For Triveni Turbine Ltd.
Rajiv Sawhney
Company Secretary

Triveni TURBINE LIMITED

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of Members of Triveni Turbine Limited will be held on Thursday, the 6th day of August, 2015 at 11.00 a.m. at the Expo Centre, A-11, Sector 62, NH-24, 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, 2015 including the audited Balance Sheet as at March 31, 2015 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) The audited consolidated financial statements of the Company for the year ended March 31, 2015 including the audited consolidated Balance Sheet as at March 31, 2015 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 interim dividend already paid to the equity shareholders and declare the final dividend on equity shares for the financial year ended March 31, 2015.

3. To appoint a Director in place of Mr. Dhruv M. Sawhney (Director Identification Number: 00102999), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Auditors

   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 139, 142 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), the Company hereby approves and ratifies the appointment of M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) as Auditors of the Company (including branch audit), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-first AGM of the Company on a remuneration including terms of payment to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following Resolutions:

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, 2016, be paid a remuneration of Rs.80,000/- plus service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit

6. **As a Special Resolution:**

   RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines etc. (including any statutory modifications or reenactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as " Board " which term shall deemed to include any Committee authorized thereof), consent of the Company be and is hereby accorded to the Board of the Company to permit Foreign Institutional Investors (FIIs) registered with the Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors by whatever name called, to make investment in any manner in

the equity shares of the Company upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit from 24% to aggregate limit of 49% and delegation of all or any of the powers conferred herein to any director or officer of the Company.

7. **As an Ordinary Resolution:**

RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby accorded to the payment of remuneration by way of commission to all or any of the Directors of the Company (other than the Managing Directors and the Whole-time Directors) in accordance with and upto the limits specified under the provisions of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act, for a period of five years from the financial year commencing April 01, 2015, in such proportion and in such manner and upto such extent as the Board of Directors ("the Board") may determine from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to aforesaid resolution, the Board be and is hereby authorized to take all actions and to do all such deeds, things and matters as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

8. **As a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (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 the execution of a material contract for turbine extended scope project of the outstanding value of Rs. 20 crore plus applicable taxes and duties and escalation, if any, outsourced by Triveni Engineering and Industries Ltd (TEIL), a related party as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement, to the Company in the financial year 2011-12, as per the detail provided in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (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 entering into contracts/arrangements/transactions with its subsidiary company, GE Triveni Ltd. (GETL), a related party as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement for certain transactions relating to manufacture and sale of goods, rendering of services, providing technology etc, as detailed in the explanatory statement annexed to this notice, on such terms and conditions as may be mutually agreed upon between the Company and GETL not exceeding Rs. 200 crore in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall deemed to include any Committee authorized thereof) be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

By Order of the Board
for Triveni Turbine Ltd.

Place: Noida
Date: July 3, 2015

sd/-
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the special business set out in the Notice and the relevant details pursuant to Clause 49 of the Listing Agreements executed with the Stock Exchanges are annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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 EXPRESS TRADE TOWERS, 8TH FLOOR, 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.

3. 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.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 4th August 2015 to Thursday, 6th August, 2015 (both days inclusive) for the purpose of payment of final dividend on the equity shares for the financial year ended 31st March 2015. Final dividend, if declared at the Meeting, will be paid to those Members holding shares in physical/demat form, whose names appear on the Register of Member of the Company/ List of Beneficial Owners furnished by the Depositories viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL), as at the close of business hours on 3rd August, 2015.

5. Members holding equity shares in physical form are requested to notify/send details of their bank account, email-id etc. 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 Transfer Agent (RTA), M/s Alankit Assignments Ltd., 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi 110 055 quoting their folio numbers.

6. Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details to their respective Depository Participant(s) (DP).

7. In terms of circular issued by Securities and Exchange Board of India (SEBI), it is mandatory to furnish a copy of PAN Card to the Company/RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.

8. 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.

9. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.

10. 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 the Annual General Meeting (AGM), so that the information may be made available at the AGM.

11. Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder which is higher in the order of names will be entitled to vote.

12. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall.

13. 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.

14. Notice of the AGM along with the Annual Report for the financial year 2014-15 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 20th AGM will also be available on the Company's website www.triveniturbines.com.

15. With a view to using natural resources responsibility, we request members who have not registered their e-mail addresses 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.

16. All the material documents referred to in the notice and explanatory statement are open for inspection at the Registered/Corporate Office 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 meeting.

17. 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.

18. In compliance with the provisions of section 108 of the Act read with the Rules framed thereunder duly amended and Clause 35B of the Listing Agreement, 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, 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. Member 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 e-voting are as under:

(A) In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "TRIVENI TURBINE LIMITED " from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members opting for e-voting first time
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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. • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details Or Date of Birth (DoB)	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. • 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 (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach 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 relevant EVSN on which you choose to vote.

(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 password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

(xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(xix) 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.

(xx) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(xxi) 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.

(xxii) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date, i.e. July 31, 2015 may follow the same instructions as mentioned above for e-voting.

(B) The e-voting period commences on 3rd August, 2015 (9.00 a.m. IST) and ends on 5th August, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized from, as on the cut-off date i.e. July 31, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

19. 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. July 31, 2015. 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.

20. Mr Suresh Kumar Gupta, Practising Company Secretary (FCS 5660) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

21. 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.

22. 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, not later than three days of 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.

23. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.triveniturbines.com) and on the CDSL's website (www.cdslindia.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. 5

The Board of Directors of the Company, 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, 2016.

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, 2016, 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/Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs) / SEBI approved sub-accounts of FIIs or Foreign Portfolio Investors (FPIs) can, in aggregate, hold upto 24% of paid-up capital of the Company. As per the Regulations, the limit of 24% may be increased upto the sectoral cap/ statutory ceiling, as applicable, by the Company concerned, by passing a Resolution by its Board of Directors, followed by passing of a Special Resolution to that effect by the Members. In terms of current FDI Policy, foreign investment is allowed upto 100% in the sector in which the Company operates.

Presently holding of FIIs in the Company is approximately 19.35% of paid up capital. To make more space for FIIs to invest in the equity of the Company, it is proposed to permit enhancement of the FII shareholding in the Company from 24% to 49% of the paid-up equity share capital of the Company. Accordingly, consent of the members is sought by way of special resolution for increase in the limit of shareholding by registered FIIs from 24% to 49% of the paid up capital of the Company.

The Board of Directors of the Company commend the passing of Special 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 Special Resolution.

Item No.7

The members of the Company had, at the 16th Annual General Meeting of the Company held on September 6, 2011, approved the payment of remuneration by way of commission to Non-Executive Directors (NEDs) of the Company upto a ceiling not exceeding one percent of the net profits of the Company for each year for a period of five years commencing from April 1, 2011. Although the approval is valid until March 31, 2016, it is proposed to seek approval of the shareholders in accordance with the provisions of Section 197 of the Companies Act, 2013 in order to continue payment of commission to NEDs.

Accordingly, consent of the members is sought for payment of remuneration by way of commission to NEDs (other than managing directors and the whole-time directors) for a period of five years from the financial year commencing April 1, 2015 which shall not exceed one percent of the net profits of the Company for each year, computed in the manner specified in Section 198 of the Act. The Board of Directors will determine each year the specific amount to be paid as commission to all or any of the NEDs. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof.

The Board of Directors of the Company commend the passing of Resolution at Item No.7 of the Notice.

All the NEDs of the Company may be deemed to be concerned or interested in the Resolution at Item No.7 of the Notice to the extent of commission that may be received by each of them.

None of the Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution, except Mr Dhruv M. Sawhney, Chairman & Managing Director and Mr Nikhil Sawhney, Vice Chairman and Managing Director, who are related to Mr Tarun Sawhney, one of the NEDs.

Item No. 8

Transactions with Triveni Engineering and Industries Ltd.

The Company is engaged in the manufacture and sale of steam turbines and this business ('the Turbine Undertaking') was vested in and transferred to the Company by Triveni Engineering & Industries Ltd. (TEIL), one of the promoter companies, through a Scheme of Arrangement approved by Allahabad High Court. Prior to the demerger, the Turbine Undertaking of TEIL participated in a tender for turbine extended scope project issued by a public sector undertaking. The contract was awarded to TEIL in 2012 after the appointed date for demerger of Steam Turbine business in this Company. The execution of the contract was outsourced to the Company at the basic price of Rs.157.10 crore plus applicable taxes/duties and at the mutually agreed terms and conditions. The outstanding contract upto Rs 20 crore plus escalation, if any, is expected to be completed by FY 2016-17. TEIL is a "Related Party" within the meaning of Section 2(76) of the Companies Act 2013 and Clause 49(VII) of the Listing Agreement.

The Securities and Exchange Board of India had, vide its Circulars No. CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014, amended Clause 49 of the Listing Agreement and pursuant to the said circular, all existing material related party contracts or arrangements as on the date of the said circular which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. Accordingly, the transactions entered into/ proposed to be entered into between the Company with TEIL are deemed to be "material" in nature as defined in Clause 49(VII) of the Listing Agreement and are likely to continue upto FY 2016-17, i.e. beyond March 31, 2015. Thus, in terms of Clause 49 (VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution. The said transactions are in the ordinary course of business of the Company and are priced based on equitable splitting of profits in accordance with risks and functions performed by the two contracting parties resulting in adherence to the arms' length principle.

Transactions with GE Triveni Ltd.

GE Triveni Ltd. (GETL) is a subsidiary of the Company engaged in design, supply and service of advanced technology steam turbines with generating capacity in the range of above 30-100 MW. Based on the long term agreements (JV Agreements) entered into by the Company with General Electric Inc. in the year 2010-2011, the agreements were executed between the Company and GETL to give effect to the JV Agreements.

Accordingly, the Company in the normal course of business enters into transactions with GETL relating to manufacture and sale of turbines, receipt of marketing commission, royalty on sale of Turbines, technical know-how fees and certain other transactions including lease of portion of Company's premises to GETL for its various business requirements. The aforesaid transactions are in accordance with the terms of the agreements as aforesaid. GETL is a "Related Party" within the meaning of Section 2(76) of the Companies Act 2013 and Clause 49(VII) of the Listing Agreement.

Such transactions are recurring and the value of such transactions as per the future business projections may exceed the prescribed threshold amount and may be deemed "material in nature" as defined in Clause 49(VII) of the Listing Agreement. Thus, in terms of Clause 49 (VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution. The said transactions are in the ordinary course of business of the company and are appropriately priced based on market price/cost plus basis conforming to the principles of Arm's length Price.

The particulars of the transactions pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Particulars	Information
Name of the Related Party and relationship	***Triveni Engineering & Industries Ltd. (TEIL),*** *Investing company holding substantial interest in the Company.*
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Dhruv M Sawhney, Mr. Tarun Sawhney, Mr. Nikhil Sawhney (Promoters- Directors).
Material Terms of Contract/Arrangement/ Transactions	Execution of contract outsourced by TEIL to the Company in FY 2011-12, on back-to-back terms of its contract with the customer.
Monetary Value & Term of Contract	Total value of contract: Rs. 157.10 crore plus applicable taxes. Outstanding contract: Rs. 20 crore plus taxes and escalation, if any, to be executed up to FY 2016-17.
Name of Related Party and relationship	***GE Triveni Ltd.,*** a subsidiary company
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Dhruv M Sawhney, Mr. Tarun Sawhney, Mr. Nikhil Sawhney (Promoters-Directors).
Material Terms of Contract/Arrangement/ Transactions	Manufacture and sale of turbines: Back-to-back terms in accordance with contract of GETL with customers. Marketing commission: Accrues on orders procured by the Company for GETL but payment is made on full supply by GETL to its customer. Royalty: Accrues on manufacture of turbine with the technology of the Company but payment is made on supply of turbine by GETL to its customer. Lease of office space: Monthly invoicing with payment within 30 days thereof. Technical Know How: Based on the requirements of GETL at mutually agreed charges. Other minor transactions: At market related prices and mutually agreed terms.
Monetary Value	Aggregate transactions of all the contracts not exceeding Rs.200 crore in each financial year.
Term of Contract	The contracts with the said related party (GETL) are long term contracts and shall be in effect and shall continue unless terminated by either party.

Any other information relevant or important for the Members to take a decision: The transactions with the related parties are equitable and towards the benefit of all the related parties with an objective to utilize the infrastructural facilities available within the Group. The respective agreements are entered into on an arms-length basis and all relevant factors have been considered by the Audit Committee/Board.

The members are hereby informed that no member of the Company shall be entitled to vote on Special Resolution at Item No.8 of the Notice, if such member is a related party.

The Board of Directors of the Company commend the passing of Special Resolution at Item No.8 of the Notice.

All the Promoters-Directors and their relatives, Mr Shekhar Datta, Lt Gen K. K. Hazari (Retd.), and Mr Arun P. Mote, Directors, no other Director or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this Special Resolution.

By Order of the Board
for Triveni Turbine Ltd.

Place: Noida
Date: July 3, 2015

sd/-
Company Secretary

Details of Director seeking re-appointment at the Annual General Meeting Scheduled to be held on 6th August, 2015 pursuant to Clause 49 of the listing agreement

Mr Dhruv M Sawhney

Promoter/Chairman & Managing Director

Mr. Dhruv M Sawhney (DIN 00102999) aged about 71 years, is an eminent industrialist. He has been on the Board of the Company since 10th May, 2011. He graduated with a Masters in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and M.B.A with distinction from the Wharton School, University of Pennsylvania, U.S.A. and is a life member of Beta Gama Sigma. Mr. Sawhney has received the highest civilian award "Chevalier de la Legion d'Honneur" from President Chirac of the French Republic.

He is a Past President of the Confederation of Indian Industry (CII), the Indian Sugar Mills Association and the Sugar Technologists Association of India and the International Society of Sugarcane Technologists. He was the first chairman from the developing world of the international society of sugar cane technologists. He has served on the Board of various public sector organizations and chaired Government advisory councils on Industry, Energy and Sugar. He chairs the Commonwealth Leadership Development Conferences found by HRH Prince Philip, the Duke of Edinburgh in 1956 to foster and broaden the understanding and decision making ability of individuals in the common wealth countries. He is Deputy Chairman of the Evian Group and Chairman of the India Steering Committee of the World Economic Forum, Switzerland. He also chairs CII's

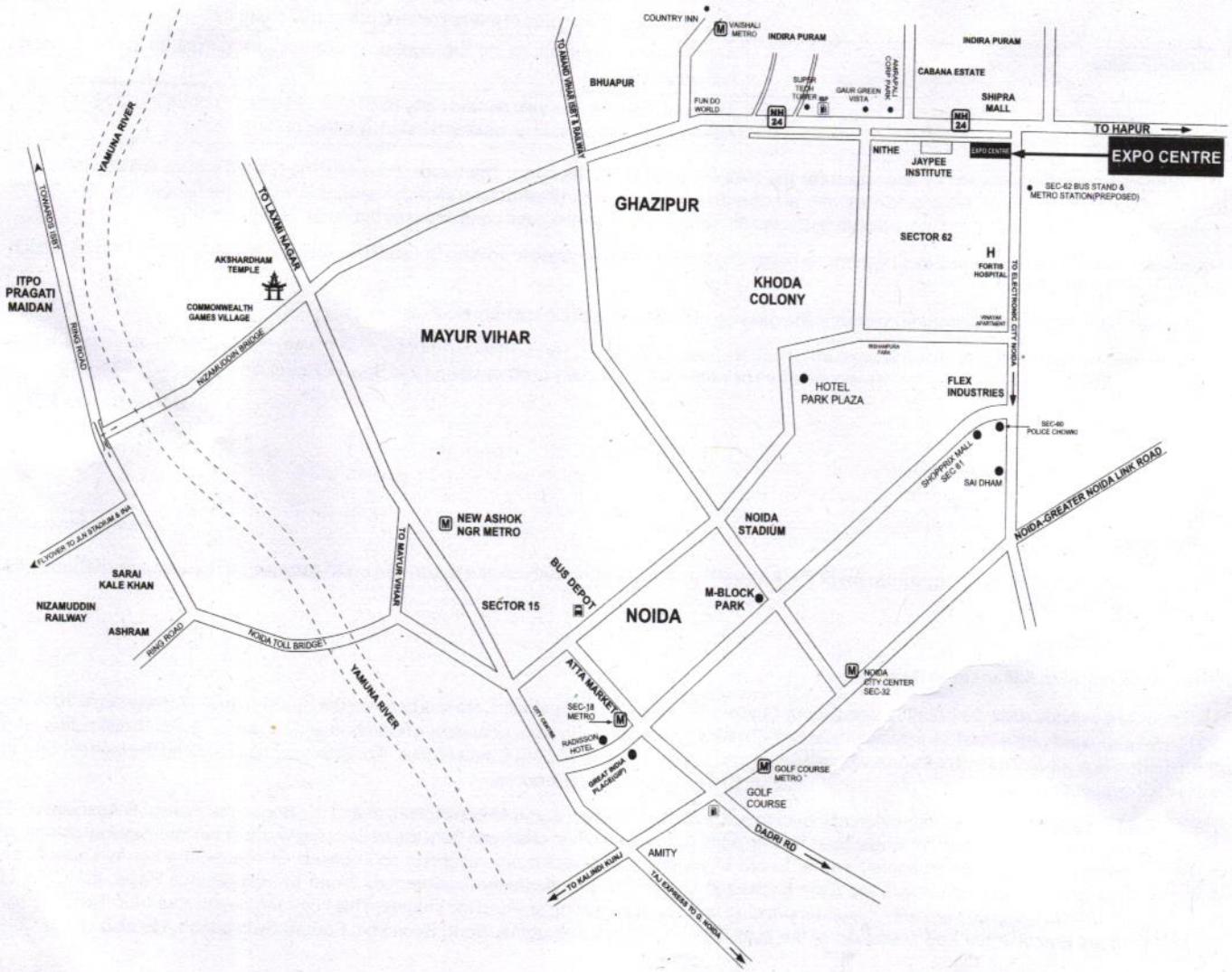
International and Internal Audit Committees. He takes a keen interest in education and was a past Governor of the Indian Institute of Management Lucknow, the Management Institute at the University of Delhi and Chairman of the Doon School Dehradun, one of India's most famous public schools. He is a Companion Member of the Chartered Institute of Management, U.K. and chairs the Board of Trustees of Delhi's oldest private charitable hospital. He was President of the All India Chess Federation for 12 years.

List of Other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
Chairman and Managing Director Triveni Engineering & Industries Ltd. **Director** GE Triveni Ltd Orient Bell Ltd. Triveni Engineering Ltd. Triveni Energy Systems Ltd. Triveni Turbines Europe Private Ltd, UK Triveni Turbines DMCC, Dubai (UAE)	**Audit Committee** GE Triveni Ltd. - Chairman	24924645 Equity Shares of Re.1/- each

* The Committees considered above are those prescribed under Clause 49(II) (D) of the Listing Agreement i.e. Audit Committee & Stakeholders' Relationship Committee of Public Limited Companies.

Mr Dhruv M. Sawhney is the father of Mr. Nikhil Sawhney, Vice Chairman and Managing Director and Mr. Tarun Sawhney, Director of the Company.

ROUTE MAP TO THE VENUE OF THE AGM
EXPO CENTRE, A-11, SECTOR - 62, NH-24, NOIDA-201301, UP



PROXY FORM

[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 No.: L29110UP1995PLC041834

Registered Office : A-44, Hosiery Complex, Phase II Extension, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201 305
Corporate Office : Express Trade Towers, 8th Floor, 15-16, Sector 16A, Noida, Uttar Pradesh – 201301
Ph. : 91 120-4308000 Fax : 91 120-4311010-11 E-mail : shares.ttl@trivenigroup.com, Website : www.triveniturbines.com

Name of the member(s) :

Registered address :

E Mail Id:

Folio No. / *Client ID:

*DP ID:

I / We, being the member(s) of _____ equity shares of Re 1/- each of the above named Company, 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 _____

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 20th Annual General Meeting meeting of the company, to be held on the Thursday, the 6th day of August 2015 at 11.00 a.m. at the Expo Centre, A-11, Sector 62, NH-24, Noida, Uttar Pradesh - 201 301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional#	
		For	Against
Ordinary Business			
1.	Adoption of (a) Audited Financial statement, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March 2015 and (b) Audited Consolidated financial statements and report of auditors.		
2.	Confirmation of one interim dividend paid during the financial year 2014-2015 & declaration of final dividend for the said Financial Year.		
3.	Appointment of Mr. Dhruv M Sawhney, who retires by rotation and, being eligible offers himself for re-appointment.		
4.	Ratification of appointment of M/s J.C.Bhalla & Co. Chartered Accountants, as auditors of the Company and fixing their remuneration.		
Special Business			
5.	Ratification of payment of remuneration to the cost auditor viz M/s J.H.& Associates, cost accountants.		
6.	Approval for Foreign Institutional Investors to acquire/ hold equity upto 49% of paid up equity share capital of the Company.		
7.	Payment of commission to non - executive Directors.		
8.	Approval of the material related party transactions entered into / to be entered into between the Company with Triveni Engineering and Industries Ltd and GE Triveni Ltd.		

* Applicable for investors holding shares in electronic form

Signed this ..... day of ..... 2015.

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 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 20th 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.

Triveni
TURBINE LIMITED

CIN No.: L29110UP1995PLC041834
Registered Office : A-44, Hosiery Complex, Phase II Extension, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201 305
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ATTENDANCE SLIP

20th ANNUAL GENERAL MEETING - August 6, 2015

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 20th Annual General Meeting of the Company to be held on Thursday, the 6th day of August, 2015 at 11.00 a.m at the Expo Centre, A-11, Sector 62, NH-24, 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 2014-15 & 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 2014-15 & 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.