

To,
Mr. Rakesh Parekh,
Department of Corporate Services-Listing
BSE Limited
16th floor, P J Towers,
Dalal Street, Mumbai- 400001

Date: 17.08.2016

Sub: Notice of 45th Annual General Meeting under Regulation 30(2) of SEBI (LODR) Regulations, 2015 Ref.: Triveni Glass Limited (Scrip Code: 502281)

Dear Sir,

We wish to inform you that the 45th Annual General meeting of Triveni Glass Limited scheduled on Tuesday, 20th September 2016 at Hotel Allahabad Regency, 16, Tashkent Marg, Allahabad-211001 at 11:00 A.M.

In this regard, please find attached herewith the notice of 45th Annual General Meeting of the Company.

Request to kindly take this intimation on record.

Thanking You,

Yours faithfully,

For Triveni Glass Limited For Triveni Glass Ltd.

A.K. Dhawairector Finance (Director – Finance)

Encl.: AGM Notice

Klaww

Regd. Office:

1, Kanpur Road, Allahabad - 211 001, India

Phone : +91-532-2407325 Fax : +91-532-2407450

E-mail: akd@triveniglassltd.com Website: www.triveniglassltd.com GIN No.: L26101UP1971PLC003491

IF IT'S GLASS IT'S US

TRIVENI GLASS LIMITED

R.O.: 1. Kanpur Road, Allahabad 211001 Tel: 0532 2407325 Fax: 0532-2407450 Email: akd@triveniglassltd.com Website: www.triveniglassltd.com CIN: L26101UP1971PLC003491

NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

NOTICE IS HEREBY GIVEN THAT THE FORTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIVENI GLASS LIMITED WILL BE HELD AT HOTEL ALLAHABAD REGENCY, 16, TASHKENT MARG, ALLAHABAD - 211001, ON TUESDAY, 20TH DAY OF SEPTEMBER 2016 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- To receive, consider and adopt the Balance Sheet as on 31st March' 2016, the Profit & Loss Account for the year ended on that date and Report of the Directors and to receive Report of the Auditors.
- 2. To re-appoint M/s Amit Ray & Co. as the Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting.

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 or the Rules framed there under, as amended from time to time, including any statutory amendment and re-enactment thereof M/s Amit Ray & Co., Chartered Accountants (Firm Registration No: 000483C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM, at a remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

3. RATIFICATION OF COST AUDITORS' REMUNERATION

To consider and, if thought fit, to pass with or without modification, the following Resolution as an 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 `40,000/- 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, 2017."

4. RE-APPOINTMENT OF MR. A. K. DHAWAN AS A WHOLE TIME DIRECTOR (KMP DESIGNATED AS CFO) OF THE COMPANY FOR A PERIOD OF 5 YEARS W.E.F. 06.07.2017

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, as amended from time to time and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), and subject to the approval of the Central Government if any, consent of the members be and is hereby accorded for the re-appointment of and to entering into an Agreement with Mr A.K Dhawan (DIN: 00694401) as Whole-time Director of the Company designated as Director Finance for a further period of five (5) years with effect from 6th July, 2017 upon such terms and conditions as to remuneration by way of salary and perquisite set out in the Explanatory Statement annexed hereto, provided that the remuneration payable to Mr. A.K. Dhawan as the Director Finance of the company in terms of the agreement referred to above paid to him as minimum remuneration in the event of absence or inadequacy of profit of the company during the aforesaid period of five years from 6th July, 2017".

Regd. Off: 1, Kanpur, Road, Allahabad-211001 (U.P.)

Place: Allahabad Date: 26.07.2016 By the Order of the Board of Triveni Glass Limited

Sd/-J K Agrawal Din No: 00452816

NOTES

1. APPOINTMENT OF PROXY

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to the notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. APPOINTMENT OF AUTHORISED REPRESENTATIVE

No person shall be entitled to attend or vote at the meeting as a duly authorised representative of a Company or body corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorized representative certified to be a true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Office of the Company not less than TWO DAYS before the date of the meeting, i.e., on or before the closing hours of the Company ON 18TH Day of September 2016. The proxy form if any executed by such authorized representative will be effective provided the same is deposited with the Company along with the above documents on or before the closing hours of the Company on 18TH Day of September 2016 at the above mentioned address.

3. BOOK CLOSURE DATES

The Register of Members and share Transfer Books of the Company will remain closed from 14th September 2016 to 20th September 2016 (Both Days inclusive).

4. JOINT HOLDERS

As per Articles of Association, if any share stands in the names of two or more persons, the person name listed first in the register shall, as regards voting, be deemed to be the sole holder thereof. Hence if shares are in the name of joint holders, then first named person is only entitled to attend the meeting and is only eligible to vote (by poll or by show of hands) in the meeting.

5. GREEN INITIATIVE

As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Notice to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting and should have proof of Identity.

6. SUBMISSION OF PAN

SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

7. NOMINATION

Members holding shares in physical form and desirous of making a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrars and Transfer Agents the details as required in Form No. SH-13 of Companies (Share Capital and debentures) Rules 2014.

8. INSPECTION

All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Office of the Company during office hours on all working days, up to and inclusive of the date of the Annual General Meeting.

9. ELECTRONIC VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 17.09.2016 (9:00 AM) and ends on 19.09.2016 (5:00PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13.09.2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Triveni Glass Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
 - (iii) Click on Shareholder Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Triveni Glass Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.swasti@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - Initial password is provided at the bottom of the Attendance Slip for the AGM
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote evoting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s),

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13.09.2016

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13.09.2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com.

Login to e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.

If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder

A member may participate in the AGM even after exercising his/her/their right to vote through remote evoting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote evoting as well as voting at the AGM through ballot paper.

Ms. Swasti Tripathi, Practicing Company Secretary (Membership No. 29136), Proprietor of M/s. Swasti Tripathi & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman/ Chairperson shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/Chairperson or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 'www.triveniglassltd.com' and on the website of NSDL immediately after the declaration of result by the Chairman/Chairperson or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

DISCLOSURE UNDER SECTION 102(3)

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday and Sunday) at the Registered Office of the company during Office Hours. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchange. As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 4 of the accompanying Notice:

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, 2017, at a remuneration of Rs. 40,000/- plus out-of-pocket expenses and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 3. 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. 3 of the Notice.

Mr. A.K. Dhawan's term as the Whole-time Director of the Company is expiring on 5th July 2017. The Board at its meeting held on 26th July 2016, has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and the Central Government, re-appointed Mr. A.K. Dhawan as the Whole time Director of the Company, designated as Director Finance for a period of five (5) years commencing from 6th July 2017 on the terms and conditions embodied in the draft agreement. This resolution is for seeking approval of the company in general meeting of such reappointment and of the said draft agreement to be entered into between the company and Mr. A. K. Dhawan, which contains terms & conditions including remuneration payable to him as

Mr. A. K. Dhawan has been in entire charge of overseeing the Company's Financial and other relevant business since 1994. He is a Chartered Accountant with vast experience in diverse functional areas such as accounting, taxation, budgeting & business planning, Management accounting, auditing and financial management. During the entire tenure with the company, he has handled certain crucial assignments. He was appointed as Director (Finance) with effect from 6th July, 2012 for a period of 5 (Five) years which expires on 5th July, 2017.

The principal terms and conditions of Mr. A.K. Dhawan's appointment as Director Finance are:

- 1. Term of Appointment 5 years.
- 2. Period: 6th July 2017- 5th July 2022
- 3. Nature of duties:
- a) The Director shall devote his whole time attention to the business of the Company and carry out such duties, as may be entrusted to him by the Chairman and Managing Director from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) He shall undertake to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to confirm to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- c) He shall not at any time exceed the powers so delegated by the Board.

4. Remuneration: Mr. A.K. Dhawan shall be entitled to the following remuneration per annum: Salary and other fixed allowances:

Basic Salary of @ Rs. 1,15,000/- per month plus perks (in the scale of Rs.1,15,000-10,000-1,65,000) with annual increment of 10% of basic salary falling due on 1st of July every year) starting from July, 2018.

Increment of Basic Salary shall be decided by the Board of Directors on the recommendation of Remuneration Committee subject to the above limit.

5.Perquisites: In addition to aforesaid consolidated salary, the Director (Finance) shall be entitled to perquisites like gas, electricity, furnishing, medical reimbursement, leave travel concession for self and family, Personal Accident Insurance in accordance with the rules of the Company, the monetary value of such perquisites being limited to Rs. 3,00,000/- (Rupees Two Lakhs eighty thousand only) per annum. However, the following limit shall not be included in the aforesaid perquisite limit:

- a. Rent Free unfurnished Accommodation owned/ leased/ rented by the Company provide that 10% of the basic salary shall be payable by the Director (Finance) himself.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of leave at the end of tenure as per Rules of the Company, but not exceeding one month's leave for every eleven months' of the service, subject to the conditions that leave accumulated but not availed shall not exceed 150 days at any one time.
- d. Provisions for the use of Car for Company's Business and Telephone at residence (including payment for local calls and long distance official calls) shall not be considered as perquisites.
- 6. The Director (Finance) shall also is entitled to the reimbursement of entertainment expenses actually and properly incurred for the business of the Company.
- 7. The Director (Finance) so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee of Directors.
- 8. This appointment may be terminated by either party by giving to the other party advance notice of three months.

In the event of absence or inadequacy of profits in any year during the remaining period of his tenure, the Director (Finance) shall be entitled to the salary and perquisites referred to above as minimum remuneration

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the tenure of Mr. A.K Dhawan, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government

shall pay the same remuneration as stated above but subject to being within the overall limits on managerial remuneration as provided under Section 197, 198 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

Mr. A.K Dhawan may be deemed to be concerned or interested in this proposal to the extent of the remuneration payable to him. He holds 6,166 shares in the company.

Except Mr. A.K Dhawan, being the appointee himself, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Notice and Explanatory Statement may be treated as the abstract of the terms of reappointment and remuneration payable to Mr. A.K. Dhawan under Companies Act, 2013. The Board of Directors recommends this resolution for your approval.

Regd. Off: 1, Kanpur, Road, Allahabad-211001 (U.P.)

Place: Allahabad Date: 26.07.2016 By the Order of the Board of Triveni Glass Limited

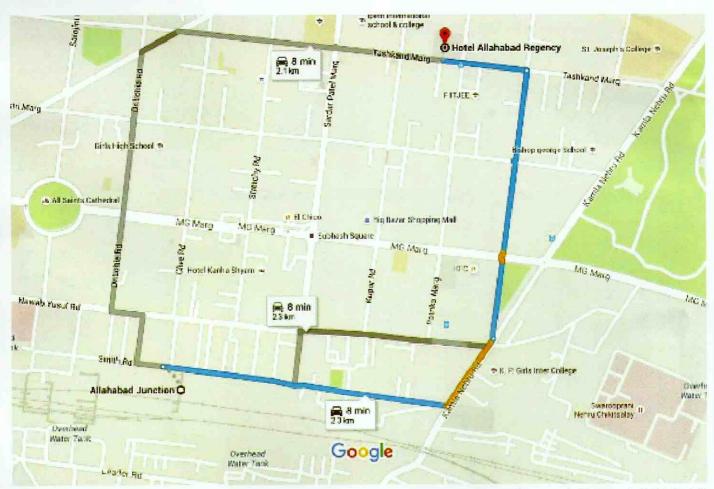
Sd/-

J K Agrawal Din No: 00452816

Details of Director seeking re-appointment

Particulars	Mr. Anil Kumar Dhawan
Date of Birth	19.01.1953
Date of Appointment	06.07.2017
Qualifications	B.Com, CA
Expertise in Specific Areas	Chartered Accountant with more than 36 years' experience and last 22 years he has been with the company.
Directorship held in other companies	NO
Memberships/Chairmanships of Committees of Board (includes only Audit Committee, Shareholders Relationship Committee, Investors Grievances Committee and Nomination Remuneration Committee)	Shareholders Relationship Committee Audit Committee Corporate Social Responsibility Committee
Number of Shares held in the Company	6,166 Shares

Allahabad Junction to Hotel Allahabad Regency at 16, Tashkent Marg, Allahabad- 211001 venue of 45th Annual general Meeting of Triveni Glass Limited



Annual Report 2015-16

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L26101UP1971PLC003491

Name of the company: Triveni Glass Limited

Registered office: 1, Kanpur Road, Allahabad - 21101 Uttar Pradesh

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:...., or failing him

3. Name:

Address:

E-mail ld:

Signature

s my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual general meeting of the company, to be held on the 20th Day of September 2016 11:00 a.m.at Hotel Allahabad Regency 16, Tashkent Marg, Civil Lines, Allahabad- 211001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Rsolutions No.

- To receive, consider and adopt the Balance Sheet as on 31st March' 2016, the Profit & Loss Account for the year ended on that date and Report of the Directors and to receive Report of the Auditors.
- 2. To re-appoint M/s Amit Ray & Co. as the Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting.
- Ratification of cost auditors' remuneration Y/N
- 4. Re-appointment of Director Finance Y/N

Signed this..... day of...... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TRIVENI GLASS LIMITED

R.O.: 1, Kanpur Road, Allahabad – 21101 Uttar Pradesh Tel: 0532 2407325 Fax: 0532-2407450

Email: akd@triveniglassltd.com Website: www.triveniglassltd.com CIN: L26101UP1971PLC003491

ATTENDENCE SLIP

45th ANNUAL GENERAL MEETING Tuesday, 20th September, 2016, at 11.00 A.M.

(Please hand over at the entrance of the meeting duly completed & signed)

Name of the Shareholder
Name of the Proxy
Ledger Folio No.
DP. ID No./ Client ID
No. of Shares held
Email Id
Address

I/We certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I/We hereby record my/ our presence at the 45th Annual General Meeting of the Company at the Hotel Allahabad Regency, at Tashkent Marg, Civil Lines, Allahabad-211001 on Tuesday, September 20, 2016 at 11.00 a.m.

Note:

- 1. Members are requested to bring copy of Annual Report for reference along with them to the Annual General Meeting.
- 2. Only Members or their Proxies are entitled to be present at the Meeting.

Date:

Member's / Proxy's Signature