

NOTICE is hereby given that the Twenty First Annual General Meeting of Members of Triveni Turbine Limited will be held on Thursday, August 4, 2016 at 10.30A.M. at Expo Centre, A-11, Sector 62, NH-24, Noida, Uttar Pradesh -201301, to transact the following business :

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the year ended March 31, 2016 including the audited Balance Sheet as at March 31, 2016 and the Statement of Profit & 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 confirm the two interim dividends aggregating to Rs. 1.10 per equity share, already paid to the equity shareholders for the year ended March 31, 2016 and considered the same as final dividend.
3. To appoint a Director in place of Mr. Arun Prabhakar Mote (Director Identification Number: 01961162), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the Company hereby approves and ratifies the appointment of M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) as Auditors of the Company (including branch audit), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-second AGM of the Company on a remuneration including terms of payment to be fixed by the Board of Directors of the Company.

#### **SPECIAL BUSINESS**

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

5. **As an Ordinary Resolution:-**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s J.H. & Associates, Cost Accountants, (Firm Registration Number 00279), appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2017, be paid a remuneration of Rs.80,000/- plus service tax as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit.

6. **As a Special Resolution:-**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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 Articles of Association of the Company and subject to such approvals as may be required including Central Government, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Dhruv M. Sawhney (Director Identification Number:00102999) as Managing Director of the Company (designated as Chairman and Managing Director for a period of three years with effect from 10<sup>th</sup> May, 2016 without any remuneration and on the terms and conditions, as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment, which is hereby specifically approved, in the conformity with the requirements in such manner as may be agreed to by and between the Board of Directors and Mr. Dhruv M. Sawhney, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT as Managing Director of the Company, Mr. Dhruv M. Sawhney shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to 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 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.

7. **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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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 Articles of Association of the Company, 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. Nikhil Sawhney (Director Identification Number:0029028) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years with effect from 10<sup>th</sup>May, 2016 on the remuneration and terms and conditions, as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & 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. Nikhil Sawhney, Managing Director in such manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and as may be agreed to by and between the Board of Directors and Mr. Nikhil Sawhney, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT the period of office of Mr. Nikhil Sawhney shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the term of office of Mr. Nikhil 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 in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT as Managing Director of the Company, Mr. Nikhil Sawhney shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to 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 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.

By Order of the Board

Place: Noida

Date: May 10, 2016

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/HERSELF 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 8<sup>TH</sup> 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/NACH mandate/bank details etc. to the Company or its Registrar and Transfer Agent (RTA), M/s Alankit Assignments Ltd., Alankit Heights, IE /13, Jhandewalan Extension, New Delhi 110 055 quoting their folio numbers.
5. Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details to their respective Depository Participant(s) (DP).

6. 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, and 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.
7. 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.
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 Annual General Meeting (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 hall.
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 at 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 21<sup>st</sup> AGM will also be available on the Company's website [www.triveniturbines.com](http://www.triveniturbines.com).
14. With a view to using natural resources responsibly, we request members who have not registered their e-mail addresses to register/update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the Company or its RTA to enable the Company to send communication electronically.
15. All the material documents referred to in the notice and explanatory statement are open for inspection at the Registered/Corporate Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the meeting.
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 read with 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 Central Depository Services (India) Ltd (CDSL) on all the resolutions set forth in this Notice. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. 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 e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (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 &amp; Physical Form</b>
PAN*	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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.</li> <li>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</li> </ul>
Dividend Bank Detail or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> <li>If both the details are not recorded with the depository or company please enter the member id / folio in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(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 "16062008" -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 Captcha Code 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 on or after 30<sup>th</sup> June 2016. 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.

(xix) Any person who acquired the shares of the Company and becomes a member of the Company after dispatch of the notice of the AGM and holds shares as on the cut off date i.e. July 28, 2016 may follow the same instructions as mentioned above for e-voting.

(B) The e-voting period commences on **1<sup>st</sup> August, 2016 (9.00 a.m. IST) and ends on 3<sup>rd</sup> August, 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. **July 28, 2016**, 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

18. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. July 28, 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.
19. Mr. Suresh Kumar Gupta, Practising Company Secretary (FCS 5660) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. 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.
21. 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.
22. 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.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s J.H. & Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017, as set out in the Resolution.

The Board of Directors of the Company commend the passing of Resolution at Item No.5 of the Notice.

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

##### **Item No. 6**

The members of the Company had at their 16th Annual General Meeting (AGM) held on September 6, 2011, appointed Mr. Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman & Managing Director) for a period of five years with effect from May 10, 2011. Subsequently, to comply with the provisions of Section 196 of the Companies Act, 2013 ('Act'), on attaining the age of 70 years by Mr. Sawhney, approval of the shareholders was obtained by way of special resolution passed at the 19<sup>th</sup> AGM held on August 8, 2014 for his continuation in office for the remaining tenure.

The present tenure of Mr. Sawhney has expired on May 9, 2016. Keeping into view his vast and rich experience, performance, leadership, capabilities, entrepreneurship skills and the role and responsibilities entrusted to him for the externalization and overseas expansion of Company's business, the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) at their meeting held on May 10, 2016 have, subject to the approval of the shareholders and such other approvals as may be necessary, re-appointed Mr. Dhruv M. Sawhney as Managing Director (designated as "Chairman and Managing Director" (CMD)) of the Company for a period of three years effective from May 10, 2016 without any remuneration. However, he shall be entitled to certain benefits/facilities such as, provision of office alongwith support facilities, payment/ reimbursement of actual telephone, mobile and other communications bills, conveyance expenses/ provision of Company's car for undertaking official duties, travel expenses (travelling including travel insurance, boarding and lodging expenses) during domestic or overseas business trips, entertainment expenses incurred in the course of the business as per the rules of the Company for effectively discharging and attending to his official duties and to function as CMD of the Company, which shall not be considered as his remuneration. Mr. Sawhney, being eligible, offers himself for re-appointment. A brief resume of Mr. Dhruv M. Sawhney is annexed to this notice.

Mr. Sawhney will not be entitled to any performance bonus/commission and sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, the term of office of Mr. Dhruv M. Sawhney shall be subject to retirement in accordance with the applicable provisions of the Act.

In order to carry out the externalization of Company's business by setting up subsidiaries abroad and to provide leadership and to spearhead the marketing thrust, Mr. Sawhney has been re-located at Dubai and has acquired the Non Resident status and has been drawing remuneration from the step down foreign subsidiary of the Company namely, Triveni Turbines DMCC. Further, in accordance with the relevant provisions of the Act, Mr. Dhruv M. Sawhney is also the Chairman & Managing Director of one of the Promoter Companies viz. Triveni Engineering and Industries Ltd. and has not been drawing any remuneration from that Company too except for certain benefits/facilities incidental to performance of his duties.

Since Mr. Sawhney, who is a Non Resident Indian and has attained the age of 70 years, as per the provisions of Sections 196 and 197 read with Schedule V of the Act, his re-appointment is subject to the approval of the shareholders by way of a special resolution and of the Central Government.

Accordingly, approval of the shareholders is sought by way of a special resolution to the re-appointment of Mr. Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman and Managing 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. 6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Dhruv M. Sawhney, the appointee, Mr. Nikhil Sawhney, Vice Chairman & Managing Director, and Mr. Tarun Sawhney, Director, who are related to each other, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

#### **Item No.7**

The members of the Company had at their 16<sup>th</sup> Annual General Meeting held on September 6, 2011 appointed Mr. Nikhil Sawhney as Managing Director of the Company (designated as Joint Managing Director) for a period of five years with effect from May 10, 2011 and approved his remuneration. Subsequently, he was re-designated as Vice Chairman and Managing Director of the Company by the Board of Directors of the Company effective November 6, 2013.

The present tenure of Mr. Nikhil Sawhney has expired on May 9, 2016. Keeping into view his experience, leadership capabilities, increased role and responsibilities, and contribution in the performance and growth of the Company and also the joint venture subsidiary company, GE Triveni Ltd., the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) at their meeting held on May 10, 2016 have, subject to the approval of the shareholders and such other approvals, as may be required, re-appointed Mr. Nikhil Sawhney as Managing Director (designated as "Vice Chairman and Managing Director" (VCMD) ) of the Company for a period of 5 (Five) years effective May 10, 2016. on the terms and conditions and remuneration set out below:-

#### **I Remuneration**

##### **1. Salary:**

Rs. 12,46,000/- (Rupees Twelve lacs forty six thousand only) per month in the scale of Rs. 12,00,000/- to Rs. 20,00,000/- with an annual increment as may be decided by the Board/Nomination and Remuneration Committee effective 1<sup>st</sup> April each year.

##### **2. Allowances and Perquisites:**

###### **(i) Housing:**

- a. Leased residential accommodation for a 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 the 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.

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

**(vi) Club Memberships:** Subscription or reimbursement of membership fees (including admission and life membership) for two clubs either in India or abroad.

**(vii) 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:** An amount as may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year basis.

##### **4. Amenities:**

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

###### **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 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being be in force.

Mr. Nikhil Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors of Committees thereof. Further, Mr. Nikhil Sawhney has presently not been drawing any remuneration from any other company except by way of sitting fee or commission, if any, from the companies of which he is a director including the promoter company, Triveni Engineering & Industries Ltd.

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

The approval of the shareholders is sought by way of a special resolution to the re-appointment of Mr. Nikhil Sawhney as Managing Director of the Company (designated as Vice Chairman and Managing 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. 7 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Nikhil Sawhney, the appointee, Mr. Dhruv M Sawhney Chairman & Managing Director, and Mr. Tarun Sawhney, Director, who are related to each other, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

By Order of the Board

Place: Noida

Date: May 10, 2016

Company Secretary

**Details of Director seeking re-appointment at the Annual General Meeting Scheduled to be held on 4<sup>th</sup> August, 2016 pursuant to Regulation 36(3) of the Listing regulations**

**Mr. Arun Prabhakar Mote  
Whole time Director**

Mr. Arun Prabhakar Mote aged 63 years is a Director of the Company since November 1, 2012. He has a Masters Degree in Technology from the IIT – Bombay and a Masters Degree in Business Administration from the Jamnalal Bajaj Institute of Management Studies Bombay University. He has been associated with Triveni Group for around last 17 years. Prior to his appointment he was CEO (Turbines).

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 GE Triveni Ltd	Nil	72000 Equity Shares of Re.1/- each

**Mr. Dhruv M Sawhney  
Promoter/Chairman & Managing Director**

Mr. Dhruv M Sawhney (DIN 00102999) aged about 72 years, is an eminent Industrialist. He has been on the Board of the Company since 10<sup>th</sup> May, 2011. Mr. Sawhney graduated with a Master's degree in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and an M.B.A with distinction from the Wharton School, University of Pennsylvania, U.S.A. He was on the Dean's list for all terms, came second in the University, and is a life member of Beta Gama Sigma.

Mr. Sawhney received the "Chevalier de la Legion d'Honneur" from President Chirac of the French Republic, and was made an 'Honorary Lieutenant of the Royal Victorian Order' (LVO) by HM Queen Elizabeth II. He chaired the Commonwealth Leadership Development Conferences founded by HRH The Duke of Edinburgh to foster and broaden the decision making ability of future global leaders. Mr. Sawhney was President of the Confederation of Indian Industry (CII) in 1991/92, and a Past President of the International Society of Sugar Cane Technologists and the Indian Sugar Mills Association. He received the 'Lifetime Achievement Award' from the Sugar Technologists' Association of India, and was made 'Indian Business Leader of the Year' by Horasis.

Mr. Sawhney is Co-Chair of the Indo-French CEO's Forum set up by the President of France and the Prime Minister of India. He is Chairman of the Indian Institute of Management, Kashipur, and a past Chairman of the Doon School, one of India's premier Schools. Mr. Sawhney was elected a Companion Member of the Chartered Institute of Management, U.K. He was President of the All India Chess Federation for 12 years and is a Chevalier of the Confrérie des Chevaliers du Tastevin in Burgundy.

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

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

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

**Mr. Nikhil Sawhney  
Promoter/ Vice Chairman & Managing Director**

Mr. Nikhil Sawhney possesses a Master's degree in Business Administration from The Wharton School, University of Pennsylvania, USA, and 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 is the Vice Chairman and Managing Director of Triveni Turbine Limited and a Director with Triveni Engineering and Industries Limited and GE Triveni Limited. The Companies occupy leadership positions in their respective businesses of sugar manufacturing and engineered-to-order mechanical equipment spanning 14 manufacturing locations in India.

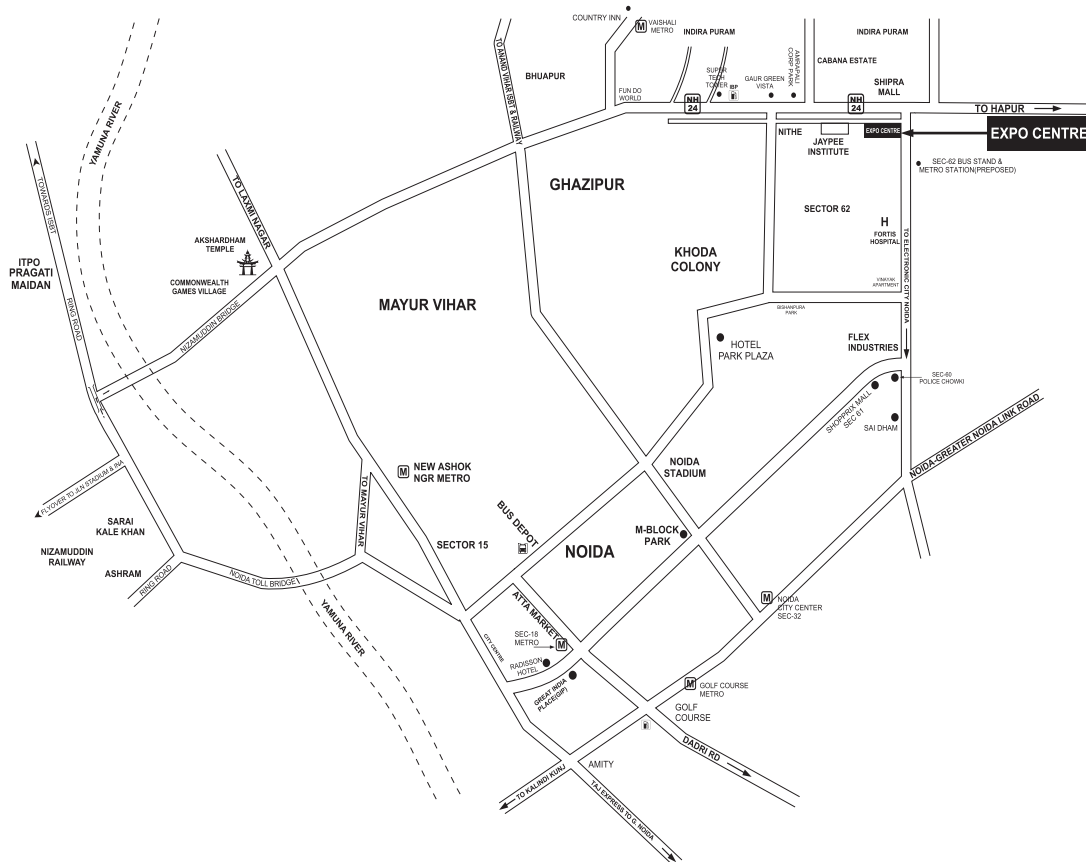
He has been awarded the Udyog Ratna by the Institute of Economic Studies. He has helped found the CII-Triveni Water Institute and is an active trustee of Emmanuel College India Trust, as well as a Fellow of the Aspen Institute of India and the Aspen Global Leadership Network. He is currently the Treasurer of the All India Management Association (AIMA) and a member of the Board of Governors of IIM (Calcutta). 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.

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
<b>Director</b> Triveni Engineering & Industries Ltd. ( Listed Company) GE Triveni Ltd Triveni Energy Systems Ltd. Aqwise-wise Water Technologies Ltd. (Israel)	<b>Stakeholders Relationship Committee</b> Triveni Engineering & Industries Ltd.	15071557 Equity Shares of Re.1/- each

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

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

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



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