

REF:TEIL:SE:

Date: 20th August, 2016

The Deputy General Manager Department of Corporate Services, Bombay Stock Exchange Ltd. 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street. Fort. MUMBAI - 400 001	The Asst. Vice President, Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051
STOCK CODE: 532356	STOCK CODE: TRIVENI
Sub: Notice of 80th Annual General Meeting of the Company and Remote E-voting	

Dear Sirs,

This is to inform you that the **80th Annual General Meeting (AGM)** of the members of the Company will be held on **Wednesday, September 14, 2016 at 12.00 Noon** at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247554.

As required under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith a copy of the Notice convening 80th AGM together with annexures attached thereto including Explanatory Statement, Attendance Slip/Proxy Form.

The Company is providing remote e-voting facility through e-voting services platform of M/s Karvy Computershare Pvt. Ltd. (KARVY). **The remote e-voting period commences on September 11, 2016 (9.30 a.m. IST) and ends on September 13, 2016 (5.00 p.m. IST).** The Company shall also make available the facility for voting through ballot paper at the AGM and the members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. **The cut-off date** for determining the eligibility to vote by remote e-voting or voting through ballot paper at the AGM is **7th September, 2016.**

You are requested to please take the above on record and disseminate to all concerned.

Thanking you,

Yours faithfully,

For Triveni Engineering & Industries Ltd.



GETA BHALLA

GGM & Company Secretary

Encl: As above

NOTICE

NOTICE is hereby given that the 80th Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on Wednesday, the 14th day of September, 2016 at 12.00 Noon at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554 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, 2016 including the audited Balance Sheet as at March 31, 2016 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, 2016 including the audited consolidated Balance Sheet as at March 31, 2016 and the consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors' thereon.
2. To appoint a Director in place of Mr Nikhil Sawhney (Director Identification Number: 00029028), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Ratification of 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 Section 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, for the time being in force), the Company hereby ratifies the appointment of M/s J.C. Bhalla & Co., Chartered Accountants, (Firm Registration Number: 001111N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 81st 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:

4. **As an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 139, 142, 143(8) 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, for the time being in force), the Company hereby ratifies the appointment of M/s Virmani & Associates, Chartered Accountants (Firm Registration Number: 000356N) as Branch Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 81st AGM, on a remuneration including terms of payment to be fixed by the Board of Directors of the Company.
5. **As an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s R.M. Bansal & Co., Cost Accountants (Firm Registration Number: 000022) and Mr T.L. Sangameswaran, Cost Accountant (Firm Registration Number: 102057) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's sugar businesses (including cogeneration and distillery) and gear business respectively for the financial year ending March 31, 2017, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.
6. **As an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation of the Listing Regulations, Mr Sudipto Sarkar (Director Identification Number: 00048279), who was appointed as an Additional Director and who hold office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of three years.
7. **As a Special Resolution:**
RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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 1, 2016, in such amount(s) or proportion(s) 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 authorised 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.

Place: Noida
Date : May 16, 2016

By Order of the Board
Geeta Bhalla
Group General Manager & 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 Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') 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 8TH FLOOR, EXPRESS TRADE TOWERS, PLOT NO. 15-16, SECTOR 16A, NOIDA- 201 301 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED HEREWITH.**

Proxies submitted on behalf of companies, institutional investors, societies, etc., must be supported by appropriate resolution/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
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. 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 Share Transfer Agent (RTA), M/s Karvy Computershare Pvt. Ltd. ('Karvy'), Karvy Selenium Tower-B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 quoting their folio numbers.

Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details to their respective Depository Participant(s) (DP).
5. Pursuant to the provisions of the Listing Regulations, 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.
6. 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.
7. Members holding equity shares in physical form in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members.
8. 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.
9. 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 AGM, so that the information may be made available at the AGM.
10. 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.
11. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting venue.
12. 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.
13. Notice of the AGM along with the Annual Report for the financial year 2015-16 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 80th AGM will also be available on the Company's website www.trivenigroup.com.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested 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.
15. All the material documents referred to in the notice and explanatory statement are open for inspection at the Registered/Corporate Offices 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 AGM.
16. 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.
17. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder duly amended and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by using an electronic voting system from a place other than venue of the AGM ('remote e-voting'), through the e-voting services provided by Karvy, 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. Members 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 remote e-voting are as under:

- (A) In case a member receives an e-mail of the AGM Notice from Karvy (for members whose e- mail IDs are registered with the Company / Depository Participant(s):
- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. **User ID and Password mentioned in e-mail**). The E-voting Event No. followed by Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach Password Change menu wherein they are required to mandatorily change your password. The new password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e. Triveni Engineering & Industries Limited.
 - (vii) On the voting page, enter the number of shares (which represents number of votes) as on the Cut-off Date under 'FOR/ AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
 - (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/ demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - (x) You may then cast their vote by selecting an appropriate option and click on "SUBMIT".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you "CONFIRM", you will not be allowed to modify or cast your vote again. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRIs etc.) are required to send scan certified true copy (PDF format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail at sureshguptacs@gmail.com with a copy marked to evoting@karvy.com. The scan image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
- (B) In case a member receives physical copy of the AGM Notice by post (for members whose e- mail IDs are not registered with the Company / Depository Participant(s):
- (i) User ID and initial password – As mentioned in Attendance Sheet
 - (ii) Please follow all steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast your vote.
- Any person who becomes a member of the Company or a beneficial owner after dispatch of the Notice of AGM, but on or before the **cut-off date i.e. September 7, 2016**, may write to Karvy on the email Id: evoting@karvy.com or contact Ms. C. Shobha Anand, at Phone No.040-33215424, requesting for the User Id and password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
18. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
19. The remote e-voting period commences on **September 11, 2016 (9.30 a.m. IST) and ends on September 13, 2016 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. September 7, 2016**, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
20. 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. September 7, 2016**. 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 paper.
21. Mr Suresh Kumar Gupta, Practising Company Secretary (FCS 5660/CP No.5204) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
22. 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.
23. 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.

24. Subject to receipt of the requisite number of votes, the resolutions will be deemed to be passed on the date of AGM i.e. September 14, 2016.
25. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.trivenigroup.com) and on the website of Karvy (<https://evoting.karvy.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.4

The shareholders of the Company had, at their 78th Annual General Meeting (AGM) held on 6th August, 2014, appointed M/s Virmani & Associates (VA), Chartered Accountants as Branch Auditors of the Company for auditing the accounts of the gear and water businesses of the Company for three consecutive years, to hold office from the conclusion of that AGM till the conclusion of the 81st AGM of the Company, subject to ratification by the members at every AGM.

In accordance with the provisions of Sections 139 and 143(8) of the Companies Act, 2013, the consent of the members is sought for ratification of the appointment of VA as Branch Auditors of the Company, as set out in the Resolution.

The Board commends the passing of Resolution set out at Item No.4 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.5

The Board of Directors of the Company have, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following individual/firms of Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company mentioned against each of them for the financial year ending March 31, 2017:-

Sr.No.	Name of the Cost Auditor	Business Unit	Audit Fees* (Rs.)
1.	M/s R.M. Bansal & Co.	Sugar Businesses (including Cogeneration & Distillery)	2,92,820/-
2.	Mr T.L. Sangameswaran	Gear Business	45,000/-

*plus applicable taxes and out of pocket expenses

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has 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 Auditors for the financial year ending March 31, 2017, as set out in the Resolution.

The Board commends the passing of Resolution set out 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

The Board of Directors of the Company had, on the recommendations of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') and the Articles of Association of the Company, appointed Mr Sudipto Sarkar as an Additional Director of the Company with effect from November 7, 2015. He would hold office upto the date of the ensuing Annual General Meeting and is eligible for appointment as Director.

The Company has received notice, in writing, from a member under Section 160 of the Act alongwith the requisite deposit, proposing the candidature of Mr Sarkar for the office of Independent Director.

Section 149 of the Act inter-alia stipulates the criteria of independence for the appointment of an Independent Director, not liable to retire by rotation. Mr Sarkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has also received a declaration from him that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for appointment as an Independent Director and he is independent of the management.

A brief resume of Mr Sarkar along with relevant details pursuant to Regulation 36(3) of the Listing Regulations is provided hereto.

Keeping in view the experience and knowledge of Mr Sarkar, it is proposed to appoint him as an Independent Director for a term of three years. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr Sarkar is being placed before the members for approval.

A copy of the draft letter for the appointment of Mr Sarkar as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

The Board commends the passing of Resolution set out at Item No.6 of the Notice.

Save and except Mr Sudipto Sarkar, the appointee and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No.7

The members of the Company had, at the 76th Annual General Meeting of the Company held on 10th February, 2012, approved by way of a special resolution under section 309 of the erstwhile Companies Act, 1956, the payment of remuneration by way of commission to Non-Executive Directors (NEDs) of the Company upto a ceiling not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from financial year 2011-12. Although the said resolution is still valid, it is considered desirable to have an enabling resolution under the relevant provisions of the Companies Act, 2013 ('Act').

In terms of Section 197 of the Act, a Company may pay remuneration to its NEDs by way of commission, if it is approved by the company in general meeting. Accordingly, approval of the members is being sought for future payments of remuneration to NEDs by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from financial year 2016-17 computed in the manner specified in Section 198 of the Act. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof.

The Board commends the passing of Special Resolution set out at Item No.7 of the Notice.

All the NEDs of the Company may be deemed to be concerned or interested in the Resolution set out at Item No.7 of the Notice to the extent of commission that may be received by each of them. Mr Dhruv M. Sawhney, Chairman & Managing Director and Mr Tarun Sawhney, Vice Chairman and Managing Director of the Company may also be deemed to be interested, being related to Mr Nikhil Sawhney, one of the NEDs.

None of the other Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in this resolution.

Place: Noida
Date : May 16, 2016

By Order of the Board
Geeta Bhalla
Group General Manager & Company Secretary

Details of Directors seeking appointment/re-appointment at the 80th Annual General Meeting Scheduled to be held on September 14, 2016 pursuant to Regulation 36(3) of the Listing Regulations

Mr. Nikhil Sawhney (DIN: 00029028) Promoter/Non-Executive Director

Mr. Nikhil Sawhney, aged about 40 years, is a Director of the Company since 19th November, 2008. He possesses a Master's degree in Business Administration from The Wharton School, University of Pennsylvania, USA, a premier academic Institution. He also holds a Bachelors of Arts and Masters from Emmanuel College, of Arts (Economic Honors) University of Cambridge, UK - one of the oldest academic institutions in the world and is regarded as one of the best undergraduate institutions globally. He has work experience in the fields of finance, consumer goods, engineered products and capital markets.

He has been awarded the Udyog Ratna by the Institute of Economic Studies. He has helped found the CII-Triveni Water Institute and is an active Trustee of Emmanuel College India Trust, as well as a Fellow of the Aspen Institute of India and the Aspen Global Leadership Network. He is currently the Treasurer of the All India Management Association (AIMA) and a member of the Board of Governors of IIM, Kolkata. He is a part of the Indo-UK CEOs Forum, constituted by the Government of India, and the Indo-Israel Forum. He is Co-Chair of CII National Committee on Capital Goods and Engineering. He was also a member of CII National Council for the year 2015-16.

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

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
Vice Chairman and Managing Director Triveni Turbine Ltd. Director GE Triveni Ltd Triveni Energy Systems Ltd. Aqwise-wise Water Technologies Ltd. (Israel)	Audit Committee Triveni Turbine Ltd. – Member Stakeholders Relationship Committee Triveni Turbine Ltd. - Member	15277653 Equity Shares of Re.1/- each

Mr. Sudipto Sarkar (DIN: 00048279) Independent Non-Executive Director

Mr Sudipto Sarkar, aged about 70 years, is a Director of the Company since 7th November, 2015. He is a practising Senior Advocate having experience of over 40 years. He holds degrees in B.Sc. (Maths-Hons.) from Presidency College, Kolkata; B.A. (Law Triplos), M.A. (Law) and LL.M, (International Law) from Jesus College, Cambridge, UK. He is also Barrister, Gray's Inn, London. A renowned lawyer and author of several authoritative legal textbooks, Mr. Sarkar specializes in the areas of Commercial and Corporate Laws. He

has been a Director on the Boards of some well-known Indian companies. He was formerly a Director of Bombay Stock Exchange Ltd. (now known as BSE Ltd.), JSW Steel Ltd., McNally Bharat Engineering Company Ltd., B & A Ltd. and B & A Packaging Ltd. He was Chairman of Clarion Advertising Services Ltd. (now known as Bates India Ltd.), a part of the WPP Group, and Chairman of Descon Ltd. He was the President of Bengal Club in 1998, the only barrister since the independence of India in 1947. He is the Chairman of the Stewards of the Royal Calcutta Turf Club (RCTC).

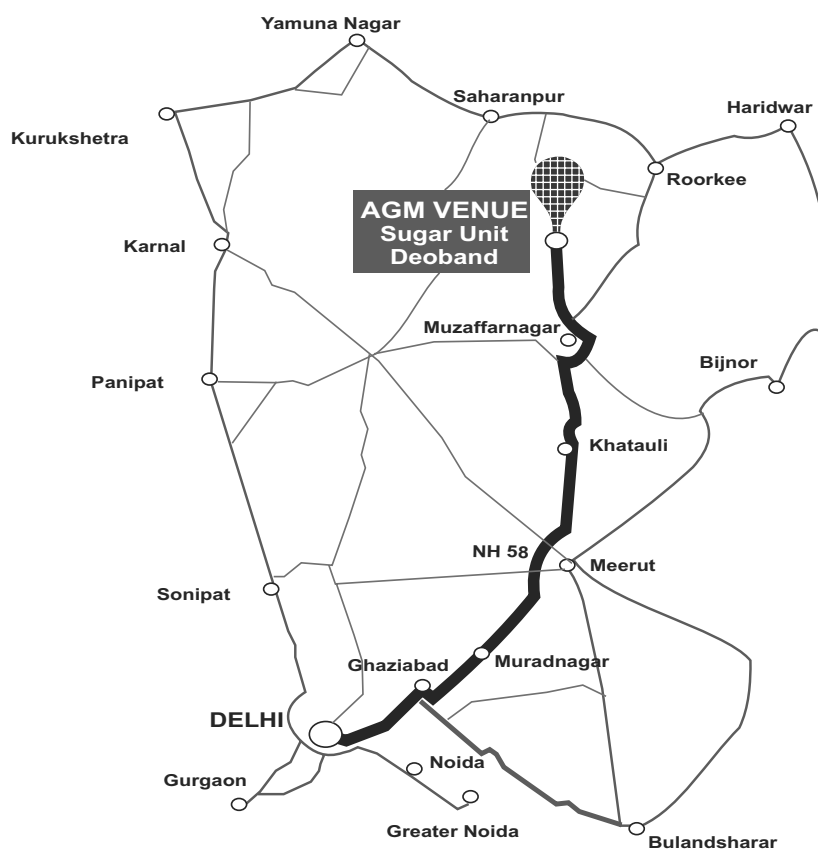
He has also acted as an arbitrator in domestic and international matters and has been a member of the Panel of Arbitrators of Hong Kong International Arbitration Centre (HKIAC) and Pacific International Arbitration Centre (PIAC).

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
Director Vesuvius India Ltd. EIH Associated Hotels Ltd. EIH Ltd. Eveready Industries India Ltd. Turf Properties Pvt. Ltd. Indivar Commercial Pvt. Ltd.	Audit Committee Vesuvius India Ltd. – Member EIH Associated Hotels Ltd. - Member Eveready Industries India Ltd. - Member Stakeholders Relationship Committee Vesuvius India Ltd. – Member EIH Associated Hotels Ltd. - Member	NIL

* The Committees considered above are those prescribed under Regulation 26 of the SEBI (LODR) Regulations, 2015 i.e. Audit Committee & Stakeholders' Relationship Committee of Public Limited Companies.

ROUTE MAP

**Deoband Sugar Unit Complex, Deoband, District Saharanpur,
Uttar Pradesh-247 554**



CIN No. L15421UP1932PLC022174

Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247554

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

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

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

PROXY FORM

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



CIN No. L15421UP1932PLC022174

Regd. Office : Deoband, District Saharanpur, Uttar Pradesh - 247554

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

E-mail : shares@trivenigroup.com, Website : www.trivenigroup.com, Tel: 91 120 4308000 / Fax: 91 120 4311010-11

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 80th Annual General Meeting of the Company to be held on Wednesday, the 14th day of September, 2016 at 12.00 Noon at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, Distt. Saharanpur, Uttar Pradesh - 247 554 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1.	Adoption of (a) Audited Financial Statements, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March 2016 and (b) Audited Consolidated Financial Statements and Report of Auditors for the year ended 31st March 2016.		
2.	Re-appointment of Mr. Nikhil Sawhney as a Director, who retires by rotation.		
3.	Ratification of appointment of M/s J.C.Bhalla & Co., Chartered Accountants, as Auditors of the Company and fixing their remuneration.		
Special Business			
4.	Ratification of appointment of M/s Virmani & Associates, Chartered Accountants as Branch Auditors of the Company and fixing their remuneration.		
5.	Ratification of payment of remuneration to the Cost Auditors, viz M/s R.M. Bansal & Co. and Mr T.L. Sangameswaran, Cost Accountants for the FY 2016-17.		
6.	Appointment of Mr. Sudipto Sarkar as an Independent Director of the Company.		
7.	Payment of Commission to Non-Executive Directors of the Company.		

* Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2016.

Signature of the Member _____ Signature of the Proxy Holder(s) _____

Affix
Re. 1/-
Revenue
Stamp

NOTE :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office at Deoband, District Saharanpur, 247554 U.P or Corporate Office of the Company at 8th Floor, Express Trade Towers, 15- 16, Sector 16A, Noida-201301, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 79th Annual General Meeting.
- 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.
- Please complete all details including detail of member(s) in above box before submission.



CIN No. L15421UP1932PLC022174

Regd. Office : Deoband, District Saharanpur, Uttar Pradesh - 247554

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

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

Tel: 91 120 4308000 / Fax: 91 120 4311010-11

ATTENDANCE SLIP

80th ANNUAL GENERAL MEETING - September 14, 2016

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 80th Annual General Meeting of the Company to be held on Wednesday, the 14th day of September, 2016 at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, Distt. Saharanpur, Uttar Pradesh - 247 554.

*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 Venue.
2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
3. Electronic copy of the Annual Report for the Financial year 2015-16 & Notice of the AGM along with the Attendance Slip & Proxy Form is being sent to all the members whose email 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 2015-16 & the Notice of the AGM along with 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.

REMOTE E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

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