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**By Courier**

Date August 19, 2015

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 e-mail- corp.relations@bseindia.com Fax-022-22723121/1278/1557/3354	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 e-mail cmlist@nse.co.in Fax-022-26598237/8238/8347/8348
<b>STOCK CODE: 533655</b>	<b>STOCK CODE: TRITURBINE</b>
<b>Sub : Submission of details regarding the voting results for Postal Ballot Pursuant to Clause 35A of the listing agreement .</b>	

Dear Sirs,

In pursuance of Clause 35A of the listing agreement, we submit hereunder the details regarding voting results declared on August 19, 2015 of all the special resolutions proposed to be passed by way of postal ballot in terms of the Notice for passing of the Resolution by Postal Ballot dated July 3, 2015. Based on the Scrutinizer's Report dated August 18, 2015 submitted by Mr. Suresh Gupta Practising Company Secretary on the postal ballot including e-voting all the four resolutions were declared as duly passed by the requisite majority.

The agenda wise details of voting results through postal ballot including e-voting alongwith the Scrutinizers report are enclosed .

You are requested to kindly take the same on your record and disseminate to all concerned .

Thanking you,

Yours faithfully,  
**For Triveni Turbine Ltd.,****Company Secretary**

Encl : As above

### Triveni Turbine Limited

Agenda wise details of voting result of Postal Ballot Declared on 19th August, 2015

Resolution 1 Special Resolution for Authorizing the Board of Directors to borrow any sum or sums of monies for the purpose of the Company's business, which may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed the limit of Rs. 500 crore (Rupees Five Hundred Crore only) on account of the principal as per the provisions of Section 180(1)(c) of the Companies Act, 2013.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	231004533	231004533	100.00	231004533	0	100.00	0.00
Public – Institutional holders	76292438	66894243	87.68	66894243	0	100.00	0.00
Public-Others	22675179	748230	3.30	742755	5050	99.27	0.67
<b>Total</b>	<b>329972150</b>	<b>298647006</b>	<b>90.51</b>	<b>298641531</b>	<b>5050</b>		

Resolution No 2 : Special Resolution for authorizing Board of Directors to create charge, mortgage etc. on the movable and immovable asset both present and future, of the Company as per the provisions of Section 180(1)(a) of the Companies Act, 2013.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	231004533	231004533	100.00	231004533	0	100.00	0.00
Public – Institutional holders	73520372	66894243	90.99	66894243	0	100.00	0.00
Public-Others	25447245	746940	2.94	741380	5135	100.00	0.00
<b>Total</b>	<b>329972150</b>	<b>298645716</b>	<b>90.51</b>	<b>298640156</b>	<b>5135</b>	<b>100.00</b>	<b>0.00</b>



Resolution No 3 : Special Resolution for alteration of the Objects Clause of the Memorandum of Association of the Company as per the provisions of Sections 4 and 13 of the Companies Act, 2013.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	231004533	231004533	100.00	231004533	0	100.00	0.00
Public – Institutional holders	73520372	66894243	90.99	66894243	0	100.00	0.00
Public-Others	25447245	746706	2.93	744906	1375	100.00	0.00
<b>Total</b>	<b>329972150</b>	<b>298645482</b>	<b>90.51</b>	<b>298643682</b>	<b>1375</b>	<b>100.00</b>	<b>0.00</b>

Resolution No 4 : Special Resolution for Alteration of the Liability Clause of the Memorandum of Association of the Company as per the provisions of Sections 4 and 13 of the Companies Act, 2013.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	231004533	231004533	100.00	231004533	0	100.00	0.00
Public – Institutional holders	73520372	66894243	90.99	66894243	0	100.00	0.00
Public-Others	25447245	746885	11.19	744825	1635	100.00	0.00
<b>Total</b>	<b>329972150</b>	<b>298645661</b>	<b>86.10</b>	<b>298643601</b>	<b>1635</b>	<b>100.00</b>	<b>0.00</b>

For Triward India

*Naiv Seetha*

Company Secretary

# SURESH GUPTA & ASSOCIATES

## COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No.60, Near Nirman Vihar Metro Station, Laxmi Nagar, Delhi-92  
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### Scrutinizer's Report

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 (9) of the Companies Management and Administration) Rules, 2014)

To,

The Chairman  
M/s Triveni Turbine Limited  
CIN L29110UP1995PLC041834  
Corporate office : Express Trade Tower, 8th Floor  
Plot no 15-16, Sector 16A  
Noida-201301U.P

**Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated July 03, 2015 through Postal Ballot**

Dear Sir,

I, Suresh Kumar Gupta, Proprietor of M/s Suresh Gupta & Associates, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of M/s Triveni Turbine Limited (the Company) for scrutinizing postal ballot voting including voting by electronic means in a fair and transparent manner in respect of the resolutions contained in the Notice dated July 3, 2015 proposed to be passed by the shareholders of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated July 3, 2015, based on the reports generated from the e-voting system provided by the authorized agency M/s Central Depository Services (India) Ltd. engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5.30 p.m. on Thursday August 13, 2015.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 5.30 pm on August 13, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the Authorised Agency M/s Central Depository Services (India) Ltd. to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.30 pm on August 13, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through, M/s Alankit Assignment Ltd. the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

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3. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice date July 3 , 2015 through Postal Ballot is as under:

**Resolution1.Special Resolution**

**Authorizing the Board of Directors to borrow any sum or sums of monies for the purpose of the Company's business, which may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed the limit of Rs. 500 crore (Rupees Five Hundred Crore only) on account of the principal as per the provisions of Section 180(1)(c) of the Companies Act, 2013.**

a) Votes cast "in favour "of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	155	579721	99.37
Electronic (e-voting)	68	298061810	100.00
Total	223	298641531	

b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	4	3702	0.63
Electronic (e-voting)	4	1348	0.00
Total	8	5050	

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	4	425
Electronic (e-voting)	0	0
Total	4	425

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**Resolution No.2: Special Resolution**

**Authorizing Board of Directors to create charge, mortgage etc. on the movable and immovable asset both present and future, of the Company as per the provisions of Section 180(1)(a) of the Companies Act, 2013.**

a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	151	578357	99.35
Electronic (e-voting)	67	298061799	100.00
Total	218	298640156	

b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	6	3787	0.65
Electronic (e-voting)	4	1348	0.00
Total	10	5135	

c) Invalid / Abstain votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	4	425
Electronic (e-voting)	0	0
Total	4	425

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**Resolution 3: Special Resolution**

**Alteration of the Objects Clause of the Memorandum of Association of the Company as per the provisions of Sections 4 and 13 of the Companies Act, 2013.**

a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	155	581883	100.00
Electronic (e-voting)	67	298061799	100.00
Total	222	298643682	

b) Voted cast "against" the resolution.

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	1	27	0.00
Electronic (e-voting)	4	1348	0.00
Total	5	1375	

c) Invalid / Abstain votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	4	425
Electronic (e-voting)	0	0
Total	4	425

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**Resolution 4:Special Resolution**

**Alteration of the Liability Clause of the Memorandum of Association of the Company as per the provisions of Sections 4 and 13 of the Companies Act, 2013.**

a) Votes cast "in favour "of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	154	581802	99.95
Electronic (e-voting)	67	298061799	100.00
Total	221	298643601	

b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	3	287	0.05
Electronic (e-voting)	4	1348	0.00
Total	7	1635	

c) Invalid / Abstain votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	4	425
Electronic (e-voting)	0	0
Total	4	425

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4. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the company secretary for preserving safely after the chairman signs the Minutes.

For Suresh Gupta & Associates  
Company Secretaries



Suresh Kumar Gupta  
FCS 5660, CP No. 5204



Date : 18.08.2015  
Place : Delhi