



To,
The Manager
Department of Corporate Services-Listing
BSE Limited
25th floor, P J Towers,
Dalal Street, Mumbai- 400001

TGL/2019-20/SEC-098
Date: 20.09.2019

Sub: Outcome of 48th Annual General Meeting
Ref.: Triveni Glass Limited (Scrip Code-502281)

Dear Sir/Madam,

In pursuance of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, this is to inform you that the 48th Annual General Meeting of Triveni Glass Limited was held today i.e. on Friday, 20.09.2019 at Hotel Allahabad Regency, 16, Tashkent Marg, Prayagraj-211001 at 11:00 AM and updates of the meeting is as follows-

1. Members elected Mr. Jitendra Kumar Agrawal as the chairman of the meeting.
2. The Chairman took up the resolutions as per the Agenda.
3. Members considered and approved the Balance Sheet as on 31st March' 2019, the Profit & Loss Account & Cash Flow Statement for the year ended as on that date as per IND-AS format and the Report of the Directors and the Report of the Auditors.
4. Members considered and approved the ratification of the remuneration of Cost Auditor
5. Members considered and approved the re-appointment of Mr. J.K Agrawal as managing Director.
6. Members considered and approved the re-appointment of Mr. P.K Kesharwani (DIN: 00559591) as Independent Director of the company.
7. Members considered and approved the re-appointment of Mrs. Jyoti Agarwal (DIN: 07128325) as Independent Director of the company.
8. The members cast their vote through the Poling Paper.

The members were requested to give their views/comments on the agenda and the discussion took place at the meeting. All the queries raised by the shareholders were replied by the Chairman and senior Management team to the satisfaction of shareholders.

This is for your Kind information & record purpose. Please update the same at your website.

Thanking You,

For Triveni Glass Limited

J.K Agrawal
Managing Director
DIN: 00452816



Regd. Off. :

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CIN No. : L26101UP1971PLC003491

IF IT'S GLASS IT'S US

To,
The Manager
Department of Corporate Relations-Listing
BSE Limited
P.J. Tower, Dalal Street,
Mumbai- 400001

Sub: Proceedings of 48th Annual General Meeting
Ref: Triveni Glass Limited (Scrip Code: 502281)

Dear Sir,

The Forty Eighth (48th) Annual General Meeting of Triveni Glass Limited held on Friday, 20th day of September 2019 at 11:00 A.M. at 16, Tashkent Marg, Civil Lines, Prayagraj-211001 and business as mentioned in the notice dated 29.07.2019 were transacted.

In this regard, please find annexed herewith the Summary of proceedings of 48th Annual General Meeting as required under Regulation 30 read with Para A (13) of Part A of Schedule III of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act 2013 or Rules Made there under.

Report of Scrutinizer and voting results under Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 will be disseminated separately.

Request to kindly take the above information on record.

Thanks & Regards

For Triveni Glass Limited



JK Agrawal
Managing Director

Encl.: Summary of Proceedings of 48th Annual General Meeting

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SUMMARY OF PROCEEDINGS OF THE 48th ANNUAL GENERAL MEETING OF THE COMPANY TRIVENI GLASS LIMITED HELD ON FRIDAY, 20th SEPTEMBER 2019 AT HOTEL ALLAHABAD REGENCY AT 16, TASHKENT MARG, CIVIL LINES, ALLAHABAD-211001 AT 11:00 AM.

MEMBERS' PRESENT

35 members (Thirty Five) were present at the meeting in person and there are no proxies.

DIRECTOR' PRESENT

Mr. J.K Agrawal	Managing Director
Mr. A.K. Dhawan	Director Finance
Mr Abhishek Jain	Independent Director
Mr. P.K. Kesharwani	Independent Director (Chairman Audit Committee)
Mrs. Jyoti Agarwal	Independent Director (Chairman Nomination & Remuneration Committee)

In Attendance

Mr. Sumit Bhattacharya	Company Secretary & Compliance Officer
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BY INVITATION


Mr. Sanjay Talwar	Partner, Sanjay Talwar & Associates, Chartered Accountants, Statutory Auditor of the Company
Mr. Praveen Gupta	Partner, Gopal Gupta & Co., Chartered Accountants Internal Auditor of the Company
Mr. Harsh Tiwari	Proprietor, Harsh Tiwari & Associates, Company Secretaries, Scrutinizer for e-voting

The meeting commenced at 11:00 A.M. (IST) and concluded at 12:30 P.M. (IST).

Regd. Off. ;

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REGISTERS

The following registers and documents were open for inspection during the meeting:

1. Notice convening the 48th Annual General Meeting.
2. Board's Report with Annexures thereto for the Financial year ended 31.03.2019
3. The Audited Financial Statements (IND-AS Format) for the financial year ended 31.03.2019 alongwith Auditors' Report.
4. Statutory Registers under the Companies Act, 2013 including the Register of Directors and Key Managerial Personnel and their Shareholdings, Register of Contracts and the Register of Members.
5. Secretarial Audit report for the Financial year ended 31.03.2019
6. Corporate Governance Report for the Financial year ended 31.03.2019

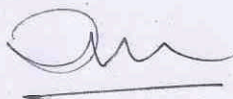
Mr. Sumit Bhattacharya, Company Secretary welcomed the Board of Directors on the dias and the members and other dignitaries present at the 48th Annual General Meeting on behalf of the company and requested the members to mark their attendance on register and thereafter requesting the members to elect the Chairperson for the meeting.

Mr. Harmindar Pal Singh proposed the name of Mr. Jitendra Kumar Agrawal to be the Chairman of the Meeting and Mr. Rajesh Kumar Singh seconded the same and therefore Mr. Jitendra Kumar Agrawal was unanimously elected as Chairman of the Meeting. Jitendra Kumar Agrawal took the Chair and welcomed the members to the 48th Annual General Meeting of the company.

The Chairman thereafter noted and declared that the members present form a quorum for the meeting and called the meeting to stand in order.

The Chairman with the permission of the members present took the Notice dated 29th July 2019 calling the meeting as read. The Chairman with the permission of the members present also took the Auditors' Report issued by M/s Sanjay Talwar & Associates, Statutory Auditors of the company and Secretarial Audit Report issued by M/s Saurabh Basu & Associates., Secretarial Auditors of the company as read since the said Reports did not contain any qualification, reservation or adverse remark.

The Company Secretary further informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the company had provided remote e-voting facility through National Services Depositories Limited (NSDL) to the members to cast their vote on resolutions in the notice of the Annual General Meeting from September 17, 2019 (9:00 A.M.) to September 19, 2019 (5:00 P.M.). Further, members and proxy holders, who were attending the AGM physically and did not vote through e-voting, were provided facility to vote through ballot poll at the meeting. The ballot box was sealed in the presence of scrutinizer.



With the consent of members present, the notice convening 48th Annual General Meeting, Directors' Report of the company and Auditors' Report for the Financial Year ended 31st March, 2019 were taken as read.

The Chairman then took up all the agenda items as specified in the notice and the floor was open for discussions.

The following items of business, as per the Notice of AGM dated 29.07.2019, were transacted at the meeting:

Resolution No 1: Consider and adopt the Audited Financial Statements for the Year ended 31.03.2019, the Board's Report and Auditors thereon. (Ordinary Business-Ordinary resolution)

"Resolved that the Audited Balance Sheet of the Company as at 31st March 2019 and Profit & Loss Account for the year ended on that date, the cash flow statement along with the notes to Accounts and Report of Director's and Auditor's thereon as circulated and placed before the meeting be and is hereby adopted."

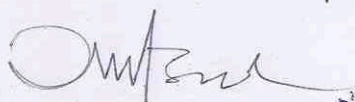
The Chairman thereafter initiated discussion on the resolution, there being no queries on the resolution for the adoption of Annual Accounts for the year ended 31.03.2019 and the Chairman requested the members to cast their vote on polling paper (MGT -12).

Resolution No 2: Ratification of Cost Auditor's Remuneration (Special Business-Ordinary resolution)

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs 50,000/- plus out-of-pocket expenses payable to M/s Shishir Jaiswal & Co who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under, for the year ending 31st March, 2020."

Explanatory Statement- Item 2:

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Shishir Jaiswal & Co as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under for the year ending 31st March, 2020, at a remuneration of Rs. 50,000/- plus out-of-pocket expenses and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 2. M/s. Shishir Jaiswal & Co has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.



None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

After discussions on the above item, the resolution was then put to vote through poll.

Resolution No 3: Re-appointment of Mr. J.K Agrawal as Managing Director of the company (Special Business- Special resolution)

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, consent of the shareholders be and is hereby accorded to the re-appointment of Mr. Jitendra Kumar Agrawal (DIN: 00452816), as Managing Director of the Company for a period of five(5) years effective from January 1, 2020 up to December 31, 2024, on the following terms and conditions of appointment and remuneration and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Jitendra Kumar Agrawal.

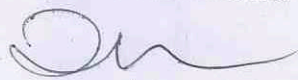
"RESOLVED FURTHER THAT a Managing Director, who is re-appointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing Director and such re-appointment as such director shall not be deemed to constitute a break in his appointment as Managing Director."

RESOLVED FURTHER THAT Mr. Anil Kumar Dhawan, Director of the Company, be and is hereby authorized to sign, execute and file all the necessary deeds, documents, forms in this regard."

Explanatory Statement- Item 3:

The Board of Directors in its meeting held on 29.07.2019, subject to necessary approvals, re-appointed Mr. Jitendra Kumar Agrawal as the Managing Director of the Company for a period of five (5) years with effect from 1st January 2020. He is also a member of the Shareholders'/ Investors' Grievance Committee and Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company. The appointment was made pursuant to the recommendation of Nomination and Remuneration Committee in their meeting held on 29.07.2019. Profile, Qualification and Experience of Mr. J.K Agrawal is as follows:

1. Mr. J K Agrawal is a technocrat and has been instrumental in building 5 plants in Allahabad and 1 plant in Meerut and 2 plant in Rajahmundry from 1974 to 1996 and therefore having the long experience in Glass Industry.
2. Mr. J.K. Agrawal is qualified Bachelor of Commerce.



3. Mr. J.K Agrawal is the Managing Director and associated since last 40 years with the company.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

After discussions on the re-appointment of the Managing Director, the resolution was then put to vote through poll.

The members were then requested to give their views/comments on the agenda and the discussion took place at the meeting. All the queries raised by the shareholders were clarified by the Chairman and the senior Management team up to their satisfaction.

Resolution No 4: Re-appointment of Mr. Peeyush Kumar Kesharwani as Independent Director of the company (Special Business- Special resolution)

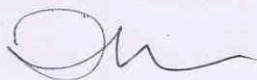
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Peeyush Kumar Kesharwani (DIN:00559591), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 01.10 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Explanatory Statement- Item 4:

Mr. Peeyush Kumar Kesharwani is a Non-Executive Independent Director of the Board of Directors of the Company. He joined the Board of Directors of the Company in October, 2010. Pursuant to the Act, Mr. Kesharwani, was appointed as a Non-Executive Independent Director to hold office for five consecutive years for a term upto 30.09.2019, by the Members of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-



appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Kesharwani, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 01.10.2019 upto 30th September, 2024.

Mr. Kesharwani does not hold directorship in any other company apart from Triveni Glass Limited. Mr. Peeyush Kumar Kesharwani, non-executive directors of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for being appointed as Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the director as Independent Director is now being placed before the Members for their approval.

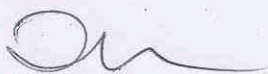
Resolution No 5: Re-appointment of Mrs. Jyoti Agarwal as Independent Director of the company (Special Business- Special Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Jyoti Agrawal (DIN:07128325), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence, as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 25.03.2020.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Explanatory Statement- Item 5:

Mrs. Jyoti Agarwal is a Non-Executive Independent Director of the Board of Directors of the Company. She joined the Board of Directors of the Company in March 2015. Pursuant to the Act, Mrs. Jyoti Agarwal, was appointed as a Non-Executive Independent Director to hold office for five consecutive years for a term upto 24.03.2020, by the Members of the Company.



As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Jyoti Agarwal, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be reappointed as an Independent Director for another term of five consecutive years from 25.03.2020 upto 24th March, 2025. Mrs. Jyoti Agarwal does not hold directorship in any other company apart from Triveni Glass Limited.

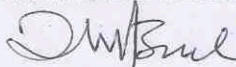
Mrs. Jyoti Agarwal, non-executive director of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed there under for being appointed as Independent Director and she is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the director as Independent Director is now being placed before the Members for their approval.

The Company Secretary then requested the members to cast their vote in Ballot Box and after voting sealed the ballot Box and handed over the same to the Scrutinizer.

The Company Secretary then extended the vote of thanks to the Chair, Board of Directors and the members and then declared the meeting closed.

This is for your information and records.

FOR TRIVENI GLASS LIMITED



Jitendra Kumar Agrawal
Chairman

