019 till 19th May, 2024. The Company has in terms of Section 160 of the Act received notice from a Member, proposing the candidature of Mr. Bhandari for the office of Director.

Mr. Bhandari is eligible and has consented to act as an Independent Director of the Company. He has furnished declaration under Section 149(7) of the Act confirming that he meets the criteria prescribed under Section 149(6) of the Act as well as of SEBI Listing Regulations, 2015.

The Board is of the opinion that Mr. Bhandari fulfills the criteria specified in Section 149 and other applicable provisions for his appointment as Non Executive Independent Director as prescribed under the Act and rules made thereunder as well as Regulation 16 of SEBI Listing Regulations, 2015. Mr. Bhandari is Independent of the Management.

Considering the background and knowledge of Mr. Bhandari it would be in the interest of the Company to appoint him as an Independent Director on the Board of the Company. The terms and conditions of appointment of Mr. Bhandari as Non Executive Independent Directors are available for inspection by the members at the Corporate office of the Company during business hours on all working days except public holidays upto the date of the Annual General Meeting.

Accordingly the Board of Directors of the Company commends the passing of Resolution at Item No. 3 of the Notice. Brief profile of Mr. Bhandari and the details required under the Listing regulations forms part of the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Shailendra Bhandari and his relatives to the extent of their shareholding interest, if any in the Company, are concerned or interested, financially or otherwise, in this Resolution.

### Item No.4

The members of the Company had by a special resolution passed through postal ballot on December 15, 2018 re-appointed Mr. Arun Prabhakar Mote (DIN: 01961162), as Whole-time Director (designated as Executive Director) of the Company for a period of one (1) year and approved his remuneration.

The present tenure of Mr. Arun Mote is due to expire on October 31, 2019. Keeping in view his experience, role and responsibilities, and contribution in the performance and growth of the Company and the subsidiary companies and also on the basis of his performance evaluation, the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) at their

meeting held on August 3, 2019 have, subject to the approval of the shareholders and such other approvals, as may be required, re-appointed Mr. Arun Prabhakar Mote as whole Time Director (designated as "Executive Director" (ED) ) of the Company for a further period of 3 (three) year effective November 1, 2019 on the terms and conditions and remuneration set out below:-

#### **I Remuneration**

1. Salary: Rs 9,00,000 /- (Rupees Nine lakhs ) per month with an annual increment as may be decided by the Board/Nomination and Remuneration Committee effective 1<sup>st</sup> April . The annual increment will be merit based and will take into account the performance in the Company.
2. **Allowances and Perquisites:**
  - (i) Special Allowance: Rs. 5,35,000/- (Rupees Five lakhs thirty five thousand) per month with the authority to the Board/ Nomination and Remuneration Committee to increase the same from time to time. This allowance will not be taken into account for calculation of benefits such as HRA, PF, Gratuity, Leave Encashment etc.
  - (ii) Housing: Leased residential accommodation for a rent upto 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per rules of the Company.
  - (iii) Medical Reimbursement, Leave Travel Allowance, Leave Encashment and Insurance Coverage: As per rules of the Company.
  - (iv) Company's contribution to the Provident Fund and payment of gratuity: As per rules of the Company.

#### **Explanation:**

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

3. Performance Bonus: As may be decided by the Board on the recommendation of the Nomination and Remuneration Committee.
4. Amenities: Provision for use of the Company's car with driver for official duties and telephones at the residence (including payment of local calls and long distance official calls, cellular phone, telefax, internet and other communication facilities).

#### **Explanation:**

The amenities shall not be included for the purposes of computation of the Executive Director's remuneration as aforesaid.

#### **General**

The office of the Executive Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months prior notice in writing.

The Employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice:-

- (i) If the Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate Company to which he is required to render services ; or
- (ii) In the event of any serious repeated or continuing breach of non-observance by the Director of any of the stipulations contained in terms of employment with the Company ; or
- (iii) In the event the Board expresses its loss of confidence in the Director.

Upon termination by whatever means of the Executive Director's employment, the Director shall immediately tender his resignation from the office as Director of the Company and from such other offices held by him in Company or any subsidiary or associate Company and other entities without claim for compensation for loss of office.

The Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiary or associate Company .

#### **II Overall Remuneration:**

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed under Sections 196, 197 and other applicable provisions of the Act as for the time being in force read with Schedule V to the Act.

Mr. Arun Mote will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, Mr. Arun Mote has presently not been drawing any remuneration from any other company.

The approval of the shareholders is sought by way of a special resolution to the re-appointment of Mr. Arun Mote as Whole-time Director of the Company (designated as Executive Director) in accordance with the relevant provisions of the Act read with Schedule V thereto.

Accordingly the Board of Directors of the Company commends the passing of Special Resolution at Item No. 4 of the Notice. Brief profile of Mr. Mote and the details required under the Listing regulations forms part of the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Arun Prabhakar Mote and his relatives to the extent of their shareholding interest, if any in the Company, are concerned or interested, financially or otherwise, in this Resolution.

#### **Item no 5**

The Board of Directors of the Company have, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s J.H. & Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is 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 Auditor for the financial year ending March 31, 2020, as set out in the Resolution.

The Board of Directors of the Company commend the passing of Resolution at Item No 5 of the Notice.

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

Place: Noida ( U.P)  
Date: August 3, 2019

By Order of the Board  
Rajiv Sawhney  
Company Secretary

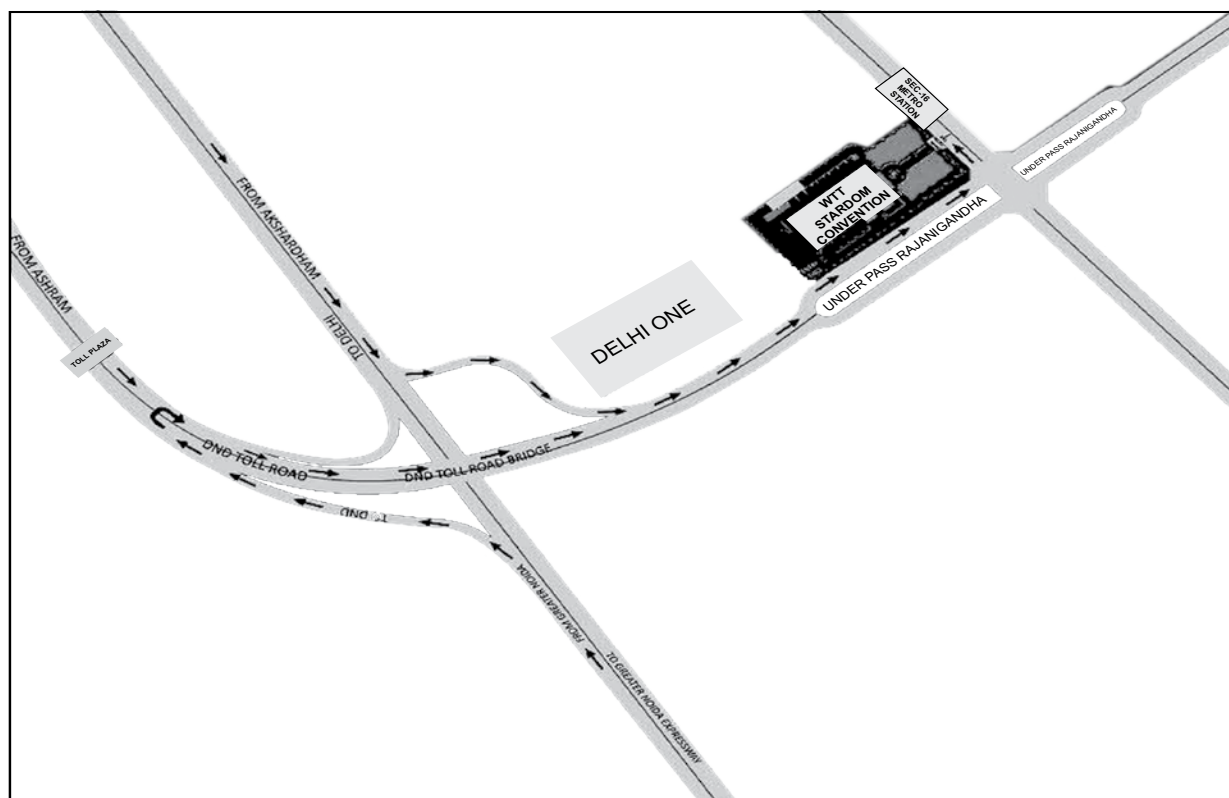
**Details of Director retiring by rotation / seeking appointment / re-appointment at the meeting**

|                                                                           |                                                                                                                                                                                                              |                                                                                                                                                                               |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                               | Mr Shailendra Bhandari                                                                                                                                                                                       | Mr. Arun Prabhakar Mote                                                                                                                                                       |
| <b>Date of Birth</b>                                                      | July 5, 1958                                                                                                                                                                                                 | January 9, 1953                                                                                                                                                               |
| <b>Nationality</b>                                                        | Indian                                                                                                                                                                                                       | Indian                                                                                                                                                                        |
| <b>Date of appointment on the Board</b>                                   | May 20, 2019                                                                                                                                                                                                 | November 1, 2012                                                                                                                                                              |
| <b>Qualifications</b>                                                     | Master degree (MBA) in Management from IIM, Ahmedabad. He is also Bachelor of Arts (Honours) in Economics from St. Stephen's College in Delhi University                                                     | Masters Degree in Technology from the IIT - Bombay and a Masters Degree in Business Administration from the Jamnalal Bajaj Institute of Management Studies Bombay University. |
| <b>Expertise</b>                                                          | He is a seasoned finance professional backed with an impressive track record of accomplishments having expertise in Banking, Private Equity and Mutual Funds                                                 | Experience of around 20 years in Business management                                                                                                                          |
| <b>Directorship held in other public companies</b>                        | Future Retail Limited<br>Axis Asset Management Company Limited                                                                                                                                               | GE Triveni Limited                                                                                                                                                            |
| <b>Memberships/Chairmanships of Committees in other public companies*</b> | <b>Future Retail Limited</b><br>Stakeholders Relationship Committee – Chairman<br>Nomination and Remuneration Committee - Member<br><b>Axis Asset Management Company Limited</b><br>Audit Committee - Member | Not Applicable                                                                                                                                                                |
| <b>Number of Board Meetings attended as on March 31, 2019</b>             | Not Applicable (appointed w.e.f May, 20, 2019)                                                                                                                                                               | 4 out of 4                                                                                                                                                                    |
| <b>Details of Remuneration</b>                                            | He is entitled to sitting fees for attending meetings of the Board and its committee and profit related commission m if any in accordance with the provisions of the Companies Act 2013.                     | As stated in the Explanatory Statement to Item no 4 attached.                                                                                                                 |
| <b>Shareholding</b>                                                       | Nil                                                                                                                                                                                                          | 70291 equity shares of Re 1/- each                                                                                                                                            |
| <b>Relationship between directors inter-se</b>                            | Not Applicable                                                                                                                                                                                               | Not Applicable                                                                                                                                                                |

Place: Noida ( U.P)  
Date: August 3, 2019

By Order of the Board  
Rajiv Sawhney  
Company Secretary

**ROUTE MAP TO THE VENUE OF THE AGM**  
**Stardom Convention, Ground Floor, C-1, World Trade Tower, Sector 16, NOIDA-201301, U.P.**



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

## TRIVENI TURBINE LIMITED

CIN : L29110UP1995PLC041834

**Regd. Office:** A-44, Hosiery Complex, Phase-II Extension, Noida, Uttar Pradesh - 201 305

**Corporate Office:** 8th Floor, Express Trade Towers, 15-16, Sector - 16A, Noida, Uttar Pradesh - 201301

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

**Phone :** 91 120 4308000 / Fax : 91 120 4311010-11

### 24<sup>th</sup> Annual General Meeting - September 23, 2019

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 the Triveni Turbine 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 24<sup>th</sup> Annual General Meeting of the company, to be held on Monday, the 23<sup>rd</sup> day of September, 2019 at 12.30 p.m. at the Stardom Convention, Ground Floor, C-1, World Trade Tower, Sector 16, Noida, Uttar Pradesh-201 301 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.    | Resolutions                                                                                                                                                                                                                                                  | Optional* |         |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| Ordinary Business |                                                                                                                                                                                                                                                              | For       | Against |
| 1                 | Ordinary Resolution for adoption of (a) Audited Financial statements, Reports of the Board of Directors and Auditors of the Company for the year ended 31 <sup>st</sup> March 2019 and (b) Audited Consolidated Financial statements and report of auditors. |           |         |
| 2.                | Ordinary Resolution for Re- appointment of Mr. Arun Prabhakar Mote ( DIN 01961162) as a Director, who retires by rotation.                                                                                                                                   |           |         |
| Special Business  |                                                                                                                                                                                                                                                              |           |         |
| 3.                | Ordinary Resolution for appointment of Mr. Shailendra Bhandari (DIN 00317334) as an Independent Director of the Company to hold office for a period of 5 years, with effect from 20 <sup>th</sup> May, 2019.                                                 |           |         |
| 4.                | Special Resolution for re- appointment of Mr. Arun Prabhakar Mote (DIN 01961162), as a Whole time Director (designated as Executive Director) for a period of 3 years, with effect from 1 <sup>st</sup> November, 2019.                                      |           |         |
| 5.                | Ordinary Resolution for Ratification of payment of remuneration to the Cost Auditor viz M/s J.H.& Associates, Cost Accountant for the Financial year 2019-20.                                                                                                |           |         |

\* Applicable for investors holding shares in electronic form

Signed this ..... day of ..... 2019.

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 A-44, Hosiery Complex, Phase-II Extension, Noida, Uttar Pradesh-201305 / Corporate Office of the Company at 8th Floor, Express Trade Towers, 15- 16 , Sector 16A, Noida, Uttar Pradesh-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 24th 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.

Affix  
Re. 1/-  
Revenue  
Stamp

**CIN No.: L29110UP1995PLC041834****Registered Office:** A-44, Hosiery Complex, Phase II Extension, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201 305**Corporate Office:** 8th Floor, Express Trade Towers, 15-16, Sector - 16A, Noida, Uttar Pradesh – 201301**E-mail:** shares.ttl@trivenigroup.com **Website:** www.triveniturbines.com**Ph.:** 91 120-4308000 **Fax:** 91 120-4311010-11**ATTENDANCE SLIP****24<sup>th</sup> ANNUAL GENERAL MEETING - September 23, 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 24<sup>th</sup> Annual General Meeting of the Company to be held on Monday, the 23<sup>rd</sup> day of September, 2019 at 12.30 p.m. at the Stardom Convention, Ground Floor, C- 1, World Trade Tower, Sector 16, Noida, Uttar Pradesh - 201 301

\*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 Hall.
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 e-mail 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 the 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.

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