

Certified to be true copy
For Triveni Engineering & Industries Ltd

Geeta Bhatia
Company Secretary



NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Triveni Engineering & Industries Limited will be 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 to transact the following business:-

SPECIAL BUSINESS

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

1. As a Special Resolution:

"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 re-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."

2. As a Special Resolution:

"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."

3. As a Special Resolution:

"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."

By Order of the Board

Place : Noida

Date : 20th September, 2013

Geeta Bhalla

Group General Manager & Company Secretary

NOTES:

1. An Explanatory Statement pursuant to relevant provisions of the Act in respect of Special Business set out in the Notice and the relevant details pursuant to the provisions of Clause 49 of the Listing Agreements executed with 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/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the Registered Office or Corporate Office of the Company not less than forty eight (48) hours before the commencement of the meeting. A blank proxy form is annexed herewith.**
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 Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. For convenience and proper conduct of the meeting, the Members are requested to bring their attendance slip, which is annexed to this Notice, duly completed and signed and hand it over at the entrance of the meeting venue.
6. The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by companies through electronic mode, vide its circulars dated April 21, 2011 and April 29, 2011. To take part in the above 'Green Initiative', your Company proposes to send communications/documents including Notices for General Meetings and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP).
The members who have yet not registered their email addresses are requested to register/ update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in the case of physical form with the Company.
7. The 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 meeting and will also be available for inspection at the meeting.
8. **The members/proxies are welcome at the meeting. However, please note that no gift will be distributed at the meeting.**

Details of Director seeking re-appointment at the Extra-Ordinary General Meeting Scheduled to be held on 16th November 2013 (Pursuant to Clause 49 of the listing agreement)

Name of the Director	Mr Tarun Sawhney
Date of Birth	25.09.1973
Nationality	Indian
Date of Appointment on the Board	19.11.2008
Relationship with other Director	Mr Tarun Sawhney is related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director of the Company and as brother with Mr Nikhil Sawhney, Director of the Company.
Qualifications	MBA from Wharton School of Business, University of Pennsylvania, USA,
Expertise in specific functional area	Experience in the fields of agriculture, manufacturing, telecommunications, information technology, financial and portfolio analysis.
Number of shares held in the Company	1,46,95,375 equity shares of Re.1/- each
List of Directorship held in other companies	Triveni Turbine Ltd. GE Triveni Ltd.
Chairman/Member of the Committees of the Boards of other companies in which is a Director	NIL

Explanatory Statement pursuant to relevant provisions of the Act

Item No.1

The members of the Company had at the 73rd Annual General Meeting (AGM) held on 29th December, 2008 appointed Mr. Tarun Sawhney as Executive Director of the Company for a period of five years with effect from 19th November, 2008. Subsequently, with the approval of the shareholders by a special resolution passed at the 76th AGM held on 10th February, 2012, Mr Tarun Sawhney was elevated and re-designated as Joint Managing Director of the Company with effect from 10th May, 2011 for the remaining period of his tenure i.e. upto 18th November, 2013 on the existing rates of remuneration and entrusted with substantial powers of the management of business and affairs of the Company. However, due to inadequacy of profits during FY 2010-11, the remuneration payable to him was in excess of the limits prescribed under Schedule XIII read with relevant provisions of Companies Act 1956 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) ("the Act"). Accordingly, approval of the Central Government was also sought, which is valid upto 30th September, 2013.

Keeping in view the adverse business conditions, performance, increased role and responsibilities, leadership capabilities and entrepreneurship skills of Mr Tarun Sawhney, the Board of Directors of the Company at their meeting held on 20th September, 2013 have, subject to the approval of shareholders and such other approvals, as may be required, re-appointed Mr Tarun Sawhney as Managing Director (designated as Vice Chairman and Managing Director) for a further period of five years with effect from 1st October, 2013 on the following terms and conditions and remuneration determined and recommended by the Remuneration Committee of the Board:

I. Remuneration

1. Salary:

Rs.9,00,000/- (Rupees Nine lac) per month in the scale of Rs.9,00,000/- to Rs.20,00,000/-, with an annual increment as may be decided by the Board/Remuneration Committee effective 1st April each year.

2. Allowances and Perquisites:

(i) Housing:

- a) Leased residential accommodation having rent upto 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per the Rules of the Company.
- b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the Company.
- c) The Company shall provide such furniture, furnishing domestic help and security guards at his residence as may be required.

(ii) Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in the foreign country of the patient, an attendant and medical supervision, if required, shall be borne by the Company.

(iii) Leave Travel Assistance and Insurance Coverage: As per Rules of the Company.

(iv) Company's contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per the Rules of the Company.

(vi) Leave: Leave with full pay and allowances or encashment thereof as per Rules of the Company. Leave accumulated, but not availed during the tenure shall be encashed at the end of the tenure as per Rules of the Company.

(vii) Club Memberships: Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.

(viii) Conveyance facilities: Provision of two cars with chauffeur.

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. Commission/Performance Bonus: Not exceeding 2% of the net profits of the Company for each financial year to be computed as per provisions of Sections 198 and 349 of the Act. The exact amount will be determined by the Board of Directors, on the recommendations of the Remuneration Committee, from year to year.

4. Amenities:

- (i) **Communication facilities:** The Company shall provide appropriate telephones, including cellular phones, telefax, internet and other communication facilities at the Managing Director's residence, for discharging his functions effectively.
- (ii) The Company shall provide office space, if required, by the Managing Director either at his residence or any other convenient place for discharging his official duties along with the required office infrastructure and facilities.
- (iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and board and lodging for self and also for spouse, if considered expedient to accompany him in the Company's interests, during domestic or overseas business trips.

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

II. Overall Remuneration

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed under Sections 198, 309 and other applicable provisions of the Act read with Schedule XIII thereto as may for the time being be in force.

III. Minimum Remuneration: Notwithstanding anything to the contrary contained therein, in the event of absence or inadequacy of profits in any financial year during the term of office of Mr Tarun Sawhney as Managing Director commencing from 1st October, 2013, the Company will subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above except commission/performance bonus, as the Minimum Remuneration with the approval of the Central Government, if required.

Mr Tarun Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, the term of office of Mr Tarun Sawhney shall be subject to retirement in accordance with the applicable provisions of the prevailing Act.

Presently Mr Tarun Sawhney has not been drawing any remuneration from any other Company except by way of sitting fee or commission from the associate company, Triveni Turbine Ltd. of which he is a director.

Mr Tarun Sawhney, being eligible, offers himself for re-appointment. A brief resume of Mr Tarun Sawhney is annexed to this notice.

As the abovementioned proposed minimum remuneration payable to Mr. Tarun Sawhney, in the event of absence or inadequacy of profits of the Company in any financial year during his tenure as Managing Director, would be in excess of the limits prescribed under Schedule XIII read with relevant provisions of Act, the same is subject to approval of the Shareholders and the Central Government. The statement as required under Section II, Part II of the Schedule XIII of the Act with reference to Special Resolution at Item No. 1 is annexed hereto as **Annexure-A**.

The approval of the shareholders is sought by way of a Special Resolution to the re-appointment of Mr Tarun Sawhney as Managing Director (designated as Vice Chairman and Managing Director) and payment of remuneration to him in accordance with the relevant provisions of the Act read with Schedule XIII thereto.

The Board commends the passing of Special Resolution at Item No. 1 of the Notice.

This may also be considered and treated as Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956.

None of the Directors of the Company, except Mr Tarun Sawhney, the appointee, related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director of the Company and as brother with Mr Nikhil Sawhney Director of the Company, is either directly or indirectly concerned or interested in this resolution.

Item No.2

In order to reward, motivate and retain desired talent in the Company and to create a culture of ownership and building commitment towards the Company and to align employees objectives towards critical goals/milestones of the Company, the Company had with the approval of the shareholders by Special Resolution passed at the 74th Annual General Meeting held on December 29, 2009 formulated an ESOP Scheme titled as "Triveni Employees Stock Option Scheme 2009" for grant of Options to certain Eligible Employees of the Company.

In order to extend the benefit of ESOPs to more Eligible Employees and Directors of the Company, it is proposed to introduce a new ESOP Scheme titled as "Triveni Employees Stock Option Scheme 2013" (hereinafter referred to as "TEIL ESOP 2013") which shall be subject to and in conformity with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 (SEBI Guidelines) and the provisions of the Companies Act, 1956 (including any amendment, modification, enactment thereto for the time being in force) ("the Act"). In terms of SEBI Guidelines, the administration of TEIL ESOP 2013 would vest with the Compensation Committee of the Board of Directors of the Company.

Disclosures as per Regulation 6.2 of the SEBI Guidelines as amended

1. Total number of Options to be granted under the ESOP

Total number of Options to be granted under the Scheme shall not exceed 30,00,000 equity shares of Re.1/- each. One option entitles the holder of the options to apply for one equity share of Re.1/- each of the Company.

Vested Options that lapsed due to non-exercise or unvested options that get canceled due to resignation of employee or otherwise would be available for regrant at a future date.

SEBI Guidelines require that in case of any Corporate Action(s) such as right issues, bonus issues, merger and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company due to said Corporate Action(s), 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.

2. Identification of classes of employees entitled to participate in the ESOP

Such eligible permanent employees and Directors of the Company, as may be decided by the Compensation Committee and permitted by law.

(As per SEBI Guidelines, those belonging to promoters or promoter group or holding directly or indirectly more than 10% of the outstanding equity shares of the Company shall not be eligible).

3. Requirements of vesting, period of vesting and maximum period of vesting

(a) There should be a minimum period of one year and maximum period of five years between the grant of options and vesting of options.

(b) The vesting may happen in one or more tranches as may be decided by the Compensation Committee.

4. Exercise Price or Pricing formula

The options would be issued at a price (Exercise Price) which is at the market price, which would be the latest available closing price on the Stock Exchange, which records the highest trading volume in the Company's equity shares on the date prior to the date of the meeting of the Compensation Committee at which the options are granted or at such price as the Compensation Committee may determine.

5. Exercise Period and the Process of Exercise

The Exercise period will commence from the date of vesting and extend up to a period not later than four years from the date of the vesting of the Options or such other period as may be decided by the Compensation Committee, from time to time.

The Option would be exercisable by the employee by a written application in the prescribed form to the designated officer of the Company to exercise the options and on the execution of such documents as may be prescribed by the Compensation Committee under the Scheme.

The options will lapse if not exercised within the specified exercise period.

6. Appraisal process for determining the eligibility of employees to the ESOP

The appraisal process for determining the eligibility of the employees and directors will be in accordance with the "TEIL ESOP 2013" or as may be determined by the Compensation Committee at its sole discretion

7. Maximum number of options to be issued per employee and in aggregate

The maximum number of options to be granted to an employee shall not exceed 50,000 options in a year, provided that the aggregate number of options to an employee and a director shall not exceed 2,50,000 options.

8. Disclosure and Accounting policies

The Company will comply with the disclosure and accounting policies, as applicable.

9. Method of Option Valuation

The Company shall use the Intrinsic Value Method for valuation of the options.

As the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of the options shall be disclosed in the Director's Report and also the impact of this difference on profits and Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

In terms of Section 81(1A) and other applicable provisions, if any, of the Act and SEBI Guidelines, the approval of Shareholders is sought to issue equity Shares pursuant to options to be granted under TEIL ESOP 2013 not exceeding 30,00,000 equity shares at the terms stated herein above. Accordingly the Special Resolution set out at Item No. 2 is being placed for the approval of the Shareholders.

The Board commends the passing of Special Resolution at Item No.2 of the Notice.

All of Directors of the Company except Promoter Directors are concerned or deemed to be interested in the resolution to the extent the equity shares that may be offered to them under the Scheme.

Item No.3

The shareholders of the Company had by an ordinary resolution passed through postal ballot on 15th January, 2009 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.3000 crore over and above the paid up capital of the Company and its free reserves, for the business of the Company. However, Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No.3 is intended for this purpose.

The Board commends the passing of Special Resolution at Item No.3 of the Notice.

None of the Directors of the Company is either directly or indirectly concerned or interested in this resolution.

It may be mentioned here that the Companies Act, 2013 has been notified in the Official Gazette and is being implemented by the Ministry of Corporate Affairs in phases. The relevant provisions relating to appointment and remuneration of managerial personnel and also further issue of share capital have yet not come into force. On implementation of the said provisions, approval of the shareholders shall be deemed to be in accordance with the relevant corresponding provisions of the Companies Act, 2013 subject to compliance of any transitional provisions prescribed by the Companies Act, 2013.

‘Annexure – A’

Statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to the Resolution at Item No.1 of the Notice for the Extra-Ordinary General Meeting of Triveni Engineering & Industries Limited

I. General Information:

- Nature of Industry:** Manufacture of sugar, high speed gears, industrial alcohol, cogeneration of power, water & waste water treatment plants.
- Date or expected date of commencement of commercial production:** Existing Company in operation since 1933.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- Financial performance based on given indicators:**

(Rs. in Million)

Sl.No.	Particulars	2011-12	2010-11	2009-10
1.	Turnover	18594.51	17077.59	22595.34
2.	Profit/(Loss) before tax	(878.25)	81.69	1173.16
3.	Net Profit/(Loss) after tax	(667.12)	130.58	908.41
4.	Paid-up share capital	257.88	257.88	257.88
5.	Reserves & Surplus	9358.14	10058.48	9651.66

- Export performance and net foreign exchange collaborations:** The Company had foreign exchange earning of Rs.974.78 lac and the Outgo was at Rs. 6955.38 lac including investment in foreign company dealing in technological products relating to water business, during the financial year 2011-12.

- Foreign investments or collaborators, if any:** The Company has renewed license agreements with Lufkin Industries, USA for enhanced product and geographies in the high speed gear segment and entered into the niche low speed gear applications for major industrial segments.

The Company has made a strategic investment in the share capital of Aqwise Wise Water Technologies Limited, Israel (Aqwise), a leader in development and implementation of wastewater treatment solutions for the industrial and municipal markets, by way of subscribing/acquiring 25.04% of the equity share capital of Aqwise. Through this acquisition, the Company has secured access to their technology for furtherance of business in India.

II. Information about Mr Tarun Sawhney

- Background details:** Mr Tarun Sawhney is one of the promoters of the Company. Mr Tarun Sawhney, aged about 40 years, joined the Company in August 2002 as Corporate Vice President. He was inducted on the Board of Company as Executive Director since November 19, 2008 and re-designated as Joint Managing Director with effect from May 10, 2011. He possesses a Bachelor degree in Arts (Economic Honors) and Masters degree in Arts from the Emmanuel College, University of Cambridge, UK – one of the oldest academic institutions in the world and is regarded as one of the best undergraduate institutions globally, and a Masters degree in Business Administration from the Wharton School of Business, University of Pennsylvania, USA, a premier academic institution (Wharton). He has work experience in the fields of agriculture, manufacturing, telecommunications, information technology, financial and portfolio analysis. He has also international exposure through working in foreign companies.

2. **Past Remuneration:**

Financial Year	Amount (In Rs.)
2011-12	13,487,294*
2010-11	13,487,294*
2009-10	15,254,596

*excluding retiral benefits (PF, Superannuation and Gratuity)

3. **Recognition or awards:** Mr Tarun Sawhney was the only person to receive from AT Kearney, UK an MBA sponsorship to Wharton. He was selected by Wharton from amongst 1500 candidates for the Academic Services Advisory Board and the Admissions Committee.
4. **Job profile and his suitability:** Mr Tarun Sawhney, has been entrusted with substantial powers of the management of business and affairs of the Company. He has over one decade of experience in Sugar and Engineering businesses of the Company and its associate companies. The Company has been substantially benefitted by his vision, professional knowledge and managerial expertise and has made enormous progress. Mr Tarun Sawhney plays a major role in providing thought leadership and strategic inputs to the Company.
5. **Remuneration proposed:** As stated in the Explanatory Statement at Item No. 1 of the Notice.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Remuneration of Mr Tarun Sawhney is in sync with his peers and is commensurate with his qualification, experience, the size of the Company and diverse nature of its businesses.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr Tarun Sawhney is a Promoter-Director, holding 1,46,95,375 equity shares of Re. 1/- each representing about 5.70% of the total paid-up capital of the Company. Mr Tarun Sawhney is related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director of the Company and as brother with Mr Nikhil Sawhney, Director of the Company.

III. **Other information:**

1. **Reasons of loss or inadequate profits:**

- (a) The sugar, one of the major businesses of the Company, is a cyclical business and is largely dependant on climatic factors, supply-demand position and government policies, including sugarcane pricing. High sugar production in the country results in softening of sugar pricing, which in turn adversely affects the profitability of the sugar mills. Conversely, lower production results in strong sugar prices, leading to better profitability in the sugar operations. Further, due to economic slowdown and its cascading impact on the capital goods industry and infrastructure sector, in which our engineering business operates, the engineering business of the Company has also been adversely affected.
- (b) The sugarcane price is fixed the Government in an arbitrary manner without any reference whatsoever to the prevailing sugar prices in the form of State Advised Price (SAP). The GoUP is yet to carry out reforms as advocated by Dr Rangarajan Report and thus, there is a complete mismatch between the output and input prices.
- (c) Large amounts on account of various incentives and subsidies under UP Sugar Promotion Policy are held up with the Government authorities, which has resulted in increased debt burden and consequent servicing cost.

2. **Steps taken or proposed to be taken for improvement:** The Company has been taking all measures within its control to maximize efficiencies and optimize costs to lower the cost of production of sugar, realizing that it has little control over the Government policies. With a view to make its sugar operations more viable, the Company has chalked out a road map with ambitious cane development targets and to increase the profitability of sugar integrated businesses, such as, cogeneration and distillery operations. Further, the Company is also looking at new opportunities to grow its business including setting up of sugar refineries and additional cogeneration plants within the existing sugar factories so as to improve sugar realization prices and the usage of by-products which may contribute towards the profitability of the Company. The engineering businesses are poised for a rapid growth in the domestic (subject to normalcy in the macroeconomic factors) as well as in the overseas markets, and in future, they are expected to largely offset the impact of the cyclicity in the sugar operations. The Company hopes to contain or lower the financial cost through improved profitability and financials.

3. **Expected increase in productivity and profits in measurable terms:** Through the steps being undertaken and proposed to be undertaken, the Company hopes and strives to be profitable. The much awaited reforms by the Government in the sugar sector and resumption of normal economic growth in the country may accelerate the turnaround of the Company. The fundamentals of the Company are sound and it, being the third largest crushing capacity in the country, has the economies of scale in the sugar sector. It has well balanced and diversified businesses and has the potential of not being just profitable but achieving significant growth.

In view of the facts stated above, it is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that the productivity and profitability may improve and would be comparable with the industry average.

IV. **Disclosures:**

1. **Remuneration package of the managerial person:** Fully described in the Explanatory Statement as stated above.
2. **Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report:** The requisite details of remuneration etc. of Directors are/will be included in the Corporate Governance Report, forming part of the Annual Report of the Company.

For & on behalf of the Board

Place : Noida

Date : 20th September, 2013

Geeta Bhalla

Group General Manager & Company Secretary

Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247 554
Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector 16-A, Noida - 201301, U.P., India
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ENGINEERING & INDUSTRIES LTD.

Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247 554

Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector 16-A, Noida - 201301, U.P., India

ADMISSION SLIP

FOLIO NO.....	NO. OF SHARES.....
DP ID/CLIENT ID*	
NAME OF THE MEMBER/	
AUTHORISED REPRESENTATIVE.....	
NAME OF THE PROXY.....	

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Saturday, the 16th November, 2013 at 11:30 A.M. at Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

Signature of the Member/ Authorised Representative	Signature of the Proxy
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* Applicable for investors holding shares in demat form.

TEAR HERE



ENGINEERING & INDUSTRIES LTD.

Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247 554

Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector 16-A, Noida - 201301, U.P., India

PROXY FORM

FOLIO NO.....	NO. OF SHARES.....
DP ID/CLIENT ID*.....	

I/We.....of.....being a member/members of Triveni Engineering & Industries Limited hereby appointof.....or failing him/her.....of.....as my/our proxy to attend and vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, the 16th November, 2013 at 11:30 A.M. and/or at any adjournment thereof.

Affix
Re.1/-
Revenue
Stamp

Signed this.....Day of, 2013

Signature

Note: The Proxy in order to be effective should be completed, stamped and signed and must be deposited either at the Regd. Office of the Company or at the Corporate Office of the Company at 8th Floor, Express Trade Towers, 15-16, Sector 16A, Noida - 201 301, Uttar Pradesh at least forty eight hours before the schedule time of the meeting.

* Applicable for investors holding shares in demat form.

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