MINUTES of the Seventy Seventh (77th) Annual General Meeting of the Members of Triveni Engineering & Industries Limited held on Tuesday, the 19th February, 2013 at 1.30 p.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

PRESENT:

DIRECTORS

Mr Dhruv M. Sawhney	:	Chairman and Managing Director
Mr Tarun Sawhney	:	Joint Managing Director
Lt. Gen. K.K. Hazari (Retd.)	:	Independent Non-Executive Director & Chairman-Audit Committee
Mr R.C. Sharma	:	Independent Non-Executive Director

IN ATTENDANCE

Ms Geeta Bhalla	:	Company Secretary
Mr Suresh Taneja	:	Vice President & CFO

MEMBERS	:	389 members were present in person and by proxy (As per list prepared and kept in a separate file).

Mr Dhruv M. Sawhney, Chairman and Managing Director (CMD) of the Company occupied the Chair.

At the outset, the Chairman welcomed all the members present in person and by proxy at the 77th Annual General Meeting (AGM). 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 21st November, 2012 of the AGM. The proceedings of the meeting then commenced.

The Chairman introduced the Directors and officers sitting on the dais to the members. It was informed to the members that a total of 63 valid proxies were received from the equity shareholders holding in aggregate 101.53 million equity shares and the same had been recorded in the Register of Proxies maintained by the Company. The members were informed that the Proxy Register was available for inspection during the continuance of the meeting.

The Chairman further informed the members that the Register of Members, Register of Directors and Secretary, Register of Directors' Shareholding and all other registers and documents, as required under the Companies Act, 1956 and other applicable laws/guidelines have been placed at the meeting and the same 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 AGM, Directors' Report with its Annexures (alongwith section on the Management Discussion and Analysis and Report on Corporate Governance) and Audited Accounts for the Financial Year (FY) ended 30th September, 2012, having already been circulated to the members, were taken as read, and the Auditors Report was read at the meeting.

Thereafter, the Chairman briefly explained to the members highlights of the operational/financial performance of the Company and its future prospects. He apprised the members that the FY 2011-12 was besieged with external challenges, both economic and business. However, the Company maintained its optimism by taking many strategic initiatives, enhancing its products and geographies, thereby creating a solid foundation for future growth. Further, in spite of slowdown in global and domestic economies as well as the fluctuating sugar scenario, the performance of the Company during the FY 2011-12 was satisfactory, as the other two businesses in sugar i.e. cogeneration and distillery performed well.

He further apprised the members that the much needed and long awaited catalyst for the sugar industry has yet to come from the Union Government. The Committee set up by the Government under the Chairmanship of Dr. C. Rangarajan has submitted its report inter-alia recommending developing a sugarcane pricing mechanism linked with sugar prices and abolition of the levy sugar mechanism and regulated release of sugar. These reforms once implemented, will help the industry to prosper and grow.

Before taking up the agenda of the meeting, the Chairman invited the members to ask any query/clarification on the annual accounts of the Company for the financial year ended 30th September, 2012 and/or on any of the items of the Notice, if they so desired. None of the members raised any query/clarification. However, some of the members enquired about the deregulation of sugar sector and its impact on the sugar business of the Company, which was suitably replied by the Chairman.

The Chairman then took up the business as per the Notice of the AGM and asked the members to propose Item No.1 of the Notice relating to adoption of accounts for the FY ended 30th September, 2012.

1. The following resolution was put to the meeting as an Ordinary Resolution:

Proposed by: Mr Sanjiv Jain **(Regd. Folio No.:TES-80)**
Seconded by: Mr Subhash Chander Sarin **(DP/Client ID: 1202300000490305)**

RESOLVED THAT the Audited Balance Sheet as at 30th September, 2012, the Statement of Profit & Loss Account for the financial year ended on that date and the Reports of the Directors' and Auditors' thereon, as circulated to all the members of the Company be and are hereby approved and adopted.

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 an Ordinary Resolution:

Proposed by: Mr Krishan Lal Madan **(DP/Client ID: IN300183-10543123)**
Seconded by: Mr Krishna Kant Sharma **(DP/Client ID: 12059000-00002335)**

RESOLVED THAT dividend @ 10% (Re.0.10 per equity share) on 25,78,80,150 fully paid equity shares of Rs.1/- each of the Company for the financial year ended 30th September, 2012 be and is hereby declared and that the same be paid to those equity shareholders holding

shares in physical and demat forms and whose names appeared on the Register of Members of the Company/Beneficial Owners, as per the lists furnished by both the Depositories viz. NSDL and CDSL, as at the end of business hours on 13th February, 2013.

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

Before taking up next item, Mr Dhruv M. Sawhney vacated the Chair for transacting the business at Item No.3 of the Notice, being interested in this item. Gen. Hazari occupied the Chair at the request of the members present at the meeting. Gen. Hazari then took up the business at Item No.3 of the Notice.

3. The following resolution was put to the meeting as an Ordinary Resolution:

Proposed by: Mr Ravi Shanker Kapoor (DP/Client ID: 12033300-00560381)
Seconded by: Ms Chhama Rani (DP/Client ID: 12019101-01229251)

RESOLVED THAT Mr Nikhil Sawhney, Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

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

On conclusion of Item No.3, Gen. Hazari vacated the Chair. At the request of the members present at the meeting, Mr Dhruv M. Sawhney, CMD re-occupied the Chair for conducting the proceeding of the rest of the business of the meeting.

4. The following resolution was put to the meeting as an Ordinary Resolution:

Proposed by: Mr Gulshan Rai (DP/Client ID: IN301774-10159772)
Seconded by: Mr Murlidhar Talreja (DP/Client ID: IN300118-10042082)

RESOLVED THAT Mr Shekhar Datta, Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

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

5. The following resolution was put to the meeting as an Ordinary Resolution:

Proposed by: Mr Yash Pal Singh (DP/Client ID: IN300708-10138236)
Seconded by: Mr Hukam Chand (DP/Client ID: IN300118-10112212)

RESOLVED that M/s J.C. Bhalla & Co., Chartered Accountants (Firm Regn. No.001111N), the retiring Auditors be and are hereby appointed as Auditors of the Company from the

conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company, in addition to the reimbursement of actual out of pocket expenses incurred and service tax leviable on them.

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 fellow Board members, shareholders, customers, suppliers, bankers and concerned Government Authorities for their continued trust & support, expressed appreciation to employees at all levels for their dedicated & sincere performance and the shareholders for their participation in the meeting & declared that the meeting is concluded.

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

Certified to be true copy
For Triveni Engineering & Industries Ltd
Company Secretary

Sd/-
CHAIRMAN