MINUTES of the Extra-Ordinary General Meeting of the Members of Triveni Engineering & Industries Limited held on Saturday, the 16th November, 2013 at 11.30 a.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

PRESENT:

DIRECTOR		
Lt. Gen. K.K. Hazari (Retd.)	:	Chairman of the meeting/Independent Non-Executive Director
EXECUTIVES		
Mrs Geeta Bhalla	:	GGM & Company Secretary
Mr Mehtab Singh	:	Chief General Manager
MEMBERS	:	213 members were present in person and by proxy (As per list prepared and kept in a separate file).

At the outset, the Company Secretary welcomed all the members present in person and by proxy at the meeting. He informed the members that Mr Dhruv M. Sawhney, Chairman & Managing Director of the Company could not attend the meeting due to his pre-occupation.

The members present at the meeting then unanimously elected Lt. Gen. K.K. Hazari (Retd.), an Independent Non-Executive Director, who was present at the meeting as Chairman of the meeting.

Gen Hazari occupied the Chair and welcomed all the members present in person and by proxy at the meeting. On being satisfied that the requisite quorum was present, the Chairman declared the meeting open for transacting the business as set out in the Notice dated 20th September, 2013 of the Extra-Ordinary General Meeting (EGM). The proceedings of the meeting then commenced.

The Chairman informed to the members that a total of 56 proxies were received from the equity shareholders holding in aggregate 100.20 million equity shares and the same had been recorded in the Register of Proxies maintained by the Company. All the proxies were found to be in order except two proxies for 6 equity shares, having been received from non-members. The members were informed that all the proxies alongwith proxy register and other relevant documents/registers required by law were open and accessible to the members having right to attend and vote at the meeting, for their inspection during the continuance of the meeting.

With the consent of all the members present at the meeting, the Notice convening the EGM together with its annexures, having already been circulated to the members, was taken as read.

Thereafter, The Chairman then briefly explained to the members the reasons for calling the EGM of the Company. Before taking up the agenda of the meeting, the Chairman invited the members to ask any query/clarification on any of the items of the Notice, if they so desired. None of the members raised any query/clarification.

The Chairman then took up the business as per the Notice of the EGM and asked the members to propose Item No.1 of the Notice.

1. The following resolution was put to the meeting as a Special Resolution:

Proposed by: Mr Subhash Chander Sarin (DP/Client ID: 120230000490305)
Seconded by: Mr Vishnu Dutt Sharma (DP/Client ID: IN302269-12930328)

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr Tarun Sawhney as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years with effect from 1st October, 2013, on the remuneration and terms and conditions, as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of Mr Tarun Sawhney, Managing Director in such manner as may be permissible in accordance with the provisions of the Act and Schedule XIII or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr Tarun Sawhney, 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 Tarun Sawhney as Managing Director, he shall be paid the remuneration, allowances and perquisites except the commission/performance bonus as set out in the Explanatory Statement referred to above as the Minimum Remuneration with and in accordance with the approval of the Central Government, if required.

RESOLVED FURTHER THAT as Managing Director of the Company, Mr. Tarun Sawhney shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and shall manage the business and affairs of the Company.

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 this resolution in conformity with the provisions of the Act as may be prevailing, 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.

The Chairman then put the resolution to vote and the same was carried unanimously by show of hands.

2. The following resolution was put to the meeting as a Special Resolution:

Proposed by: Mr Ramesh Chandra Agarwal (DP/Client ID: IN300476-42567678)
Seconded by: Mr Gaurav Kumar Singh (Regd. Folio No.: TES-477)

RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), the relevant provisions of the Memorandum & Articles of Association of the Company, the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999 ("the Guidelines") (including any amendment or re-enactment thereto for the time being in force), the Listing Agreements entered into with the Stock Exchanges where the securities of the Company are listed, and subject to such other approvals, consents, permissions and sanctions as may be necessary from appropriate authorities or bodies and subject to such conditions & modifications as may be prescribed, specified or suggested by any of them while granting such approvals, consents, permissions and sanctions which may at its sole discretion be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee including the Compensation Committee which the Board may at its discretion authorise to exercise certain or all of its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue, grant and allot over a period of time to and for the benefit of the eligible permanent employees and Directors of the Company, existing and future, under a Scheme titled "Triveni Employees Stock Option Scheme 2013" (hereinafter referred to as "TEIL ESOP 2013"), such number of equity shares and/or equity linked instruments including Options/Warrants and/or any other instruments or securities, which upon exercise could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company, not exceeding in aggregate 30,00,000 equity shares of Re. 1/ each in one or more tranches at such price or prices and in such manner and on such terms & conditions as set out in the annexed Explanatory Statement and/or as may be fixed or determined by the Board in accordance with the Guidelines or other applicable provisions of any law including the Act, as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any Corporate Action(s) such as right issues, bonus issues, merger and others, if any additional equity shares are issued by the Company, the above ceiling of 30,00,000 equity shares shall be deemed to be increased proportionately to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the TEIL ESOP 2013 on the Stock Exchanges where the Company's equity shares are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities under the TEIL ESOP 2013, the Board/ Compensation Committee of the Board be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect TEIL ESOP 2013 and to make any modifications,

changes, variations, alterations, or revisions in the TEIL ESOP 2013 from time to time, as may be required, or to suspend, withdraw or revive TEIL ESOP 2013 and to do and perform any or all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including allotment of equity shares upon exercise of vested options, forfeiture/cancellation of options granted; to re-issue options which have lapsed/cancelled due to whatsoever reasons etc. as also to settle any question, difficulty or doubt that may arise in this regard and without requiring to secure any further consent or approval of the shareholders of the Company.

The Chairman then put the resolution to vote and the same was carried unanimously by show of hands.

3. The following resolution was put to the meeting as a Special Resolution:

Proposed by: Mr Girish Prasad Mehra **(DP/Client ID: IN301774-14723243)**
Seconded by: Ms Chhama Rani **(DP/Client ID: 12019101-01229251)**

RESOLVED THAT in supersession of the resolution passed by the shareholders through postal ballot on 15th January, 2009, consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.3000 crore (Rupees Three thousand crore only) over and above the paid up capital of the Company and its free reserves.

The Chairman then put the resolution to vote and the same was carried unanimously by show of hands.

Since there was no other business to be transacted, the chairman thanked the members for sparing their valuable time for participation in the meeting and co-operation and support during the meeting & declared that the meeting is concluded.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

Sd/-
CHAIRMAN OF THE MEETING