

NOTICE

NOTICE is hereby given that the 77th Annual General Meeting of the Members of Triveni Engineering & Industries Limited will be held on Tuesday, the 19th day of February, 2013 at 1.30 P.M. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh - 247 554 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at September 30, 2012, the Statement of Profit and Loss Account for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended September 30, 2012.
3. To appoint a Director in place of Mr Nikhil Sawhney, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Shekhar Datta, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s J.C. Bhalla & Co., Chartered Accountants (registration number FRN:001111N) as Statutory Auditors to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

By Order of the Board

Place : Noida

Date : 21st November, 2012

Geeta Bhalla

Company Secretary

NOTES:

1. The relevant details pursuant to the provisions of Clause 49 of the Listing Agreement executed with Stock Exchanges are annexed hereto.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the Registered Office or Corporate Office of the Company not less than forty eight (48) hours before the commencement of the meeting. A blank proxy form is enclosed.**
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period i.e from Thursday, the 14th February, 2013 to Tuesday, the 19th February, 2013 (both days inclusive) for the purpose of payment of dividend on the equity shares for the financial year ended 30th September, 2012. The dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid to those Members holding shares in physical and demat forms, whose names appear in the Company's Register of Members/Beneficial Owners as at the close of business hours on 13th February, 2013. The dividend in respect of dematerialised shares will be payable as per the details furnished by the Depositories viz. National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
5. Members who have not yet encashed dividend warrants for the year 2005-2006 and for any subsequent year are advised to send the same to the Company for revalidation. Dividend amount remaining unclaimed for a period of seven years from the dates they became first due for payment shall be transferred to the "Investor Education and Protection Fund" (IEPF) of Central Government in terms of Section 205C of the Companies Act, 1956. Members are requested to note that no claim shall lie against the Company or IEPF in respect of any unclaimed dividend amount transferred to IEPF.

6. The Members holding equity shares in physical form are requested to notify/send the following to the Registrar and Transfer Agent (RTA) of the Company, M/s Karvy Computershare Pvt. Ltd., Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081 quoting their folio numbers:
 - (i) Particulars of their bank account and email-id, in case the same has not been sent earlier.
 - (ii) Any change in their address/email-ID/ECS mandate/Bank details.
 - (iii) Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
7. The Members holding equity shares in dematerialized form are requested to notify to their Depository Participants (DP):
 - (i) their email-id
 - (ii) any change with respect to their address, email id, ECS mandate and bank details.
8. The Securities and Exchange Board of India has notified that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified true copy of their Income Tax Permanent Account Number (PAN) card to the Company/RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/transferee of shares (including joint holders) in physical form are requested to furnish a certified true copy of their PAN card to the Company/RTA while transacting in the securities market including transfer, transmission or any other corporate action.
9. Members holding shares in physical form are advised, in their own interest to avail of the nomination facility by filing Form 2B and deposit the same with the Company or its RTA. Members holding shares in demat form may contact their respective DP for recording nomination in respect of their shares.
10. The equity shares of the Company are under Compulsory Demat Trading. Members who are holding equity shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
11. The Members desirous of obtaining any information/clarification are requested to address their questions, if any, in writing to the Company Secretary at the Corporate office of the Company at least 10 days before the date of the Annual General Meeting, so that the information may be made available at the Annual General Meeting.
12. The Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder which is higher in the order of names will be entitled to vote.
13. The Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting venue.
14. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are therefore requested to bring their own copies of the Annual Reports to the meeting.
15. *The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by companies through electronic mode, vide its circulars dated April 21, 2011 and April 29, 2011. To take part in the above 'Green Initiative', soft copy of the Annual Report for the year ended September 30, 2012 has been sent to all the members whose email address is registered with the Company/Depository Participants(s) unless any members has requested for a hard copy of the same. All those members, who have not yet registered their email address with the Company or DP are requested to do the same at the earliest as your Company proposes to send communications/documents including Notices for General Meetings and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to the Company or their DP.*

The members holding shares in Demat form may update their e-mail address with their respective DPs and where the shares are held in physical form, please get your e-mail address updated in the records of the Company by sending an email at shares@trivenigroup.com. Even after registration for e-communication, Members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

The Annual Report for 2012 (including the notice of the 77th Annual General Meeting) will also be available on the Company's website www.trivenigroup.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's registered office/corporate office for inspection during business hours upto the date of Annual General Meeting.
16. **The Members/Proxies are welcome at the Annual General Meeting of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the Annual General Meeting.**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on February 19, 2013**(Pursuant to Clause 49 of the Listing Agreement)****Mr. Nikhil Sawhney**

Mr. Nikhil Sawhney, aged about 36 years, has been on the Board of Company since November 19, 2008. He is one of the Promoters of the Company. Mr. Nikhil Sawhney was initially appointed as the Executive Director of the Company on November 19, 2008 for a period of 5 years. Upon his appointment as Joint Managing Director of Triveni Turbine Ltd., a listed Company on the National Stock Exchange and Bombay Stock Exchange, he had stepped down as the Executive Director of the Company. However he continues to be the Non-Executive Director of the Company, who is liable to retire by rotation w.e.f. May 10, 2011. He possesses Bachelors and Masters degrees in Arts from Emmanuel College, University of Cambridge, UK – one of the oldest academic institutions in the world and is regarded as one of the best undergraduate institutions globally and a Masters degree in Business Administration from The Wharton School, University of Pennsylvania, USA., a premier academic Institution. He has work experience in the fields of finance, consumer goods, engineered products and capital markets. Mr. Nikhil Sawhney also holds directorships in the other group/associate companies of Triveni Group.

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
Joint Managing Director Triveni Turbine Ltd. Director Triveni Energy Systems Ltd. GE Triveni Ltd. Designated Partner Acquire Venture Holdings LLP	Audit Committee Triveni Turbine Ltd. – Member GE Triveni Ltd. – Member Share Transfer & Investor Grievance Committee Triveni Turbine Ltd. – Member	15277653 equity shares of Re 1/- each

Mr. Shekhar Datta

Mr. Shekhar Datta aged about 75 years, has been on the Board of the Company since 25th April, 2009. Mr. Shekhar Datta is a Graduate in Mechanical Engineering from London and is a Fellow of All India Management Association. Mr. Datta has been Business Consultant to a number of Indian companies and former member of International Business Advisory Council of UNIDO. Mr Datta has been President of Confederation of Indian Industry (CII), Bombay Chamber of Commerce & Industry and Indo-Italian Chamber of Commerce & Industry. He has been honoured with the citation of 'Commendatore' (1995) in the Order for Merit of the Italian Republic, by the President of Italy; as 'Companion' of the Institution of Mechanical Engineers, U.K. and awarded 'Winner' of the Indo-British Trophy (1997) conferred by Her Majesty Queen Elizabeth II. Mr. Datta was Managing Director and President of Greaves Cotton Ltd. and was responsible for the spectacular growth of the company during his tenure as Managing Director. Mr Datta has held directorships in a number of reputed companies like Bharat Heavy Electricals Ltd., Industrial Development Bank of India Ltd., Crompton Greaves Ltd.. He was also Chairman of the Bombay Stock Exchange Ltd.

List of other Directorship held	Chairman/Member of the committees of the other Board of the Companies on which he is a Director*	Details of shareholding in the Company
Director Triveni Turbine Ltd. Wockhardt Ltd. Vesuvius India Ltd.	Audit Committee Wockhardt Ltd. – Chairman Vesuvius India Ltd. – Member Share Transfer & Investor Grievance Committee Wockhardt Ltd. – Chairman Vesuvius India Ltd. – Member	10000 equity shares of Re 1/- each

* The committees considered for the purpose are those prescribed under Clause 49(I)(C) of the Listing Agreement i.e. Audit Committee and Shareholders' Grievance Committee of public limited companies.



ENGINEERING & INDUSTRIES LTD.

Regd. Office: Deoband, District Saharanpur, Uttar Pradesh - 247 554

Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector 16-A, Noida - 201301, U.P., India

ADMISSION SLIP

FOLIO NO.....	NO. OF SHARES.....
DP ID/CLIENT ID*	
NAME OF THE MEMBER/	
AUTHORISED REPRESENTATIVE.....	
NAME OF THE PROXY.....	

I hereby record my presence at the 77th Annual General Meeting of the Company being held on Tuesday, the 19th February, 2013 at 1:30 P.M. at Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

Signature of the Member/ Authorised Representative	Signature of the Proxy
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* Applicable for investors holding shares in demat form.

TEAR HERE



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PROXY FORM

FOLIO NO.	NO. OF SHARES.....
DP ID/CLIENT ID*	

I/We.....of.....being a member/members of Triveni Engineering & Industries Limited hereby appointof.....or failing him/her.....of..... as my/our proxy to attend and vote for me/us on my/our behalf at the 77th Annual General Meeting of the Company to be held on Tuesday, the 19th February, 2013 at 1:30 P.M. and/or at any adjournment thereof.

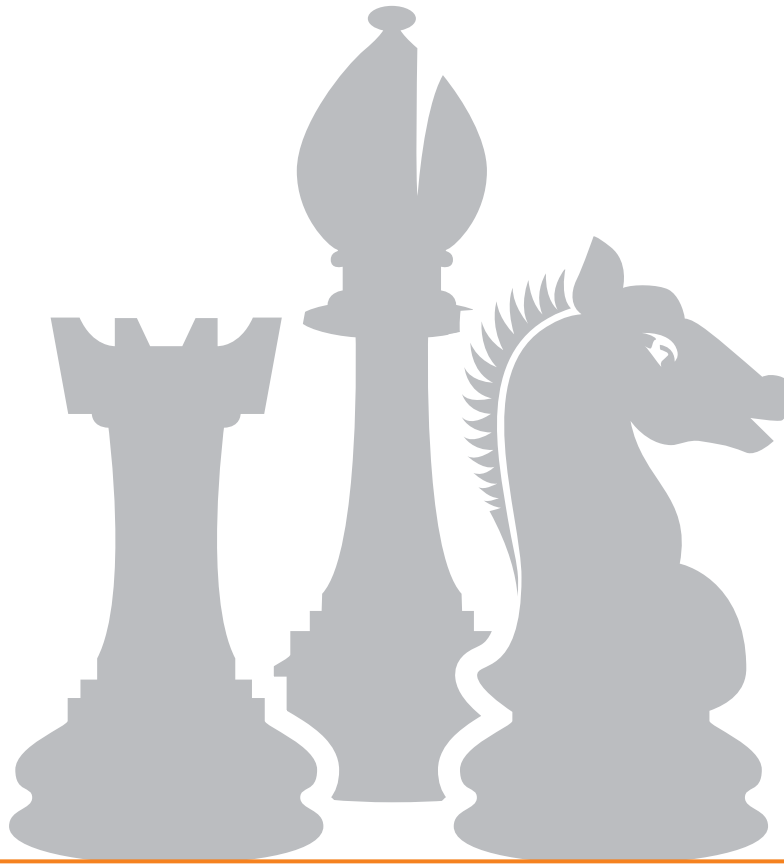
Affix
Re.1/-
Revenue
Stamp

Signed this.....Day of, 2013

Signature

Note: The Proxy in order to be effective should be completed, stamped and signed and must be deposited either at the Regd. Office of the Company or at the Corporate Office of the Company at 8th Floor, Express Trade Towers, 15-16, Sector 16A, Noida - 201 301, Uttar Pradesh at least forty eight hours before the schedule time of the meeting.

* Applicable for investors holding shares in demat form.



Definitive Actions

Forward looking statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations of projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised.

The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

The Company has sourced the industry information from the publicly available resources and has not verified those information independently.

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At a time when most of the business enterprises are attributing the slump in their growth to the macro-economic environment, Triveni has instead chosen to focus on what is in its control and best leverage them towards favourable business outcomes. Having witnessed and successfully weathered many slowdowns in the past, the Company has maintained optimism, taken a number of strategic initiatives including the expansion of its product portfolio and geographic coverage, thus creating a solid foundation for growth.

In doing so, Triveni is poised to grow and these initiatives are captured in just two words:



Definitive Actions.





Making Strategic Moves



In a challenging business environment, it is imperative for a business to strategise and invest its earnings in related businesses to strengthen its topline.

At Triveni, we undertook a number of strategic initiatives to enhance our revenues.



Technology partnership

We entered into a long term technology agreement with Aqwise Wise Water Technology Limited, Israel, which is a global leader in the development and implementation of water and wastewater treatment solutions for industrial and municipal markets. We invested USD 5.42 million to acquire a significant minority stake in Aqwise as part of a strategic investment to have greater access to world-class technologies on preferred commercial terms, while focusing near-term and future scientific research developments on solutions for the Indian water and wastewater market.



Sugar refinery

We set up a sugar refinery with a capacity of 600 TPD at Sabitgarh sugar unit for manufacturing refined sugar which will enable us to improve our realisations and product quality leading to higher profitability.

Co-generation units

We installed incidental co-generation plants at our Chandanpur and Milak Narayanpur sugar units which will facilitate export of surplus power to Uttar Pradesh Power Corporation Limited (UPPCL) for which Power Purchase Agreements (PPAs) have already been signed. The revenue accretion will start from the next financial year.



Expanding Business Spectrum



In a highly competitive business environment, it becomes essential for a business to improve its offerings and explore newer geographies for expanding the reach of its products.

At Triveni, we embarked on offering niche products and improved our footprint in the exports market.