

To,  
The Manager,  
Department of Corporate Services-Listing  
**BSE Limited**  
16th floor, P J Towers,  
Dalal Street, Mumbai- 400001

TGL/2017/18-047

Date: 17.08.2017

**Sub: Notice of 46th Annual General Meeting under  
Regulation 30(2) of SEBI (LODR) Regulations, 2015  
Ref.: Triveni Glass Limited (Scrip Code: 502281)**

Dear Sir,

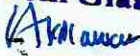
In compliance with the provision of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 46<sup>th</sup> Annual General meeting (AGM) of Triveni Glass Limited scheduled to be held on Wednesday, 20<sup>th</sup> September 2017 at Hotel Allahabad Regency, 16, Tashkent Marg, Allahabad-211001 at 11:00 A.M.

Request to kindly take this intimation on record.

Thanking You,

Yours faithfully,

For Triveni Glass Limited  
**For Triveni Glass Ltd.**



**A.K. Director Finance**  
(Director - Finance)

**Encl.: AGM Notice**

Regd. Office :

1, Kanpur Road, Allahabad - 211 001, India

Phone : +91-532-2407325

Fax : +91-532-2407450

E-mail : [akd@triveniglassltd.com](mailto:akd@triveniglassltd.com)

Website : [www.triveniglassltd.com](http://www.triveniglassltd.com)

CIN 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](mailto:akd@triveniglassltd.com) Website: [www.triveniglassltd.com](http://www.triveniglassltd.com)

CIN: L26101UP1971PLC003491

### NOTICE OF ANNUAL GENERAL MEETING

**Dear Members,**

NOTICE IS HEREBY GIVEN THAT THE FORTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIVENI GLASS LIMITED WILL BE HELD AT HOTEL ALLAHABAD REGENCY, 16, TASHKENT MARG, ALLAHABAD - 211001, ON WEDNESDAY, 20<sup>TH</sup> DAY OF SEPTEMBER 2017 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

#### **ORDINARY BUSINESS:**

##### **Item No.1-Adoption of Financial Statements**

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Board of Directors and Auditors thereon.

##### **Item No.2-Appointment of Statutory Auditors of the Company**

To appoint M/s. Sanjay Talwar & Associates, Chartered Accountants, having Firm Registration No. 005923C, as Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of Fifty-First (51<sup>st</sup>) Annual General Meeting to be held in the financial year 2022 and to authorize the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) of the Act and/or the Rules thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, M/s. Sanjay Talwar & Associates, Chartered Accountants, having Firm Registration No. 005923C, be and is hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of Fifty-First (51<sup>st</sup>) Annual General Meeting of the Company to be held in the financial year 2022, (subject to ratification of their appointment by members at every Annual General Meeting if so required under the Act), at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

**SPECIAL BUSINESS:**

**Item No.3- Ratification of Cost Auditors' Remuneration**

To consider and, if thought fit, to pass 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 Rs. 45,000/- 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, 2018.”

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

**Place: Allahabad  
Date: 10.08.2017**

**By order of The Board of Directors of Triveni Glass Limited  
Sd/**

**J.K. Agrawal  
Managing Director  
DIN: 00452816**

**Sd/  
A.K. Dhawan  
Director Finance  
DIN: 00694401**

**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 authorized 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 18<sup>TH</sup> Day of September 2017. 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 18<sup>TH</sup> Day of September 2017 at the above mentioned address.

**3. BOOK CLOSURE DATES**

The Register of Members and share Transfer Books of the Company will remain closed from 14<sup>th</sup> September 2017 to 20<sup>th</sup> September 2017 (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 the 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 is 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 17.09.2017 (9:00 AM) and ends on 19.09.2017 (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 13.09.2017 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.
  - i. 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 [strm.associates@gmail.com](mailto:strm.associates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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] :

- (i) 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 e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://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 13.09.2017

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. 13.09.2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rta@cbmsl.com](mailto: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](http://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 e-voting 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 e-voting as well as voting at the AGM through ballot paper.

M/s. STRM & Associates, Company Secretaries has been appointed 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:

**Item No.2-Appointment of Statutory Auditors of the Company**

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The shareholders of the Company had, at their 45th Annual General Meeting of the Company held on 20th September 2016 ratified the appointment of M/s Amit Ray & Co., Chartered Accountants, Allahabad (Firm Registration No. 000486C) as Statutory Auditors of the Company to hold office from the conclusion of 45th Annual General Meeting until the conclusion of 46th Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors. M/s Amit Ray & Co. have been holding office as Statutory Auditors of the Company for more than 10 years, prior to the commencement of the Companies Act, 2013.

As per the provisions of Section 139 (2) of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Second proviso to Section 139 (2) of the Companies Act, 2013 provides a company with a transition period of three years from the commencement of the Act to comply with the provisions of Section 139 (2) of the Act. In view of the above, M/s Amit Ray & Co. can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors have, based on the recommendation of the Audit Committee, at its meeting held on 10th August 2017, proposed the appointment of M/s. Sanjay Talwar & Associates, Chartered Accountants, having Firm registration No. 005923C as the Statutory Auditors of the

Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 51<sup>st</sup> AGM to be held in the financial year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

M/s Sanjay Talwar & Associates, Chartered Accountants, having Firm registration No. 005923C have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice.

### **Item No.3- Ratification of Cost Auditors' Remuneration**

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, 2018, at a remuneration of Rs. 45,000/- 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.

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

**Place: Allahabad  
Date: 10.08.2017**

**By order of The Board of Directors of Triveni Glass Limited**

**Sd/  
J.K. Agrawal  
Managing Director  
DIN: 00452816**

**Sd/  
A.K. Dhawan  
Director Finance  
DIN: 00694401**



**TRIVENI GLASS LIMITED**  
R.O.: 1, Kanpur Road, Allahabad – 21101 Uttar Pradesh  
Tel: 0532 2407325 Fax: 0532-2407450  
Email: [akd@triveniglassltd.com](mailto:akd@triveniglassltd.com) Website: [www.triveniglassltd.com](http://www.triveniglassltd.com)  
CIN: L26101UP1971PLC003491

**ATTENDENCE SLIP**

**46<sup>th</sup> ANNUAL GENERAL MEETING**  
**Wednesday, 20<sup>th</sup> September, 2017, 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 46th Annual General Meeting of the Company at the Hotel Allahabad Regency, at Tashkent Marg, Civil Lines, Allahabad-211001 on Wednesday, September 20, 2017 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:  
Place:

Member's / Proxy's Signature

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 Id:  
Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46<sup>th</sup> Annual general meeting of the company, to be held on the 20<sup>th</sup> Day of September 2017 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:

Resolutions No.

1. To receive, consider and adopt the Balance Sheet as on 31st March' 2017, the Profit & Loss Account for the year ended on that date and Report of the Directors and to receive Report of the Auditors.  
Y/N
2. To appoint M/s Sanjay Talwar & Associates, Chartered Accountants. as the Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the Conclusion of fifty first Annual General Meeting to be held in the year 2022.  
Y/N
3. Ratification of Cost Auditors' Remuneration  
Y/N

Signed this..... day of..... 2017

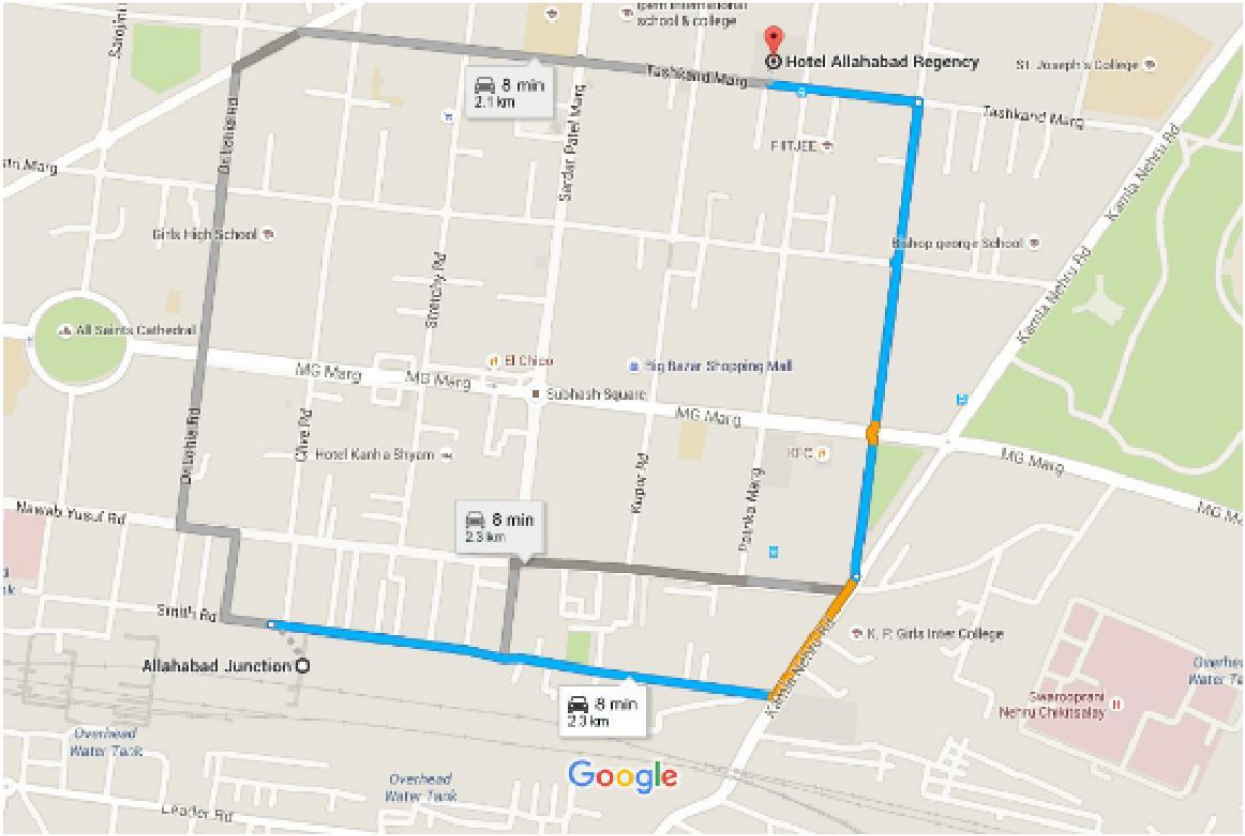
Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

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.

Allahabad Junction to Hotel Allahabad Regency at 16, Tashkent Marg, Allahabad -211001 venue of 46<sup>th</sup> Annual General Meeting of 'Triveni Glass Limited'



Annual Report 2016-17