

Ref: TTL: SD:SE:

Date : February 27, 2017

**By E Mail**

The Deputy General Manager, Department of Corporate Services, BSE Ltd. 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001  Fax-022-22723121/3719/2037/2039	The Asst. Vice President, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051  Fax-022-26598237/8238/8347/8348
<b>STOCK CODE: 533655</b>	<b>STOCK CODE: TRITURBINE</b>
<b>Sub: Postal Ballot Notice dated 8.2.2017</b>	

Dear Sir,

As required under Regulation 30 of SEBI ( Listing obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot notice dated February 8, 2017 together with annexures attached thereto including explanatory statement and Postal Ballot Form for seeking the approval of Members of the Company in respect of the businesses as mentioned therein. The said notice with annexures is also available on the Company's web site i.e. www.triveniturbines.com.

In terms of the relevant provisions of the Companies Act,2013 read with rules framed thereunder and Listing Regulations, the Company is providing facility for voting by electronic means through e-voting platform of Central Depository Services (India) Ltd. through there portal [https:// evotingindia.com](https://evotingindia.com).

The voting period including e-voting commences on March 2, 2017 (9.00 a.m. IST) and ends on March 31, 2017 (5.00 p.m. IST). During this period, the members of the Company, holding shares either in physical or in dematerialized form as on the cut-off date i.e. February 17, 2017, may cast their vote physically or electronically. The results of the postal ballot will be announced on April 4, 2017.

Kindly acknowledge receipt and take the same on record.

Thanking you,

Yours faithfully,

**For Triveni Turbine Ltd.,****Rajiv Sawhney  
Company Secretary**

Encl: As above



**NOTICE OF THE POSTAL BALLOT  
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

**Dear Members,**

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and other applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) that the Company proposes to seek consent of the members for passing of the proposed resolutions appended below through postal ballot. The explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons for the proposed resolutions along with a Postal Ballot Form and postage pre-paid envelope are annexed.

The Company has appointed Mr. Suresh Gupta, Practising Company Secretary (CP No.5204) as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed and signed in the attached self-addressed, postage prepaid envelope so as to reach the Scrutinizer on or before the **close of working hours i.e. by 05:00 p.m. on the Friday, 31st March, 2017**. Please note that any postal ballot form(s) received after the said date and time will be treated as not having been received.

In compliance with the relevant provisions of the Act, the Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. In case you desire to exercise your vote by using e-voting facility, then you are required to carefully follow the instructions for e-voting given in the notice and on the reverse of the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman/ Vice Chairman & Managing Director (VCMD) of the Company or any person authorised by them, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Postal Ballot will be announced on **Tuesday, April 4, 2017** at the Corporate Office of the Company. The Notice of the Postal Ballot has been placed on the website of the Company and the results of the Postal Ballot along with the Scrutinizer's Report will also be posted on the Company's website [www.triveniturbines.com](http://www.triveniturbines.com) besides communicating to the Stock Exchanges where the Company's shares are listed.

**1. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:**

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Lt. Gen. Kanwal Kishan Hazari (Retd.) (Director Identification Number: 00090909) 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 Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office with effect from 1st April 2017 till the conclusion of 25th Annual General Meeting of the Company.

**2. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) consent and

approval of the Company be and is hereby accorded to the re- appointment of Mr. Arun Prabhakar Mote (Director Identification Number : 01961162), as Whole-time Director (designated as Executive Director) of the Company for a period of two (2) years with effect from November 1, 2016 on the remuneration and terms and conditions as set out in the explanatory statement annexed to the notice and the period of his office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors (on the recommendations of the Nomination and 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. Arun Prabhakar Mote, Executive Director in such manner as may be permissible in accordance with the provisions of the Act and Schedule V and as may be agreed to by and between the Board of Directors and Mr. Arun Mote, 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. Arun Prabhakar Mote as Executive Director, he shall be paid the remuneration, allowances and perquisites except the performance bonus as set out in the explanatory statement referred to above as the Minimum Remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT as Executive Director of the Company Mr. Arun Mote will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given or made by the Board and his function will be under the overall authority of the Chairman and Managing Director

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all actions and steps expedient to give effect to this resolution.

**By Order of the Board  
For Triveni Turbine Ltd.**

Place: Noida  
Date : February 8, 2017

Sd/-  
Company Secretary

**NOTES:**

- 1) Pursuant to Section 102 of the Companies Act, 2013, a statement setting out material facts and reasons for proposed special businesses has been annexed with the notice.
- 2) Mr. Suresh Gupta, a practicing company secretary has been appointed as Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
- 3) The postal ballot notice is being sent to all the members whose names appear on the Register of Members/List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on **Friday, February 17, 2017**. The postal ballot notice is being sent to the members in electronic form to the email addresses registered with their respective Depository Participants (in case of electronic shareholding) / share and transfer agent of the Company (in case of physical shareholding). For members, whose email IDs are not registered, physical copies of the postal ballot notice are being sent by permitted mode along with a postage prepaid self-addressed business reply envelope.
- 4) In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate copy, he or she may send a request to the Company at its Corporate Office or send an email to [shares.ttl@trivenigroup.com](mailto:shares.ttl@trivenigroup.com). The Company shall forward the same along with postage-prepaid self-addressed business reply envelope to the member.
- 5) The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.

- 6) The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members/beneficial owners as on the **cut-off date i.e. Friday, February 17, 2017.**
- 7) A member cannot exercise his/her vote by proxy on postal ballot.
- 8). Corporate/ Institutional Members (i.e. other than individuals, HUF, NRIs etc.) opting for physical ballot are required to send certified true copy of the relevant Board Resolution / Power of Attorney/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer along with the Postal Ballot Form.
- 9) In compliance with Clause 44 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has made necessary arrangements with M/s Central Depository Services (India) Ltd. (CDSL) for the purpose of providing e-voting facility to all its members.

The procedure and instructions for e-voting are as under:

The voting period begins on **Thursday, March 2, 2017 (9.00 a.m. IST)** and ends on **Friday, March 31, 2017 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **i.e. Friday, February 17, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use 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.</p> <p>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. For example . If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</p>
Dividend Bank Detail or Date of Birth (DOB)	<p>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 .</p> <p>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 (iii).</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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 EVSN – 170220006 of Triveni Turbine Limited.
- (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 image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.

- (B) The e-voting period commences on **Thursday, March 2, 2017 (9.00 a.m. IST)** and ends on **Friday, March 31, 2017 (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. **Friday, February 17, 2017**, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 10) The Scrutinizer will submit his report to the Chairman/ Vice Chairman or any other officer authorised by them after the completion of scrutiny, and the results of the voting by postal ballot will be announced on **Tuesday, April 4, 2017** at the Corporate office of the Company
- 11) The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company ([www.triveniturbines.com](http://www.triveniturbines.com)) and also on the CDSL’s website ([www.cdslindia.com](http://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.
- 12) The last date for the receipt of duly completed postal ballot forms or e-voting shall be date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

### **Explanatory Statement as required under Section 102 of the Companies Act, 2013**

#### **Item No.1**

At the 19th Annual General Meeting (AGM) of the Company held on August 8, 2014, the shareholders had approved the appointment of Lt Gen Kanwal Kishan Hazari (Retd.) as an Independent Director (‘ID’) for a term upto March 31, 2017, in order to comply with the provisions of newly enacted Companies Act, 2013 (‘Act’) and the then prevailing listing agreement with the stock exchanges.

As per the provisions of Section 149 of the Act and the Rules framed thereunder and also the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (‘Listing Regulations’), an ID can be re-appointed by passing a special resolution by the Company and disclosure of such re-appointment in the Board’s report.

Gen. Hazari is eligible and is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has consented to continue to act as Director of the Company. The Company has also received declaration from him that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations. Further, the Company has received notice, in writing, from a member proposing his candidature for re-appointment as Independent Director, along with the requisite deposit under Section 160 of the Act. In the opinion of the Board, Gen. Hazari fulfills the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for re-appointment as Independent Director and he is independent of the management.

Based on his skill, knowledge, experience and the contribution made by Gen Hazari during his association with the Company and also on the basis of his performance evaluation, the Board of the Directors of the Company have, on the recommendations of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of Gen Hazari as an Independent Director. It is therefore proposed to re-appoint Gen. Hazari as Independent Director of the Company, to hold office with effect from 1st April, 2017 till the conclusion of the 25th AGM of the Company, whose period of office shall not be liable to retirement of directors by rotation.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Gen Hazari is being placed before the members for approval by way of a special resolution. Necessary disclosure about his re-appointment shall be made in the Board’s report in due course.

The draft terms and conditions for the re-appointment of Gen. Hazari as an Independent Director is available for inspection by members at the Registered Office of the Company.

The disclosure under Regulation 36 (3) of the Listing Regulations is provided at Annexure A of this Notice.

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

Save and except of Lt Gen Hazari ( Retd) 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 the resolution set out at Item No. 1 of the Notice.

## **Item No. 2**

The members of the Company had at their 19th Annual General Meeting held on August 8, 2014 re-appointed Mr. Arun Prabhakar Mote (Director Identification Number : 01961162), as Whole-time Director (designated as Executive Director) of the Company for a period of two (2) years and approved his remuneration.

The present tenure of Mr. Arun Mote was due to expire on October 31, 2016. Keeping in view his experience, role and responsibilities, and contribution in the performance and growth of the Company and the subsidiary companies and also on the basis of his performance evaluation, the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) at their meeting held on August 4 , 2016 have, subject to the approval of the shareholders and such other approvals, as may be required, re-appointed Mr. Arun Prabhakar Mote as whole Time Director (designated as “ Executive Director” (ED) ) of the Company for a further period of 2 (Two) years effective November 1, 2016. on the terms and conditions and remuneration set out below:-

### **I Remuneration**

- 1. Salary: Rs 6,74,500/- (Rupees Six lacs Seventy Four thousand five hundred only) per month with** an annual increment as may be decided by the Board/Nomination and Remuneration Committee effective 1st April each year. The annual increment will be merit based and will take into account the performance in the Company.
- 2. Allowances and Perquisites:**
  - (i) Special Allowance: Rs. 4,79,700/- per month with the authority to the Board/Nomination and Remuneration Committee to increase the same from time to time. This allowance will not be taken into account for calculation of benefits such as HRA, PF, Gratuity, Leave Encashment etc.
  - (ii) Housing: Leased residential accommodation for a rent upto 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per rules of the Company.
  - (iii) Medical Reimbursement, Leave Travel Allowance, Leave Encashment and Insurance Coverage: As per rules of the Company.
  - (iv) Company's contribution to the Provident Fund and payment of gratuity: As per rules of the Company.

### **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. Performance Bonus:** As may be decided by the Board on the recommendation of the Nomination and Remuneration Committee.
- 4. Amenities:** Provision for use of the Company's car with driver for official duties and telephones at the residence (including payment of local calls and long distance official calls, cellular phone, telefax, internet and other communication facilities).

**Explanation:**

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

**General**

The office of the Executive Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months prior notice in writing.

The Employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice:-

- (i) If the Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate Company to which he is required to render services; or
- (ii) In the event of any serious repeated or continuing breach of non-observance by the Director of any of the stipulations contained in terms of employment with the Company; or
- (iii) In the event the Board expresses its loss of confidence in the Director.

Upon termination by whatever means of the Executive Director's employment, the Director shall immediately tender his resignation from the office as Director of the Company and from such other offices held by him in Company or any subsidiary or associate Company and other entities without claim for compensation for loss of office.

The Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiary or associate Company.

**II Overall Remuneration:**

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed under Sections 196, 197 and other applicable provisions of the Act as for the time being in force read with Schedule V to the Act.

Mr. Arun Mote will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, Mr. Arun Mote has presently not been drawing any remuneration from any other company.

The disclosure under Regulation 36(3) of the Listing regulations in respect of Mr. Arun Mote is provide at Annexure A of this notice.

The approval of the shareholders is sought by way of a special resolution to the re-appointment of Mr. Arun Mote as Whole Time Director of the Company (designated as Executive Director) in accordance with the relevant provisions of the Act read with Schedule V thereto.

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

Save and except Mr. Arun Prabhakar Mote 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 the special resolution set out at Item No. 2 of the Notice.

**By Order of the Board  
For Triveni Turbine Ltd.**

Place: Noida  
Date : February 8, 2017

Sd/-  
Company Secretary



**Relevant Information pursuant to Regulation 36(3) Of the Listing Regulations about the Directors seeking re-appointment**

**Lt General Kewal Kishan Hazari (Retd)  
Independent Non Executive Director**

Lt Gen. Kanwal Kishan Hazari (Retd) is a Director of the Company since December 3 , 2007. He is a graduate of Defence Services Staff College, Camberley, UK and National Defence College, New Delhi. He has rendered 38 years of service in the Armed Forces of India and has served as Vice Chief of Army Staff. He has a special interest in matters like long term planning, management structures and systems and financial planning and has written extensively on these subjects. He was a member of the Committee of Defence Expenditure appointed by the Govt. of India in 1990 as also of the Kargil Review Committee constituted by the Govt. of India.

<b>List of Other Directorship in other listed Companies</b>	<b>Chairman/Member of the committees of the other Board of the Companies on which he is a Director*</b>	<b>Details of shareholding in the Company</b>										
<b>Director</b> Triveni Engineering and Industries Ltd	<table border="0"> <tr> <td><b>Stakeholders Relationship Committee</b></td> <td></td> </tr> <tr> <td>Triveni Engineering and Industries Ltd - Chairman</td> <td></td> </tr> <tr> <td><b>Audit Committee</b></td> <td></td> </tr> <tr> <td>Triveni Engineering and Industries Ltd - Member</td> <td></td> </tr> <tr> <td>Interglobe Enterprises Ltd- Member</td> <td></td> </tr> </table>	<b>Stakeholders Relationship Committee</b>		Triveni Engineering and Industries Ltd - Chairman		<b>Audit Committee</b>		Triveni Engineering and Industries Ltd - Member		Interglobe Enterprises Ltd- Member		Nil
<b>Stakeholders Relationship Committee</b>												
Triveni Engineering and Industries Ltd - Chairman												
<b>Audit Committee</b>												
Triveni Engineering and Industries Ltd - Member												
Interglobe Enterprises Ltd- Member												

**Mr. Arun Prabhakar Mote  
Whole Time Director Designated as Executive Director**

Mr. Arun Prabhakar Mote is a Director of the Company since November 1 2012. He has a Master Degree in Technology from the IIT – Bombay and a Master’s Degree in Business Administration from the Jamunalal Bajaj Institute of Management Studies Bombay University. He has been associated with Triveni group for around last 18 years . Prior to his appointment he was CEO (Turbines).

<b>List of Other Directorship in other listed Companies</b>	<b>Chairman/Member of the committees of the other Board of the Companies on which he is a Director*</b>	<b>Details of shareholding in the Company</b>
Nil	Nil	72000 Equity shares of Re 1/ each

\* The Committee considered above are those prescribed under Regulation 26 of the listing Regulations i.e Audit Committee & Stakeholders Relationship Committee of Public Ltd Companies



**Registered office:** A-44, Hosiery Complex, Phase II Extn, Noida - 201305, Uttar Pradesh  
**Corporate Office:** 8th Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida - 201301, Uttar Pradesh  
**Website:** www.triveniturbines.com, **E-mail:** shares.tl@trivenigroup.com  
**Phone:** 91 120 4308000, **Fax:** 91 120 4311010-11 **CIN:** L29110UP1995PLC041834

**POSTAL BALLOT FORM**

Sl. No. ....

1	Name and Registered address of the sole / first named member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No / DP ID No. / Client ID No.* (*Applicable only to investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

5. I/We hereby exercise my/our vote as ticked (✓) in the box below in respect of the Special Resolutions to be passed through postal ballot for the business as set out in the Postal Ballot Notice dated February 8, 2017 by recording my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Item No.	Description of Resolution	No. of Equity Shares for which vote cast	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for re-appointment of Lt. Gen. Kanwal Kishan Hazari (Retd.) as an Independent Director of the Company with effect from 1st April 2017 till the conclusion of 25th Annual General Meeting of the Company.			
2.	Special Resolution for re-appointment of Mr Arun Prabhakar Mote as Whole-time Director (designated as Executive Director) of the Company for a period of two (2) years with effect from 1st November, 2016 on the remuneration and terms and conditions as set out in the explanatory statement annexed to the notice.			

Place:

Date :

Signature of the Member

## Instructions for Postal Ballot

- 1) A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects (in original as no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postal Ballot Form may be sent through courier or registered/speed post at the expense of registered member. Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
- 2) Alternatively, a member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
- 3) The self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Company.
- 4) The voting period for exercising vote by postal ballot/e-voting commences on Thursday , March 2, 2017 (9.00 a.m. IST) and ends on Friday , March 31, 2017 (5.00 p.m. IST).
- 5) The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company on or before the close of the working hours i.e. by Friday, March 31, 2017. Postal Ballot received after this date will be strictly treated as if the reply from the member has not been received and the same will not be considered. In case of e-voting, the e-voting module shall be disabled by CDSL for voting upon expiry of the aforesaid voting period.
- 6) In case shares are jointly held, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- 7) In case of shares held by Companies, Institutional Investors, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter/power of attorney etc. and sent to the Scrutinizer in the manner stated in the Notice of Postal Ballot.
- 8) The voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of the members/beneficial owners as on Friday, February 17, 2017 (cut-off date).
- 9) Members are requested not to send any paper (other than the resolution/authority letter/power of attorney as mentioned in instruction No.7 above) along with the Postal Ballot Form in the enclosed self-addressed prepaid postage envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 10) A tick mark (✓) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot form bearing tick mark (✓) in both the columns will render the same invalid.
- 11) A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Corporate Office of the Company. However, the duly filled in and signed duplicate Postal Ballot form should reach the Scrutinizer not later than the time and date specified hereinabove.
- 12) The vote in this Postal Ballot cannot be exercised through proxy.
- 13) There will be only one Postal Ballot Form for every Folio/Client ID.
- 14) Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
- 15) The Scrutinizer's decision on the validity or otherwise of the Postal Ballot Form will be final.