



TGL/ 2019-20/SEC-83

Date: 23.08.2019

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

**Sub: Notice of 48<sup>th</sup> 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 48<sup>th</sup> Annual General Meeting (AGM) of Triveni Glass Limited scheduled to be held on Friday, 20<sup>th</sup> September 2019 at Hotel Allahabad Regency, 16, Tashkent Marg, Prayagraj-211001 at 11:00 A.M.

Request to kindly take this intimation on record.

Thanking You,

Yours faithfully,

For Triveni Glass Limited

  
  
**Sumit Bhattacharya**  
Company Secretary

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  
Website : www.triveniglassltd.com  
CIN No.: L26101UP1971PLC003491

IF IT'S GLASS IT'S US

# TRIVENI GLASS LIMITED

R.O.: 1. Kanpur Road, Prayagraj 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 EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIVENI GLASS LIMITED WILL BE HELD AT HOTEL ALLAHABAD REGENCY, 16, TASHKENT MARG, PRAYAGRAJ - 211001, ON FRIDAY, 20TH DAY OF SEPTEMBER 2019 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, 2019, including the Audited Balance Sheet as on March 31, 2019, 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.

### SPECIAL BUSINESS:

#### Item No.2-Ratification of Cost Auditor's 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. 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, 2020.”

#### Item No.3-Re-appointment of Mr. J.K Agrawal as Managing Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, consent of the shareholders be and is hereby accorded to the re-appointment of Mr. Jitendra Kumar Agrawal (DIN: 00452816), as Managing Director of the Company for a period of five(5) years effective from January 1, 2020 up to December 31, 2024, on the following terms and conditions of appointment and remuneration and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Jitendra Kumar Agrawal.”

1. The Company has appointed Mr. Jitendra Kumar Agrawal as Managing Director for a period of five years w.e.f. 1st January 2020 on the terms and conditions hereinafter appearing and Mr. Jitendra Kumar Agrawal has accepted the said appointment.
2. Mr. Jitendra Kumar Agrawal shall, subject to the control, direction and superintendence of the Board of Directors and subject to the provisions of the Companies Act 2013 or any statutory modification or re-enactment thereof and the Memorandum & Articles of Association of the Company, in all respects conform to

and comply with the directions given by the Board and shall faithfully serve the Company and use his utmost endeavours to promote the interests thereof.

3. Mr. Jitendra Kumar Agrawal shall be entitled to exercise all such powers on behalf of the Company as have been or may, from time to time, be entrusted to and conferred upon him, either alone or jointly with any other person or persons, by the Board.

**RESOLVED FURTHER THAT** Mr. Jitendra Kumar Agrawal shall not, unless authorised by a resolution passed at a meeting of the Board-

- a) make calls on the shareholders of the Company in respect of uncalled money on their Shares;
- b) issue Debentures;
- c) borrow moneys on behalf of the Company otherwise than on Debentures except within the limits fixed by the Directors at a Board meeting and/or Members at General Meeting;
- d) invest the funds of the Company except within the limits as fixed by the Directors at a Board meeting and/or Members at General Meeting;
- e) make loans or advances to other bodies corporate except within the limits fixed by the Directors at a Board meeting and/or Members at General Meeting.

**RESOLVED FURTHER THAT** Mr. Jitendra Kumar Agrawal shall subject to the superintendence, control and direction of the Board or not, have or be entitled to have the management of the whole or substantially the whole of the affairs of the Company.

4. Mr. Jitendra Kumar Agrawal shall from time to time appoint suitable personnel and delegate, entrust and assign to such personnel powers, duties and responsibilities to conduct Company's day-to-day work with special regard to complying with all laws, statutory rules, regulations, orders and directions. Mr. Jitendra Kumar Agrawal shall have the power to execute and sign commercial agreements for and on behalf of the Company.
5. Mr. Jitendra Kumar Agrawal shall take all necessary measures including insurance to secure the Company's properties against theft, encroachment, fire and other hazards of business and industry and if so required, to take necessary insurance cover against earthquakes and other natural calamities.
6. Subject to the applicable provisions of the Companies Act 2013, and Articles of Association, Mr. Jitendra Kumar Agrawal shall from time to time make entries in and authenticate statutory registers maintained by the Company jointly with Mr. Anil Kumar Dhawan.
7. Subject to the applicable provisions of the Companies Act 2013, and Articles of Association, Mr. Jitendra Kumar Agrawal shall be responsible for maintaining books of accounts and prepare financial statements of the Company.
8. Subject to the applicable provisions of the Companies Act 2013, and Articles of Association, Mr. Jitendra Kumar Agrawal shall be entitled to receive remuneration of Rs.2,00,000/-per month in the scale of Rs. 2,00,000-20,000-20,000-20,000-20,000-3,00,000 annual increment falling due on 1<sup>st</sup> October every year), plus perks like Leave Travel Allowance, Medical expenses for self and spouse, soft furnishing expenses etc. limited to Rs. 6,00,000 per annum, plus PF/SAF/Gratuity as per rules of the Company plus car and telephone, with effect from 1<sup>st</sup> January, 2020 and such remuneration will be paid to him as minimum remuneration even in case of inadequacy or absence of profits.
9. The Company shall pay all expenses incurred by Mr. Jitendra Kumar Agrawal for the business of the Company including traveling and other out-of pocket expenses within and outside India.
10. For purpose of Provident Fund, Gratuity, leave and any other benefit or schemes of which he is a member or recipient in his capacity as an executive of the Company or any other associate company (with which the Company has an arrangement of transferability of service of employees), prior to his appointment/re-appointment as Managing Director, the tenure of office as Managing Director shall be treated

as continuing service and the accumulations therein shall be carried forward and added to the benefits to which he would be entitled to during his term as Managing Director.

11. The Company shall pursue all actions of whatsoever nature brought against the Mr. Jitendra Kumar Agrawal for or concerning any act, deed or thing done by the Mr. Jitendra Kumar Agrawal for and on behalf of the Company while discharging his duties as Managing Director.
12. Mr. Jitendra Kumar Agrawal shall be indemnified and kept indemnified by the Company against all actions of whatsoever nature brought against the Managing Director and for all consequences, costs and expenses thereof incurred, paid or suffered by Mr. Jitendra Kumar Agrawal in connection with or relating to the acts, deeds or things done by the Managing Director for and/on behalf of the Company while discharging his duties as Managing Director.
13. Mr. Jitendra Kumar Agrawal shall be authorized to apply for, obtain and renew all licenses, permits, etc. for business purpose of the Company and to file applications and/or to sign, execute and submit such other documents, forms, letters etc. to the Telecommunication Authorities/Motor Vehicles Licensing/ other Licensing Authorities on behalf of the Company as may be required from time to time for availing of the services and for that purpose to deposit any dues, fees and penalties or charges to the said authorities, to appear before any such Authorities and to represent the company and to make /sign statements on oath or otherwise in the course of conduct of any proceedings.
14. Mr. Jitendra Kumar Agrawal shall be authorized to look after the day to day upkeep of the properties purchased or taken on lease by the Company, to manage, control and protect the said properties and for that purpose, to deal with the competent revenue, municipal and local authorities and to execute and receive lease deeds on behalf of the Company from any Authority or Statutory Body, to apply for and obtain water, electricity and sewage connections and deal with all other connected matters.
15. Mr. Jitendra Kumar Agrawal shall be further authorized to transact with Central/State Sales Tax, Service Tax, VAT, GST Authorities, and to sign all documents for submission with the above mentioned authorities, including but not limited to, Forms, Undertakings and Declarations as may be necessary, from time to time;
16. Mr. Jitendra Kumar Agrawal shall be further authorized to sign, execute and register contracts, agreements and all other documents including lease deeds/license agreements in respect of any property, including buildings, godowns or premises taken or given on lease/license by the Company for its business or for any other purpose.

**"RESOLVED FURTHER THAT** a Managing Director, who is re-appointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing Director and such re-appointment as such director shall not be deemed to constitute a break in his appointment as Managing Director."

**RESOLVED FURTHER THAT** Mr. Anil Kumar Dhawan, Director of the Company, be and is hereby authorized to sign, execute and file all the necessary deeds, documents, forms in this regard."

**Item No.4-Re-appointment of Mr. P.K Kesharwani as Independent Director:**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Peeyush Kumar Kesharwani (DIN:00559591), Non-Executive Independent 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 reappointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 01.10 2019.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.5-Re-appointment of Mrs. Jyoti Agrawal as Independent Director:**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013(“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Jyoti Agrawal (DIN:07128325), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 25.03.2019.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**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**

**Place: Prayagraj**

**Date: 29.07.2019**

## **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 2019. 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 2019 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 2019 to 20<sup>th</sup> September 2019 (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 only is entitled to attend the meeting and only is 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 17.09.2019 (9:00 AM) and ends on 19.09.2019 (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 13.09.2019 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)] :

**The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:**

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat Your User ID is:  
(NSDL or CDSL) or Physical**

- |  |   |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.            | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csharshtiwari@gmail.com](mailto:csharshtiwari@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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 download 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 13.09.2019

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. 13.09.2019, 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. Harsh Tiwari & 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.

**Note: 1. BSE has issued a Circular to Listed Companies vide LIST/COMP/15/2018-19 dated July 05, 2018 informing about amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only from 5<sup>th</sup> of December, 2018. Investors holding physical shares are requested to get their shares dematerialized at the earliest.**

**2. SEBI vide its circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, Annexure II pint 12(i) informed that all the security holders holding security in physical form have to compulsorily provide the copy of their copy of PAN, and bank account details to the RTA or to the issuer company.**

**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. 2 to 4 of the accompanying Notice:

**Item No.2- 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, 2020, 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.

**Item No.3: Re-appointment of Mr. J.K Agrawal as Managing Director**

The Board of Directors in its meeting held on 29.07.2019, subject to necessary approvals, re-appointed Mr. Jitendra Kumar Agrawal as the Managing Director of the Company for a period of five (5) years with effect from 1st January 2020. He is also a member of the Shareholders'/ Investors' Grievance Committee and Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company.

The appointment was made pursuant to the recommendation of Nomination and Remuneration Committee in their meeting held on 29.07.2019 Profile, Qualification and Experience of Mr. J.K Agrawal:

1. Mr. J K Agrawal is a technocrat and has been instrumental in building 5 plants in Allahabad and 1 plant in Meerut and 2 plant in Rajahmundry from 1974 to 1996 and therefore having the long experience in Glass Industry.
2. Mr. J.K. Agrawal is qualified Bachelor of Commerce.
3. Mr. J.K Agrawal is the Managing Director and associated since last 40 years with the company.

**Item No.4: Re-appointment of Mr. P.K Kesharwani as Independent Director**

Mr. Peeyush Kumar Kesharwani is a Non-Executive Independent Director of the Board of Directors of the Company. He joined the Board of Directors of the Company in October, 2010. Pursuant to the Act, Mr. Kesharwani, was appointed as a Non-Executive Independent Director to hold office for five consecutive years for a term upto 30.09.2019, by the Members of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Kesharwani, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-

appointed as an Independent Director for another term of five consecutive years from 01.10.2019 upto 30<sup>th</sup> September, 2024.

Mr. Kesharwani does not hold directorship in any other company apart from Triveni Glass Limited. Mr. Peeyush Kumar Kesharwani, non-executive directors of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for being appointed as Independent Director and he 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.

**Item No.5: Re-appointment of Mrs. Jyoti Agarwal as Independent Director**

Mrs. Jyoti Agarwal is a Non-Executive Independent Director of the Board of Directors of the Company. She joined the Board of Directors of the Company in March 2015. Pursuant to the Act, Mrs. Jyoti Agarwal, was appointed as a Non-Executive Independent Director to hold office for five consecutive years for a term upto 24.03.2020, by the Members of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Jyoti Agarwal, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 25.03.2020 upto 24<sup>th</sup> March, 2025.

Mrs. Jyoti Agarwal does not hold directorship in any other company apart from Triveni Glass Limited.

Mrs. Jyoti Agarwal, non-executive director of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed there under for being appointed as Independent Director and she 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.

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

**Date: 29.07.2019  
Place: Prayagraj**

**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, Prayagraj – 21101 Uttar Pradesh**

**Tel: 0532 2407325 Fax: 0532-2407450**

**E-mail: [akd@triveniglassltd.com](mailto:akd@triveniglassltd.com) Website: [www.triveniglassltd.com](http://www.triveniglassltd.com)**

**CIN: L26101UP1971PLC003491**

**ATTENDENCE SLIP**

**48<sup>th</sup> ANNUAL GENERAL MEETING**

**Friday, 20<sup>th</sup> September, 2019, 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 :  
E-mail 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 48<sup>th</sup> Annual General Meeting of the Company at the Hotel Allahabad Regency, at Tashkent Marg, Civil Lines, Allahabad-211001 on Friday, September 20, 2019 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, Prayagraj – 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 48<sup>th</sup> Annual general meeting of the company, to be held on the 20<sup>th</sup> Day of September 2019 11:00 a.m.at Hotel Allahabad Regency 16, Tashkent Marg, Civil Lines, Prayagraj-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' 2019, 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. Ratification of cost auditors' remuneration.  
Y/N
3. Re-appointment of Mr. J.K Agrawal as Managing Director  
Y/N
4. Re-appointment of Mr. P.K Kesharwani as Independent Director  
Y/N
5. Re-appointment of Mrs. Jyoti Agarwal as Independent Director  
Y/N

Signed this..... day of..... 2019

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.**