



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

TGL/2018-19/SEC-162

Date: 20.09.2018

Sub: Outcome of 47th 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 47th Annual General Meeting of Triveni Glass Limited was held today i.e. on Thursday, 20.09.2018 at Hotel Allahabad Regency, 16, Tashkent Marg, Allahabad-211001 at 11:00 AM and updates of the meeting is as follows-

1. Members elected Mr. Peeyush Kumar Kesharwani 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' 2018, 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 authorization to Board of Directors' for determining fee for delivery of documents to a member.
6. Members considered and approved the appointment of Mr Abhishek Jain (DIN:06895874) as an independent director of the company.
7. The members cast their vote through Poling Paper.

The members were requested to give their views/comments on the agendas 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

Managing Director
J.K. Agrawal

Managing Director
DIN No- 00452816

Regd. Office :

1, Kanpur Road, Allahabad - 211 001, India

Phone : +91-532-2407325

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E-mail : akd@triveniglassltd.com

Website : www.triveniglassltd.com

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 47th Annual General Meeting
Ref: Triveni Glass Limited (Scrip Code: 502281)

Dear Sir,

The Forty Seventh (47th) Annual General Meeting of Triveni Glass Limited held on Thursday, 20th day of September 2018 at 11:00 A.M. at 16, Tashkent Marg, Civil Lines, Allahabad-211001 and business as mentioned in the notice dated 07.08.2018 were transacted.


In this regard, please find annexed herewith the Summary of proceedings of 47th 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



A.K. Dhawan

Director Finance



Encl.: Summary of Proceedings of 47th Annual General Meeting

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IF IT'S GLASS IT'S US

SUMMARY OF PROCEEDINGS OF THE 47th ANNUAL GENERAL MEETING OF THE COMPANY TRIVENI GLASS LIMITED HELD ON THURSDAY, 20th SEPTEMBER 2018 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	Additional Director
Mr. P.K. Kesharwani	Independent Director (Chairman Audit Committee)
Mrs. Jyoti Agarwal	Independent Director (Chairman Nomination & Remuneration Committee)

In Attendance

Miss. Jagriti Pandey	Company Secretary & Compliance Officer
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BY INVIATTION

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
Mrs. Rafat Aqil	Proprietor, Rafat Aqil & Associates, Company Secretaries, Scrutinizer for e-voting

The meeting commenced at 11:00 A.M. (IST) and concluded at 1:00 P.M. (IST).

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REGISTERS

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

1. Notice convening the 47th Annual General Meeting.
2. Board's Report with Annexures thereto for the Financial year ended 31.03.2018
3. The Audited Financial Statements (IND-AS Format) for the financial year ended 31.03.2018 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 31.03.2018
6. Corporate Governance Report for the Financial year ended 31.03.2018

Miss. Jagriti Pandey, Company Secretary welcomed the Board of Directors on the dias and the members and other dignitaries present at the 47th Annual General Meeting on behalf of the company and requested the members to mark their attendance on register and after that requested the members to elect the Chairperson for the meeting.

Mr. Harmindar Pal Singh proposed the name of Mr. Peeyush Kumar Kesharwani to be the Chairman of the Meeting and Mr. Rajesh Kumar Singh seconded the same and therefore Mr. Peeyush Kumar Kesharwani was unanimously elected as Chairman of the Meeting. Mr Peeyush Kumar Kesharwani took the Chair and welcomed the members to the 47th 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 7TH August 2018 calling for 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 Samarendra Roy & Co., 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-evoting 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, 2018 (9:00 A.M.) to September 19, 2018 (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 47th Annual General Meeting, Directors' Report of the company and Auditors' Report for the Financial Year ended 31st March, 2018 were taken as read.

The Chairman than 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 07.08.2018, were transacted at the meeting:

Resolution No 1: Consider and adopt the Audited Financial Statements for the Year ended 31.03.2018, the Board's Report and Auditors thereon. (Ordinary Business-Ordinary resolution)

"Resolved that the Audited Balance Sheet of the Company as at 31st March 2018 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 31.03.2018 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, 2019."

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, 2019, 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 some discussion on the above item, the resolution was then put to vote through poll.

Resolution No 3: Authorisation to Board of Directors for determining fee for delivery of documents to a member (Special Business-Ordinary resolution)

"RESOLVED THAT pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed there under ("the Rules") (including any statutory modification(s) or re-enactment(s) of the Act and/ or the Rules thereof for the time being in force) , authority be and is hereby given to the Board of Directors of the Company (the 'Board which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution) to determine the fee to be charged from a member who requests delivery of any document through a particular mode."

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document."

Explanatory Statement- Item 3:

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents, inter alia, to the members of the Company. The proviso to sub-section (2) of Section 20 states that a member may request or delivery of any document through a particular mode, for which he shall pay fees as may be determined by the Company in its Annual General Meeting. Such fee for delivery of any document through a particular mode shall be based upon the mode of service, weight of the document and place of delivery of the document sought by the member, hence it becomes difficult to quantify the amount in such a case. Therefore, it is felt appropriate that the Board of Directors be authorized to determine from time to time, the fee after taking into account the mode of service, weight of the document, place of delivery of the document sought by the member and the prevailing rates.

The Board of Directors accordingly recommends the Ordinary Resolution set forth in Item No. 3 of the accompanying Notice for approval of the members.

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.

The company secretary explains the details on the above item No.3 and then after some discussion the resolution was put to vote through poll.



Resolution No 4: Appointment of Mr. Abhishek Jain as an independent director of the company (Special Business- Special resolution)

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Abhishek Jain (DIN 06895874), a non-executive 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 appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 20, 2018 up to September 19, 2023;

RESOLVED FURTHER THAT Mr. Jitendra Kumar Agrawal (DIN:00452816), Managing Director of the Company be and is hereby authorised to do all such acts, deed as may be necessary in this regard including but not limited to signing and filling notice of their appointment with the regulatory authorities."

Explanatory Statement- Item 4:

The Company had, pursuant to the provisions of the Listing Obligations & Disclosure Requirement Regulations, 2015 appointed Mr Abhishek Jain as Independent Director in compliance with the requirements of the regulations. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The Nominations Committee has recommended the appointment of this director as Independent Director from 30th September 2018 to 29th September 2023.

Mr Abhishek Jain, non-executive director of the Company, have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the director fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and 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 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 some discussion on the appointment of 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.

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

A handwritten signature in blue ink, appearing to read 'Peeyush', is written over a circular blue ink stamp. The stamp contains the text 'TRIVENI GLASS LTD.' around the perimeter and 'TRIVENI GLASS LTD.' in the center, with a small star symbol on the right side.

Chairman & Independent Director
(Mr. Peeyush Kumar Kesharwani)