

Ref: TTL: SD:SE:

Date : 26.02.2019

By E Mail

The Deputy General Manager, Department of Corporate Services, BSE Ltd. 1 st 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 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 Fax-022-26598237/8238/8347/8348
STOCK CODE: 533655	STOCK CODE: TRITURBINE
Sub: Postal Ballot Notice	

Dear Sir,

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith following

- (i) a copy of the Postal Ballot notice dated February 11, 2019 (“**Postal Ballot Notice**”), together with annexures attached thereto including explanatory statement, and Postal ballot form.

The business as set out in aforesaid postal ballot notice is to be transacted by the members through postal ballot which includes voting by electronic means. In terms of the provisions of the Companies Act, 2013 read with Rules framed thereunder and the Listing Regulations, the Company is providing facility for voting by electronic means through e-voting platform of M/s Central Depository Services (India) Limited (CDSL) through their portal <https://evoting.india.com>.

The voting period including e-voting commences on February 27, 2019 (9:00 a.m. IST) and ends on March 28, 2019 (5:00 p.m. IST). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 15, 2019, may cast their vote physically or through e-voting. The result of the postal ballot shall be announced on or before March 30, 2019.

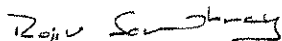
- (ii) Copies of the newspaper advertisement confirming the completion of dispatch of the Postal Ballot Notice and Postal Ballot Form, published in the English and Hindi newspapers, namely Financial Express and Jansatta, respectively on February 26, 2019.

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

Thanking you,

Yours faithfully,

For Triveni Turbine Limited,



Rajiv Sawhney
Company Secretary

Encl: As above



CIN: L29110UP1995PLC041834

Registered office : A-44 Hosiery Complex, Phase II Extn, Noida-201 305, Uttar Pradesh

Corporate office : 8th Floor, Express Trade Towers, Plot no.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh

Website: www.triveniturbines.com, **E-mail :** shares.ttl@trivenigroup.com, **Phone :** 91 120 4308000, **Fax :** 91 120 4311010-11,

POSTAL BALLOT NOTICE

(Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

This notice ("**Notice**") is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the "**Companies Act**"), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, seeking approval of the shareholders of Triveni Turbine Limited (the "**Company**") to the proposed Resolution appended below by way of postal ballot ("**Postal Ballot**") including electronic voting for Postal Ballot. An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions ("**Explanatory Statement**"), pertaining to the said Resolution setting out the material facts and the reasons therefor, is appended along with a postal ballot form (the "**Postal Ballot Form**"). Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Suresh Kumar Gupta, Practising Company Secretary (CP NO 5204) to act as the Scrutinizer (the "**Scrutinizer**") for conducting the postal ballot process (including electronic voting), in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The shareholders are requested to carefully read the instructions indicated in this Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the said form duly completed in the attached self-addressed, postage prepaid business reply envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5:00 p.m. IST) on March 28, 2019 (Thursday). Postal Ballot Forms received after that date will be strictly treated as if a reply from such shareholder has not been received. The postage expense will be borne and paid for by the Company.

In compliance with the provision of Sections 110 and 108 of the Companies Act, read with Rules 22 and 20 of the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Company is also offering facility of voting by electronic means ("**E-voting**") as an alternate mode of voting to all shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The Company has engaged services of Central Depository Services (India) Limited ("**CDSL**") as its agency for providing E-voting facility to Shareholders of the Company. It may be noted that E-voting is optional. Shareholder may opt for only one mode of voting and in case that a Shareholder has voted through E-voting, he/she shall not use the Postal Ballot Form to cast his or her vote. If a shareholder casts vote through E-voting as well as Postal Ballot Form, the vote cast through E-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.

The Scrutinizer will submit his report to the Chairman/ Vice Chairman & Managing Director of the Company or any other person authorised by them in writing after completion of scrutiny of Postal Ballot (including E-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before March 30, 2019 (Saturday) and will be displayed at the notice board of the registered office and Corporate office of the Company and communicated to BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**") (the NSE together with the BSE is referred to as the "**Stock Exchanges**") where the Equity Shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website i.e. www.triveniturbines.com and on the website of CDSL, i.e., www.cdslindia.com.

Shareholders desiring to opt for E-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions to the form. References to Postal Ballot(s) in this Notice include votes received electronically.

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

Re-appointment of Mr. Dhruv M Sawhney as Managing Director

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. Dhruv M. Sawhney (Director Identification Number:00102999) as Managing Director of the Company for a period of five years, on the expiry of his present term of office i.e. with effect from 10th May, 2019, on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice and whose period of office shall be liable to determination by retirement of directors by rotation.

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 terms and conditions of reappointment and remuneration of Mr. Dhruv M. Sawhney, Managing Director in such a manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations, if any or any modification or enactment thereto and subject to the approval of the Central Government, if required, and 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 in the absence or inadequacy of profits in any financial year during the term of office of Mr. Dhruv M. 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 forming part of this Notice or the revised remuneration as approved by the Board of Directors from time to time, 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. 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.

Registered office ; A-44 Hosiery Complex
Phase II Extension , Noida-201305, Uttar Pradesh
Place : Noida
Date : February 11, 2019

By order of the Board
For Triveni Turbine Limited

Rajiv Sawhney
Company Secretary
Membership No. A8047

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act in respect of proposed special resolution to be passed through Postal Ballot/E-voting is annexed hereto along with Postal Ballot Form for your consideration.
2. The Notice is being sent to all the shareholders, whose names appear in the register of members/list of beneficial owners, as on the close of working hours on February 15, 2019 (Friday) i.e. cut-off date, as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together referred to as "Depositories") and those shareholders holding physical shares, whose details are received from M/s Alankit Assignments Limited, the registrar and share transfer agent of the Company ("Registrar and Share Transfer Agent"). Any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.

3. Shareholders who have registered their e-mail IDs with Depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice by e-mail and the shareholders who have not registered their e-mail IDs will receive this Notice along with the Postal Ballot Form by registered post or any other prescribed mode.
4. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to shares.ttl@trivenigroup.com. The Company shall forward the same along with self-addressed postage-prepaid business reply envelop to the shareholder.
5. Kindly note that the shareholders can opt for only one mode of voting, i.e., either by physical Postal Ballot or E-voting. If you are opting for E-voting, then do not vote by physical Postal Ballot and vice versa. However, in case shareholders cast their vote by physical Postal Ballot and E-voting, then voting done by E-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
6. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches to the Scrutinizer not later than the close of business hours (i.e., 5:00 p.m. IST) on March 28, 2019 (Thursday). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the shareholders will also be accepted.
7. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., February 15, 2019 (Friday). A person, whose name is recorded in the Register of Members/List of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting through postal ballot.
8. The Postal Ballot period commences on February 27th, 2019 (Wednesday) at 9:00 a.m. IST and ends at 5:00 p.m. IST on March 28, 2019 (Thursday).
9. Postal Ballot Forms received after 5:00 p.m. IST on March 28, 2019 (Thursday) will not be valid and will be strictly treated as if the reply has not been received from the shareholders.
10. Mr. Suresh Kumar Gupta, Practising Company Secretary (CP No. 5204) has been appointed as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman/ Vice Chairman & Managing Director of the Company or any person authorised by them in writing after completion of scrutiny and result of voting by Postal Ballot will be announced on or before March 30, 2019 (Saturday) and will be communicated to the Stock Exchanges where the Company's securities are listed, and shall also be displayed on the Company's website, www.triveniturbines.com and the website of CDSL i.e. www.cdslindia.com.
12. The last date for the receipt of duly completed Postal Ballot Form or E-voting shall be the date on which the proposed resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection between 10:00 a.m. to 12:00 noon IST on all working days at the Registered / Corporate office of the Company upto the last date for receipt of votes by Postal Ballot/ E-voting.
13. Shareholders can also register their e-mail IDs and contact numbers with the Company by sending details to shares.ttl@trivenigroup.com or with our Registrar and Transfer Agent, viz., M/s Alankit Assignments Limited in order to enable the Company to communicate to the shareholders, the information about various developments in the Company via e-mail / SMS.
14. The Notice along with the Postal Ballot Form shall also be hosted on Company's website: www.triveniturbines.com
15. Voting through electronic means:
 - (a) In compliance with Clause 44 of the SEBI Listing Regulations 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) Limited (CDSL) for the purpose of providing e-voting facility to all its members.

- (b) The procedure and instructions for e-voting are as under:
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on “Shareholders/Members”.
 - (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 and casted your vote earlier for EVSN of any company, then your existing password is to be used.

	For Members holding shares in Demat Form and Physical Form
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	<p>(DOB) 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 (iv).</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 “190218010” 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 login 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, and NRI etc.) and Custodian are required to log on to 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.
 - 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 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.
- (c) The e-voting period commences on February 27, 2019 (Wednesday) (9.00 a.m. IST) and ends on March 28, 2019 (Thursday) (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 cutoff date i.e. February 15, 2019 (Friday) 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.
- (d) 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 under help section or contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk number 1800225533 or write an email to helpdesk.evoting@cdslindia.com.

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

Item No.1: Re-appointment of Mr. Dhruv M Sawhney as Managing Director

The members of the Company had, at their 21st Annual General Meeting (AGM) held on 4th August, 2016, re-appointed Mr. Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman & Managing Director) for a period of three years with effect from 10th May, 2016 without any remuneration except for certain benefits/facilities for effectively discharging his official duties.

The present tenure of Mr. Dhruv M Sawhney is due to expire on 9th May, 2019. During his current tenure, Mr. Sawhney had been spearheading marketing thrust and focusing on the externalization of the Company's business through and with the help of the foreign subsidiaries and he was drawing remuneration from the step down subsidiary namely, Triveni Turbines DMCC, Dubai (UAE). Under the guidance of Mr. Sawhney, substantial progress has been achieved and the foreign subsidiaries are actively promoting the products and brand of the Company.

The Nomination and Remuneration Committee and the Board felt that there is a requirement for Mr. Sawhney to continue to focus on international business during which time, he would continue to be based abroad and remunerated from the step-down subsidiary and as per the present arrangements, will not draw any remuneration from the Company except for certain benefits/ facilities for effective discharge of his office duties. After stabilization of the international business and after achievement of the organizational goals, he may be based in India to oversee the operations of the entire group and shall be remunerated in accordance with this resolution in the manner as may be mutually agreed.

The Board of Directors of the Company at their meeting held on 11th February, 2019 have, on the recommendation of the Nomination and Remuneration Committee, and subject to necessary approvals as may be required, re-appointed Mr. Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman & Managing Director), for a further period of five years, on the expiry of his present term of office i.e with effect from 10th May, 2019, on the remuneration and terms and conditions set out below:-

I. Remuneration

1. Salary:

Rs.25,00,000/- (Rupees Twenty five lakh only) per month in the scale of Rs.25,00,000/- to Rs.45,00,000/-, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year.

2. Allowances and Perquisites:

(i) Housing:

- a) Leased residential accommodation having 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: As per Rules of the Company.

(iv) Insurance Coverage: Medical /health insurance, Personal Accident Insurance in India and abroad for self and family.

(v) Company's contribution to the Provident Fund and payment of Gratuity shall be as per the Rules of the Company.

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

(vii) Club Memberships: Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.

(viii) 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: As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.

Amenities:

- i) **Communication facilities:** The Company shall provide appropriate telephones, including cellular phones, telefax, internet and other communication facilities at the Managing Director's residence, for discharging his functions effectively.

- ii) The Company shall provide office space, if required by the Managing Director either at his residence or any other convenient place for discharging his official duties along with the required office infrastructure and facilities.
- iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and board and lodging 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, allowances and perquisites in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V to the said Act, as may, for the time being, be in force.

- III. Minimum Remuneration:** Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any financial year during the term of office of Mr. Dhruv M. Sawhney as Managing Director, the Company will, subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above with such increments/revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

Mr. Dhruv M. Sawhney is also the Chairman & Managing Director of one of the promoter companies viz. Triveni Engineering & Industries Ltd. and presently has not been drawing any remuneration from that Company too except for certain benefits/facilities incidental to performance of his duties.

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

Since Mr. Sawhney, who is a Non-Resident Indian and has attained the age of 74 years, as per the provisions of Sections 196 and 197 read with Schedule V of the Act, his re-appointment is subject to 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 and payment of remuneration to Mr. Dhruv M. Sawhney as Managing Director of the Company 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.1 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Dhruv M. Sawhney, 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.

Registered office ; A-44 Hosiery Complex
Phase II Extension , Noida-201305, Uttar Pradesh
Place : Noida
Date : February 11, 2019

By order of the Board
For Triveni Turbine Limited

Rajiv Sawhney
Company Secretary
Membership No. A 8047

Mr. Dhruv M Sawhney

Promoter/Chairman & Managing Director

Mr. Dhruv M Sawhney DIN 00102999 aged about 74 years is , is an eminent Industrialist .He is Chairman & Managing Director of Triveni Turbine Ltd. and Triveni Engineering and Industries Ltd. with a group turnover of USD 700 Million and market capitalization of USD 800 million. He 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.

He was President of the Confederation of Indian Industry (CII), 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 'Indian Business Leader of the Year' from Horasis. He chairs the CII Triveni Water Institute an industry organisation centre of excellence on water. He 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 whose objective was to broaden decision making ability of future global leaders. He 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. 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.He also chairs the Board of Trustees of North India's oldest private charitable hospital funded by the Triveni Group and Sawhney family.

Details of Director seeking re-appointment through Postal Ballot notice dated February 11, 2019 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Dhruv M Sawhney
Date of Birth	June 26 ,1944
Nationality	Indian
Date of appointment on the Board	May 10, 2011
Qualifications	Graduate 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
Expertise	Vast Experience in Agriculture, Sugar & Engineering Industries
Directorship held in other public Companies	Chairman and Managing Director Triveni Engineering & Industries Ltd. (Listed Company) Director GE Triveni Ltd Triveni Turbines Europe Pvt Ltd. (U.K.) Triveni Turbines DMCC, Dubai (UAE) Triveni Turbines South Africa Pty Ltd. (South Africa)
Memberships / Chairmanships of Committees in other public Companies *	Audit Committee GE Triveni Ltd. - Chairman
Number of Board attend During FY 19	4 /4
Detail of Remunerations	As stated in the explanatory statements to item no 1 attached to this notice.
Shareholding	24409813 equity shares of Re 1/- each.
Relationship between directors inter-se	Mr. Dhruv M. Sawhney is the father of Mr. Nikhil Sawhney, Vice Chairman and Managing Director and Mr. Tarun Sawhney, Director of the Company.

* The Committees considered above are those prescribed under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Public Limited Companies..



CIN: L29110UP1995PLC041834

Registered office : A-44 Hosiery Complex, Phase II Extn, Noida-201 305, Uttar Pradesh

Corporate office : 8th Floor, Express Trade Towers, Plot no.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh

Website: www.triveniturbines.com, **E-mail :** shares.ttl@trivenigroup.com, **Phone :** 91 120 4308000, **Fax :** 91 120 4311010-11,

POSTAL BALLOT FORM

Postal Ballot No. :

1 Name and Registered address
of the sole / first named member :

2 Names(s) of the Joint
Member(s), if any :

3 Registered Folio No.
/DPID No./Client ID No.*
(*Applicable to investors
holding shares in
dematerialized form)

4 No. of Equity Shares held :

I/We hereby exercise my /our vote as ticked (✓) in the box below in respect of the Special Resolution to be passed through postal ballot for the business as set out in the Postal Ballot Notice dated February 11, 2019 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 Resolutions	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 Mr. Dhruv M. Sawhney as Managing Director of the Company (DIN 00102999) for a period of five years from 10th May, 2019 on the remuneration and terms and conditions as set out in the explanatory statement annexed to the notice.			

Place:

Date:

(Signature of the Member)

E-Voting Particulars

Electronic Voting Sequence Number (EVSN)	User ID	Default PAN/Sequence No.

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 **Wednesday, February 27, 2019 (9.00 a.m. IST)** and ends on **Thursday, March 28, 2019 (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 **Thursday, March 28, 2019** . 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 15, 2019 (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.

TRIVENI TURBINE LIMITED

Corporate Identity Number: L29110UP1995PLC041834

Regd. office: A-44 Hosiery Complex, Phase II Extn, Noida-201305, Uttar Pradesh
 Corp. Off: 8th Floor, Express Trade Towers, 15-18, Sector - 18A, Noida, U.P. - 201301
 Website: www.triveniturbines.com, E-mail: shares.ttl@trivenigroup.com
 Phone: 91 120 4308000 / Fax: 91 120 4311010-11

NOTICE OF POSTAL BALLOT

The members of the Company are hereby informed that pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has dispatched the Postal Ballot Notice along with Postal Ballot Form to the members, whose names appear in the register of members/list of beneficial owners as on 15th February, 2019 (cut-off date) (i) through electronic means at their registered e-mail IDs; and (ii) through permitted mode in physical form along with a self-addressed postage prepaid Business Reply Envelope at their registered addresses, who have not registered their e-mail IDs, for seeking their consent by way of special resolution for the business as set out in the Postal Ballot Notice dated 11th February, 2019.

The Company has appointed Mr Suresh Kumar Gupta, Practising Company Secretary (CP No.5204) as Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner. The members of the Company are requested to communicate their assent or dissent by returning duly filled in and signed postal ballot form to the Scrutinizer on or before 5.00 p.m. (IST) on Thursday, 28th March, 2019.

In this regard, the member are hereby further informed that:

- (a) The business as set out in aforesaid postal ballot notice is to be transacted by the members through postal ballot which includes voting by electronic means. The Company is providing facility for voting by electronic means through e-voting platform of Central Depository Services (India) Limited ("CDSL") through their portal <https://www.evotingindia.com>. The detailed procedure/instructions for e-voting have been provided in the said notice.
- (b) The Company has completed the dispatch of Postal Ballot Notice on 26th February, 2019.
- (c) The voting (postal ballot and e-voting) shall commence on 27th February, 2019 (8.00 a.m. IST) and end on 28th March, 2019 (5.00 p.m. IST).
- (d) The voting through postal ballot or e-voting will not be allowed beyond 5.00 p.m. (IST) on 28th March, 2019. Any postal ballot form received from the member thereafter will not be valid and treated as if reply from the member has not been received and e-voting module shall be disabled by CDSL for voting thereafter.
- (e) Any member who has not received the postal ballot form may apply to the Company at its Corporate Office and obtain a duplicate thereof.
- (f) The Postal Ballot Notice is available on the Company's website: <https://www.triveniturbines.com> and on the website of CDSL <https://www.evotingindia.com>.
- (g) In case of any query pertaining to voting by physical ballot, the members may contact the Company Secretary at the Corporate Office of the Company, and in case of e-voting, members may contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or contact to helpdesk number 1800225533 or write an email to helpdesk.evoting@cdsindia.com or refer to the Help & FAQ's section available at CDSL's website <https://evotingindia.com>.
- (h) The voting rights of shall be reckoned on the paid-up value of the equity shares registered in the name of the members of the Company as on the cut-off date i.e. Friday, February 15, 2019. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (i) The result of postal ballot will be announced on or before Saturday, 30th March, 2019 at the Corporate Office of the Company at Noida and will also be displayed on the Company's website: <https://www.triveniturbines.com> and on the website of CDSL at <https://evotingindia.com>.

For Triveni Turbine Limited
Sd/-

Rajiv Sawhney
Company Secretary
M. No. ACS 8047

Place: Noida (U.P.)
Date: 26th February, 2019

शुद्धिपत्र सूचना

त्रिवेणी टर्बाइन लिमिटेड

कम्पनी पहचान संख्या : L29110UP1995PLC041834

पंजीकृत कार्यालय : ए-44 होजरी कॉम्प्लेक्स, फेज-II एक्सटेंशन, मौतग बुद्ध नगर, नोएडा, उत्तर प्रदेश-201306

कॉर्पोरेट कार्यालय : 8वीं मंजिल, एक्सप्रेस ट्रेड टॉवर 15-16, सेक्टर 18 ए, नोएडा, उत्तर प्रदेश-201301

दूरभाष : 91 120 4308000 / फैक्स : 91 120 4311010-11

ई-मेल shares.tti@trivenigroup.com Website: www.triveniturbines.com

डाक मत पत्र सूचना

कंपनी के सदस्यों को सूचित किया जाता है कि कंपनीज अधिनियम 2013 की धारा 110 एवं 108 तथा कंपनीज (प्रबंधन एवं प्रशासन) नियम, 2014 के नियम 22 और 20 और सेबी (सूचीबद्धता बांध्यताएं और प्रकटीकरण अपेक्षाएं) के विनियम, 2015 के नियम 44 के अनुशरण में, कम्पनी के सदस्यों जिनके नाम 15 फरवरी, 2019 (कट-आफ तिथि) को सदस्यों की पंजीयन पुस्तिका/लाम प्राप्तकर्ता की सूची में उपस्थित हैं, डाक मतपत्र सूचना (i) उनके पंजीकृत ई-मेल आई.डी. में इलेक्ट्रॉनिक माध्यम द्वारा तथा (ii) उनके पंजीकृत पता पर, जिन्होंने ई-मेल आई.डी. पंजीकृत नहीं किए हैं, डाक मतपत्र प्रपत्र तथा एक स्वयं पता लिखा, पूर्वदत्त डाक ब्यय का, व्यवसायिक प्रतियुत्तर लिफाफा के साथ वास्तविक रूप में स्वीकृत माध्यम द्वारा डाक मतपत्र सूचना दिनांक 11 फरवरी, 2019 में निर्दिष्ट व्यवसाय हेतु, विशेष प्रस्ताव के माध्यम द्वारा उनकी स्वीकृति हेतु प्रेषित की जा चुकी है।

कम्पनी ने डाक मतपत्र मतदान प्रक्रिया जिसमें इलेक्ट्रॉनिक माध्यम से मतदान (ई-मतदान) भी शामिल है, के स्वच्छ तथा पारदर्शक तरीके से संचालन हेतु श्री सुरेश कुमार गुप्ता, प्रिविडेंसिंग कम्पनी सचिव (सी.पी. नम्बर 5204) को समीक्षक नियुक्त किया है। सदस्यों हेतु निवेदन है कि उनकी स्वीकृति अथवा अस्वीकृति पूर्ण रूप से भरे और हस्ताक्षरित मतपत्र प्रपत्र द्वारा समीक्षक के पास कीवारे, 28 मार्च, 2019 सायं 5:00 बजे (भारतीय मानक समय) अथवा इससे पूर्व पहुंच जाना चाहिए। इस संवेध में सदस्यों को आगे सूचित किया जाता है कि -

- (क) डाक मतपत्र सूचना में निर्दिष्ट व्यवसाय को सदस्यों द्वारा डाक मतपत्र प्रपत्र, जिसमें ई-मतदान भी शामिल है सम्पादित किया जाना है। ई-मतदान की सुविधा सेंट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड (सी.डी.एस.एल.) के ई-मतदान (e-voting) पोर्टल <https://evoting.india.com> से प्रदान की जा रही है। ई-मतदान की विस्तृत प्रक्रिया/हिदायतें डाक मतपत्र में दी गई हैं।
- (ख) कम्पनी ने दिनांक 25.02.2019 तक डाक मतपत्र सूचना प्रेषित करने का कार्य पूर्ण कर लिया है।
- (ग) डाक मतपत्र द्वारा मतदान जिसमें ई-मतदान भी शामिल है दिनांक 27.02.2019 (प्रातः 9:00 बजे भारतीय मानक समय) से प्रारम्भ होगा तथा दिनांक 28.03.2019 (सायं 5:00 बजे भारतीय मानक समय) को समाप्त होगा।
- (घ) डाक मतपत्र द्वारा मतदान अथवा ई-मतदान दिनांक 28.03.2019 (सायं 5:00 बजे भारतीय मानक समय) के बाद स्वीकार नहीं किया जाएगा। यदि किसी सदस्य का मतपत्र प्रपत्र उचित समय तक प्राप्त नहीं हुआ तो उसे अस्वीकार माना जाएगा और यह समझा जाएगा कि मतपत्र प्रपत्र प्राप्त ही नहीं हुआ तथा ई-मतदान सुविधा भी बंद हो जायेगी।
- (ङ) यदि किसी सदस्य को डाक मत पत्र प्राप्त नहीं हुआ है तो वह कम्पनी को इसके कार्पोरेट कार्यालय के पते पर आवेदन कर इसकी दूसरी प्रतिलिपि प्राप्त कर सकते हैं।
- (च) डाक मत पत्र कम्पनी की वेबसाइट www.triveniturbines.com तथा (सी.डी.एस.एल.) की वेबसाइट <https://evotingindia.com> पर उपलब्ध है।
- (छ) डाक मतपत्र द्वारा मतदान की प्रक्रिया सम्बन्धित किसी जानकारी हेतु सदस्य कम्पनी सचिव को कार्पोरेट कार्यालय पर सम्पर्क कर सकते हैं जबकि ई-मतदान प्रक्रिया से सम्बन्धित किसी भी प्रकार की जानकारी हेतु सदस्य श्री राकेश दलवी, (सी.डी.एस.एल.) सहायक महाप्रबंधक, ए. विंग, 25वां माल्या, मेराथान फ्यूचरेक्स, मफतलाल मील ग्राउंड, एन.एम. जोशी मार्ग, लोवर प्लॉ (ईस्ट), मुम्बई-400013 से अथवा ई-मेल helpdesk.evoting@cdslindia.com से अथवा दूरभाष संख्या: 1800-225533 पर सम्पर्क कर सकते हैं अथवा (सी.डी.एस.एल.) की वेबसाइट <https://evotingindia.com> पर उपलब्ध सहायता एवं प्रश्नोत्तर अनुभाग पर सम्पर्क कर सकते हैं।
- (ज) सदस्यों को मतदान का अधिकार कट-आफ तिथि अर्थात् शुक्रवार, 15 फरवरी, 2019 को कंपनी के सदस्यों के नाम में पंजीकृत अंशों के प्रदत्त मूल्य पर माना जायेगा।
- (झ) डाक मत-पत्र के परिणाम शनिवार, 30 मार्च, 2019 को अथवा इससे पहले कम्पनी के नोएडा स्थित कार्पोरेट कार्यालय में घोषित किए जायेंगे एंव कम्पनी की वेबसाइट www.triveniturbines.com और (सी.डी.एस.एल.) की वेबसाइट <https://evotingindia.com> पर भी प्रदर्शित किए जाएंगे।

कृते त्रिवेणी टर्बाइन लिमिटेड
हस्ताक्षर
(राजीव साहनी)
कम्पनी सचिव
M.No.ACS8047

संज्ञित: नोएडा

तिथि: 26 फरवरी, 2019