

FORM A
(Pursuant to Clause 31(a) of the Listing agreement)

| | | |
|----|--|-------------------------|
| 1. | Name of the Company: | Triveni Turbine Limited |
| 2. | Annual financial statements for the year ended | 31st March,2015 |
| 3. | Type of Audit observation | Un-qualified |
| 4. | Frequency of observation | Not applicable . |

For J.C. Bhalla & Co .
Chartered Accountants

Sd/-

Sudhir Mallick
Partner
Membership no 80051

Sd/-

Deepak Kumar Sen
General Manager & CFO

Sd/-

Dhruv M Sawhney
Chairman & Managing Director

Sd/-

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida U.P
Date : 6th May ,2015

Handwritten signature: Dhruv M Sawhney



NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of Members of Triveni Turbine Limited will be held on Thursday, the 6th day of August, 2015 at 11.00 a.m. at the Expo Centre, A-11, Sector 62, NH-24, Noida, Uttar Pradesh -201301, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) The audited financial statements of the Company for the year ended March 31, 2015 including the audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors' thereon; and
 - (b) The audited consolidated financial statements of the Company for the year ended March 31, 2015 including the audited consolidated Balance Sheet as at March 31, 2015 and the consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors' thereon.
2. To confirm the interim dividend already paid to the equity shareholders and declare the final dividend on equity shares for the financial year ended March 31, 2015.
3. To appoint a Director in place of Mr. Dhruv M. Sawhney (Director Identification Number: 00102999), who retires by rotation and, being eligible, offers himself for re-appointment.
4. Appointment of Auditors

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

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), the Company hereby approves and ratifies the appointment of M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) as Auditors of the Company (including branch audit), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-first AGM of the Company on a remuneration including terms of payment to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following Resolutions:

5. As an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s J.H. & Associates, Cost Accountants, (Firm Registration Number 00279), appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016, be paid a remuneration of Rs.80,000/- plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit

6. As a Special Resolution:

RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines etc. (including any statutory modifications or reenactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as " Board " which term shall deemed to include any Committee authorized thereof), consent of the Company be and is hereby accorded to the Board of the Company to permit Foreign Institutional Investors (FIIs) registered with the Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors by whatever name called, to make investment in any manner in

the equity shares of the Company upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit from 24% to aggregate limit of 49% and delegation of all or any of the powers conferred herein to any director or officer of the Company.

7. **As an Ordinary Resolution:**

RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby accorded to the payment of remuneration by way of commission to all or any of the Directors of the Company (other than the Managing Directors and the Whole-time Directors) in accordance with and upto the limits specified under the provisions of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act, for a period of five years from the financial year commencing April 01, 2015, in such proportion and in such manner and upto such extent as the Board of Directors ("the Board") may determine from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to aforesaid resolution, the Board be and is hereby authorized to take all actions and to do all such deeds, things and matters as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

8. **As a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the execution of a material contract for turbine extended scope project of the outstanding value of Rs. 20 crore plus applicable taxes and duties and escalation, if any, outsourced by Triveni Engineering and Industries Ltd (TEIL), a related party as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement, to the Company in the financial year 2011-12, as per the detail provided in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for entering into contracts/arrangements/transactions with its subsidiary company, GE Triveni Ltd. (GETL), a related party as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement for certain transactions relating to manufacture and sale of goods, rendering of services, providing technology etc, as detailed in the explanatory statement annexed to this notice, on such terms and conditions as may be mutually agreed upon between the Company and GETL not exceeding Rs. 200 crore in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall deemed to include any Committee authorized thereof) be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

By Order of the Board
for Triveni Turbine Ltd.

Place: Noida
Date: July 3, 2015

sd/-
Company Secretary

CIN No.: L29110UP1995PLC041834

Registered Office : A-44, Hosiery Complex, Phase II Extension, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201 305

Corporate Office : Express Trade Towers, 8th Floor, 15-16, Sector 16A, Noida, Uttar Pradesh - 201301

Ph. : 91 120-4308000 Fax : 91 120-4311010-11

E-mail : shares.ttl@trivenigroup.com, Website : www.triveniturbines.com

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the special business set out in the Notice and the relevant details pursuant to Clause 49 of the Listing Agreements executed with the 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 AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR AT ITS CORPORATE OFFICE AT EXPRESS TRADE TOWERS, 8TH FLOOR, PLOT NO. 15-16, SECTOR 16A, NOIDA- 201 301 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED HEREWITH.**

Proxies submitted on behalf of companies, institutional investors, societies, etc., must be supported by appropriate resolution/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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 will remain closed from Tuesday, 4th August 2015 to Thursday, 6th August, 2015 (both days inclusive) for the purpose of payment of final dividend on the equity shares for the financial year ended 31st March 2015. Final dividend, if declared at the Meeting, will be paid to those Members holding shares in physical/demat form, whose names appear on the Register of Member of the Company/ List of Beneficial Owners furnished by the Depositories viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL), as at the close of business hours on 3rd August, 2015.
5. Members holding equity shares in physical form are requested to notify/send details of their bank account, email-id etc. in case the same has not been furnished earlier or any change in their registered address/email-ID/NECS mandate/bank details etc. to the Company or its Registrar and Transfer Agent (RTA), M/s Alankit Assignments Ltd., 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi 110 055 quoting their folio numbers.
6. Members holding equity shares in dematerialized form are requested to notify/send the aforesaid details to their respective Depository Participant(s) (DP).
7. In terms of circular issued by Securities and Exchange Board of India (SEBI), it is mandatory to furnish a copy of PAN Card to the Company/RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
8. Members holding equity shares in physical form are advised, in their own interest to avail of the nomination facility by filing Form SH 13 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.
9. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
10. 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 (AGM), so that the information may be made available at the AGM.
11. 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.
12. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall.
13. As a measure of economy, copies of the Annual Reports will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Reports to the meeting.
14. Notice of the AGM along with the Annual Report for the financial year 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The annual report and the notice of the 20th AGM will also be available on the Company's website www.triveniturbines.com.
15. With a view to using natural resources responsibility, we request members who have not registered their e-mail addresses to register/update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the Company or its RTA to enable the Company to send communication electronically .
16. All the material documents referred to in the notice and explanatory statement are open for inspection at the Registered/Corporate Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the meeting.
17. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.

18. In compliance with the provisions of section 108 of the Act read with the Rules framed thereunder duly amended and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote by using an electronic voting system from a place other than venue of the AGM ('remote e-voting'), through the e-voting services provided by Central Depository Services (India) Ltd (CDSL) on all the resolutions set forth in this Notice. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting may attend the AGM, but shall not be entitled to cast their votes again at the AGM.

The procedure and instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "TRIVENI TURBINE LIMITED " from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

| | For Members opting for e-voting first time |
|--|--|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the Attendance slip. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field |
| Dividend Bank Details Or Date of Birth (DoB) | <p>Enter the Dividend Bank Details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (xix) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (xx) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (xxi) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xxii) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date, i.e. July 31, 2015 may follow the same instructions as mentioned above for e-voting.
- (B) The e-voting period commences on 3rd August, 2015 (9.00 a.m. IST) and ends on 5th August, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 31, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. July 31, 2015. A person, whose name is recorded in the Register of Members/Lists 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.
20. Mr Suresh Kumar Gupta, Practising Company Secretary (FCS 5660) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
21. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting.
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and shall declare the results of the voting forthwith.
23. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company (www.triveniturbines.com) and on the CDSL’s website (www.cdslindia.com) immediately after the result is declared. The Company shall, simultaneously, forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s J.H. & Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016, as set out in the Resolution.

The Board of Directors of the Company commend the passing of Resolution at Item No.5 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs) / SEBI approved sub-accounts of FIIs or Foreign Portfolio Investors (FPIs) can, in aggregate, hold upto 24% of paid-up capital of the Company. As per the Regulations, the limit of 24% may be increased upto the sectoral cap/ statutory ceiling, as applicable, by the Company concerned, by passing a Resolution by its Board of Directors, followed by passing of a Special Resolution to that effect by the Members. In terms of current FDI Policy, foreign investment is allowed upto 100% in the sector in which the Company operates.

Presently holding of FIIs in the Company is approximately 19.35% of paid up capital. To make more space for FIIs to invest in the equity of the Company, it is proposed to permit enhancement of the FII shareholding in the Company from 24% to 49% of the paid-up equity share capital of the Company. Accordingly, consent of the members is sought by way of special resolution for increase in the limit of shareholding by registered FIIs from 24% to 49% of the paid up capital of the Company.

The Board of Directors of the Company commend the passing of Special Resolution at Item No.6 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in this Special Resolution.

Item No.7

The members of the Company had, at the 16th Annual General Meeting of the Company held on September 6, 2011, approved the payment of remuneration by way of commission to Non-Executive Directors (NEDs) of the Company upto a ceiling not exceeding one percent of the net profits of the Company for each year for a period of five years commencing from April 1, 2011. Although the approval is valid until March 31, 2016, it is proposed to seek approval of the shareholders in accordance with the provisions of Section 197 of the Companies Act, 2013 in order to continue payment of commission to NEDs.

Accordingly, consent of the members is sought for payment of remuneration by way of commission to NEDs (other than managing directors and the whole-time directors) for a period of five years from the financial year commencing April 1, 2015 which shall not exceed one percent of the net profits of the Company for each year, computed in the manner specified in Section 198 of the Act. The Board of Directors will determine each year the specific amount to be paid as commission to all or any of the NEDs. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof.

The Board of Directors of the Company commend the passing of Resolution at Item No.7 of the Notice.

All the NEDs of the Company may be deemed to be concerned or interested in the Resolution at Item No.7 of the Notice to the extent of commission that may be received by each of them.

None of the Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution, except Mr Dhruv M. Sawhney, Chairman & Managing Director and Mr Nikhil Sawhney, Vice Chairman and Managing Director, who are related to Mr Tarun Sawhney, one of the NEDs.

Item No. 8

Transactions with Triveni Engineering and Industries Ltd.

The Company is engaged in the manufacture and sale of steam turbines and this business ('the Turbine Undertaking') was vested in and transferred to the Company by Triveni Engineering & Industries Ltd. (TEIL), one of the promoter companies, through a Scheme of Arrangement approved by Allahabad High Court. Prior to the demerger, the Turbine Undertaking of TEIL participated in a tender for turbine extended scope project issued by a public sector undertaking. The contract was awarded to TEIL in 2012 after the appointed date for demerger of Steam Turbine business in this Company. The execution of the contract was outsourced to the Company at the basic price of Rs.157.10 crore plus applicable taxes/duties and at the mutually agreed terms and conditions. The outstanding contract upto Rs 20 crore plus escalation, if any, is expected to be completed by FY 2016-17. TEIL is a "Related Party" within the meaning of Section 2(76) of the Companies Act 2013 and Clause 49(VII) of the Listing Agreement.

The Securities and Exchange Board of India had, vide its Circulars No. CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014, amended Clause 49 of the Listing Agreement and pursuant to the said circular, all existing material related party contracts or arrangements as on the date of the said circular which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. Accordingly, the transactions entered into/ proposed to be entered into between the Company with TEIL are deemed to be "material" in nature as defined in Clause 49(VII) of the Listing Agreement and are likely to continue upto FY 2016-17, i.e. beyond March 31, 2015. Thus, in terms of Clause 49 (VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution. The said transactions are in the ordinary course of business of the Company and are priced based on equitable splitting of profits in accordance with risks and functions performed by the two contracting parties resulting in adherence to the arms' length principle.

Transactions with GE Triveni Ltd.

GE Triveni Ltd. (GETL) is a subsidiary of the Company engaged in design, supply and service of advanced technology steam turbines with generating capacity in the range of above 30-100 MW. Based on the long term agreements (JV Agreements) entered into by the Company with General Electric Inc. in the year 2010-2011, the agreements were executed between the Company and GETL to give effect to the JV Agreements.

Accordingly, the Company in the normal course of business enters into transactions with GETL relating to manufacture and sale of turbines, receipt of marketing commission, royalty on sale of Turbines, technical know-how fees and certain other transactions including lease of portion of Company's premises to GETL for its various business requirements. The aforesaid transactions are in accordance with the terms of the agreements as aforesaid. GETL is a "Related Party" within the meaning of Section 2(76) of the Companies Act 2013 and Clause 49(VII) of the Listing Agreement.

Such transactions are recurring and the value of such transactions as per the future business projections may exceed the prescribed threshold amount and may be deemed "material in nature" as defined in Clause 49(VII) of the Listing Agreement. Thus, in terms of Clause 49 (VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution. The said transactions are in the ordinary course of business of the company and are appropriately priced based on market price/cost plus basis conforming to the principles of Arm's length Price.

The particulars of the transactions pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

| Particulars | Information |
|---|--|
| <i>Name of the Related Party and relationship</i> | Triveni Engineering & Industries Ltd. (TEIL) , Investing company holding substantial interest in the Company. |
| Name of the Director or Key Managerial Personnel who is related, if any | Mr. Dhruv M Sawhney, Mr. Tarun Sawhney, Mr. Nikhil Sawhney (Promoters- Directors). |
| Material Terms of Contract/Arrangement/ Transactions | Execution of contract outsourced by TEIL to the Company in FY 2011-12, on back-to-back terms of its contract with the customer. |
| Monetary Value & Term of Contract | Total value of contract: Rs. 157.10 crore plus applicable taxes. Outstanding contract: Rs. 20 crore plus taxes and escalation, if any, to be executed up to FY 2016-17. |
| <i>Name of Related Party and relationship</i> | GE Triveni Ltd. , a subsidiary company |
| Name of the Director or Key Managerial Personnel who is related, if any | Mr. Dhruv M Sawhney, Mr. Tarun Sawhney, Mr. Nikhil Sawhney (Promoters-Directors). |
| Material Terms of Contract/Arrangement/ Transactions | Manufacture and sale of turbines: Back-to-back terms in accordance with contract of GETL with customers. Marketing commission: Accrues on orders procured by the Company for GETL but payment is made on full supply by GETL to its customer. Royalty: Accrues on manufacture of turbine with the technology of the Company but payment is made on supply of turbine by GETL to its customer. Lease of office space: Monthly invoicing with payment within 30 days thereof. Technical Know How: Based on the requirements of GETL at mutually agreed charges. Other minor transactions: At market related prices and mutually agreed terms. |
| Monetary Value | Aggregate transactions of all the contracts not exceeding Rs.200 crore in each financial year. |
| Term of Contract | The contracts with the said related party (GETL) are long term contracts and shall be in effect and shall continue unless terminated by either party. |

Any other information relevant or important for the Members to take a decision: The transactions with the related parties are equitable and towards the benefit of all the related parties with an objective to utilize the infrastructural facilities available within the Group. The respective agreements are entered into on an arms-length basis and all relevant factors have been considered by the Audit Committee/Board.

The members are hereby informed that no member of the Company shall be entitled to vote on Special Resolution at Item No.8 of the Notice, if such member is a related party.

The Board of Directors of the Company commend the passing of Special Resolution at Item No.8 of the Notice.

All the Promoters-Directors and their relatives, Mr Shekhar Datta, Lt Gen K. K. Hazari (Retd.), and Mr Arun P. Mote, Directors, no other Director or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this Special Resolution.

By Order of the Board
for Triveni Turbine Ltd.

Place: Noida
Date: July 3, 2015

sd/-
Company Secretary

Details of Director seeking re-appointment at the Annual General Meeting Scheduled to be held on 6th August, 2015 pursuant to Clause 49 of the listing agreement

Mr Dhruv M Sawhney

Promoter/Chairman & Managing Director

Mr. Dhruv M Sawhney (DIN 00102999) aged about 71 years, is an eminent industrialist. He has been on the Board of the Company since 10th May, 2011. He graduated with a Masters in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and M.B.A with distinction from the Wharton School, University of Pennsylvania, U.S.A. and is a life member of Beta Gama Sigma. Mr. Sawhney has received the highest civilian award "Chevalier de la Legion d'Honneur" from President Chirac of the French Republic.

He is a Past President of the Confederation of Indian Industry (CII), the Indian Sugar Mills Association and the Sugar Technologists Association of India and the International Society of Sugarcane Technologists. He was the first chairman from the developing world of the international society of sugar cane technologists. He has served on the Board of various public sector organizations and chaired Government advisory councils on Industry, Energy and Sugar. He chairs the Commonwealth Leadership Development Conferences found by HRH Prince Philip, the Duke of Edinburgh in 1956 to foster and broaden the understanding and decision making ability of individuals in the common wealth countries. He is Deputy Chairman of the Evian Group and Chairman of the India Steering Committee of the World Economic Forum, Switzerland. He also chairs CII's

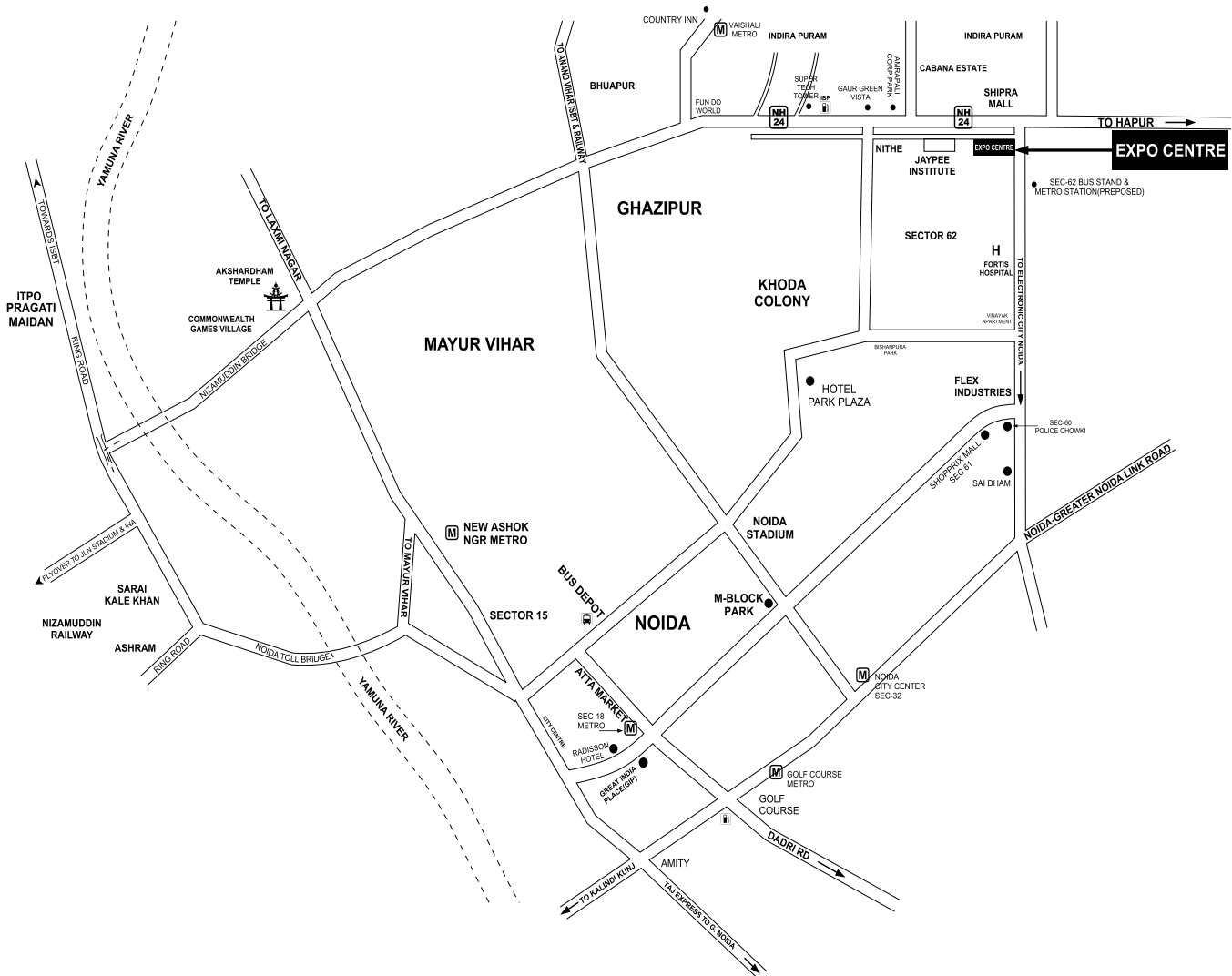
International and Internal Audit Committees. He takes a keen interest in education and was a past Governor of the Indian Institute of Management Lucknow, the Management Institute at the University of Delhi and Chairman of the Doon School Dehradun, one of India's most famous public schools. He is a Companion Member of the Chartered Institute of Management, U.K. and chairs the Board of Trustees of Delhi's oldest private charitable hospital. He was President of the All India Chess Federation for 12 years.

| 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 |
|---|--|--|
| <p>Chairman and Managing Director Triveni Engineering & Industries Ltd.</p> <p>Director GE Triveni Ltd Orient Bell Ltd. Triveni Engineering Ltd. Triveni Energy Systems Ltd. Triveni Turbines Europe Private Ltd, UK Triveni Turbines DMCC, Dubai (UAE)</p> | <p>Audit Committee GE Triveni Ltd. - Chairman</p> | <p>24924645 Equity Shares of Re.1/- each</p> |

* The Committees considered above are those prescribed under Clause 49(II) (D) of the Listing Agreement i.e. Audit Committee & Stakeholders' Relationship Committee of Public Limited Companies.

Mr Dhruv M. Sawhney is the father of Mr. Nikhil Sawhney, Vice Chairman and Managing Director and Mr. Tarun Sawhney, Director of the Company.

**ROUTE MAP TO THE VENUE OF THE AGM
EXPO CENTRE, A-11, SECTOR - 62, NH-24, NOIDA-201301, UP**





CIN No.: L29110UP1995PLC041834

Registered Office : A-44, Hosiery Complex, Phase II Extension, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201 305

Corporate Office : Express Trade Towers, 8th Floor, 15-16, Sector 16A, Noida, Uttar Pradesh – 201301

Ph. : 91 120-4308000 Fax : 91 120-4311010-11 E-mail : shares.ttl@trivenigroup.com Website : www.triveniturbines.com

ATTENDANCE SLIP

20th ANNUAL GENERAL MEETING - August 6, 2015

Name of the Member
(In Block Letters)

Name of Proxy, If any
(In Block Letters)
(In case Proxy attends the meeting
in place of member)

DP ID/Client ID/Folio No.*

No. of Shares held

I/We hereby record my / our presence at the 20th Annual General Meeting of the Company to be held on Thursday, the 6th day of August, 2015 at 11.00 a.m at the Expo Centre, A-11, Sector 62, NH-24, Noida, Uttar Pradesh - 201 301.

* Applicable in case of shares held in physical form .

Signature of the Member Signature of the Proxy Holder(s)

Note:

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them, when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER**, at the entrance of the Meeting Hall.
2. **NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.**
3. Electronic copy of the Annual Report for the Financial year 2014-15 & Notice of the AGM alongwith the Attendance slip & Proxy form is being sent to all the members whose e-mail address is registered with the Company /DP unless any member has requested for a hard copy of the same . Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
4. Physical copy of the Annual Report for the Financial year 2014-15 & the Notice of the AGM alongwith the Attendance slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
5. The Meeting is of members only, and you are requested not to bring with you any person, who is not a member or a proxy.

Note :Please read the instructions given in the Notice of AGM before casting your vote through e-voting.

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 No.: L29110UP1995PLC041834

Registered Office : A-44, Hosiery Complex, Phase II Extension, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201 305
Corporate Office : Express Trade Towers, 8th Floor, 15-16, Sector 16A, Noida, Uttar Pradesh – 201301
 Ph. : 91 120-4308000 Fax : 91 120-4311010-11 E-mail : shares.ttl@trivenigroup.com, Website : www.triveniturbines.com

| |
|-------------------------|
| Name of the member(s) : |
| Registered address : |
| E Mail Id: |
| Folio No. / *Client ID: |
| *DP ID: |

I / We, being the member(s) of _____ equity shares of Re 1/- each of the above named Company, hereby appoint:

- 1) Name: _____ E Mail: _____
 Address: _____
 Signature _____, Or failing him / her
- 2) Name: _____ E Mail: _____
 Address: _____
 Signature _____, Or failing him / her
- 3) Name: _____ E Mail: _____
 Address: _____
 Signature _____

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting meeting of the company, to be held on the Thursday, the 6th day of August 2015 at 11.00 a.m. at the Expo Centre, A-11, Sector 62, NH-24, Noida, Uttar Pradesh - 201 301 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Optional# | |
|--------------------------|---|-----------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of (a) Audited Financial statement, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March 2015 and (b) Audited Consolidated financial statements and report of auditors. | | |
| 2. | Confirmation of one interim dividend paid during the financial year 2014-2015 & declaration of final dividend for the said Financial Year. | | |
| 3. | Appointment of Mr. Dhruv M Sawhney, who retires by rotation and, being eligible offers himself for re- appointment. | | |
| 4. | Ratification of appointment of M/s J.C.Bhalla & Co. Chartered Accountants, as auditors of the Company and fixing their remuneration. | | |
| Special Business | | | |
| 5. | Ratification of payment of remuneration to the cost auditor viz M/s J.H.& Associates, cost accountants. | | |
| 6. | Approval for Foreign Institutional Investors to acquire/ hold equity upto 49% of paid up equity share capital of the Company. | | |
| 7. | Payment of commission to non - executive Directors. | | |
| 8. | Approval of the material related party transactions entered into / to be entered into between the Company with Triveni Engineering and Industries Ltd and GE Triveni Ltd. | | |

* Applicable for investors holding shares in electronic form

Signed this day of 2015.

Signature of the Member.....Signature of the Proxy holder(s).....

| |
|--------------------------------------|
| Affix Re. 1/- Revenue Stamp |
|--------------------------------------|

NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at A-44, Hosiery Complex, Phase-II Extension , Noida, Uttar Pradesh - 201305 / Corporate Office of the Company at 8th Floor, Express Trade Towers, 15- 16 , Sector 16A, Noida, Uttar Pradesh - 201301 , not less than 48 hours before the commencement of the Meeting,
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 20th Annual General Meeting.
- #3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including detail of member(s) in above box before submission.



2014-15
Annual Report

TRIVENI TURBINE LIMITED

**Customer
at the core**

Contents

Corporate Overview

| | |
|--------------------------|----|
| Customer at the Core | 01 |
| This is Triveni Turbines | 06 |
| Financial Highlights | 08 |

Management Statements

| | |
|--|----|
| Message from the Chairman | 10 |
| Q&A with Vice Chairman & Managing Director | 12 |

Statutory Reports

| | |
|----------------------------------|----|
| Management Discussion & Analysis | 14 |
| Financial Review | 21 |
| Risk Review | 23 |
| Directors' Report | 25 |

Financial Statements

| | |
|-------------------------|-----|
| Standalone Financials | 72 |
| Consolidated Financials | 106 |

Forward looking statements

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.

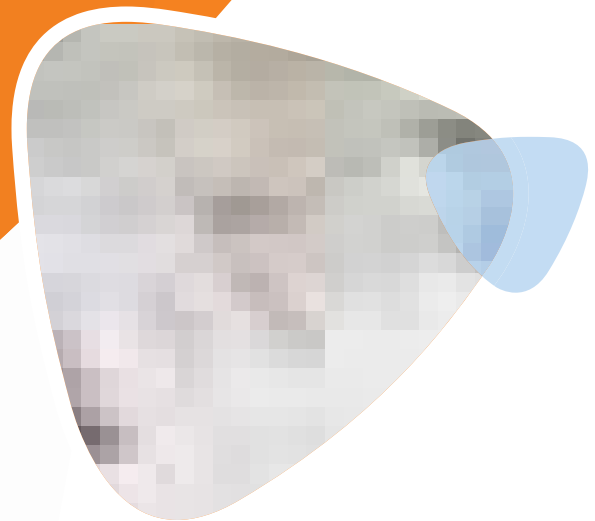


Customer at the core

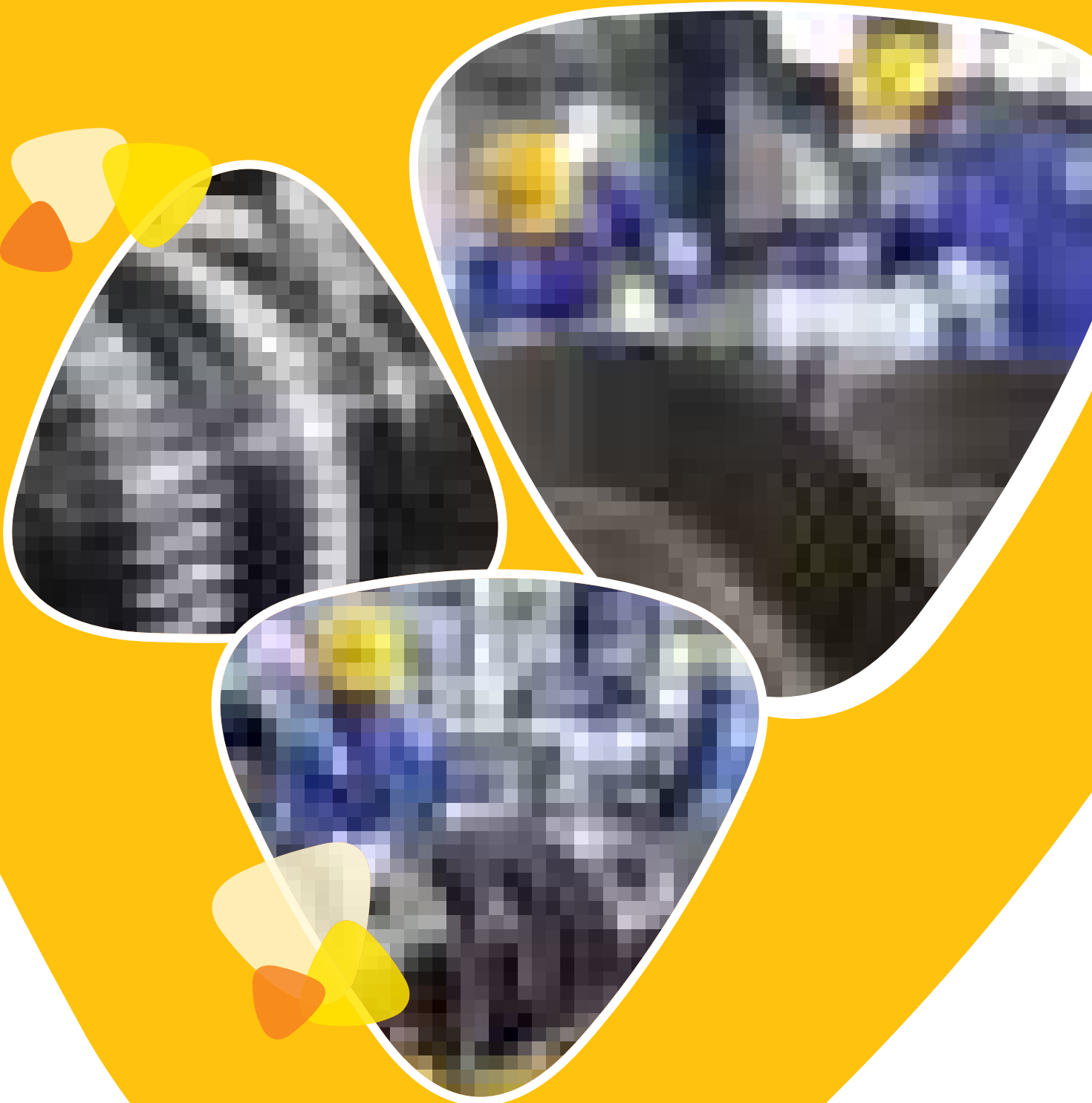
Capability to offer customised solutions in a seamless manner coupled with efficient service and gaining acceptance across global marketplace are the critical aspects of establishing a brand.

At Triveni Turbines, our customers have been the key to our success. We have leveraged our technological, engineering and manufacturing capabilities to become a highly responsive organisation to the needs of our customers. Over the recent past, we have been intensifying our efforts and improving our capabilities to serve customers better.

As a result, we have expanded our operating geographies, enhanced our product and service portfolio. Thanks to all these efforts, our business has become more global than ever before.



Serving customers from a step closer





Over **2500**

Turbines installed globally



Over **50** countries

Global installations

At Triveni Turbines, we are committed to set benchmarks for efficiency, robustness and reliability of turbines. This relentless commitment has resulted in bringing world class turbine solutions to all our customers globally. Along with a robust product, a strong global network is required to understand the dynamic market and customers' requirements.

We have been continuously expanding our global presence over the past few years in order to provide better value proposition to our customers. We believe that expanding globally is not only about exporting our products, but also to bring our facilities a step closer to customers thus increasing our brand awareness and access.

Our strategy to focus on entering new markets and geographies has led us to establish a credible network which in turn has resulted in delivering our technologically advanced products in over 50 countries. One of the sectors globally, where we have made significant inroads, is the renewables. In a very short span of four years, we have achieved a sizeable market share in the palm oil sector both in Indonesia and Malaysia.

In order to serve our customers by being closer to their establishments, we have established subsidiaries in the UK and Middle East. These two offices, together with our plan to post competent and experienced personnel, tying up with local support across select geographies, should help us to aggressively market our products and aftermarket offerings. The aftermarket segment will cater to both our own customer base and customers with other makes of equipment. We are confident that this chosen strategic direction will help us in strengthening our partnership with customers.

Serving customers with an enhanced offering





Over **11** GW
of installations



Range upto **100** MW
(including GETL)

At Triveni Turbines, we understand the economics and needs of the customers to have equipment with better operating efficiencies, long term reliability, maximum availability and extended operating life to maximise return on investment. Our R&D programmes are focused to provide solutions based on the customer requirements.

We partner with customers to provide a comprehensive range of service solutions for the complete lifecycle of steam turbines. Our service motto is to follow a customer centric approach to provide total customer satisfaction that has helped us to attain an extremely high repeat customer orders.

Globally benchmarked and well proven processes are adopted and our turbines meet stringent international quality standards. Being one of the world's largest manufacturers of steam turbines ranging up to 30 MW for providing power solutions specifically for Sugar & Process Co-generation industries, Biomass based independent power generation, Waste-to-energy and District Heating facilities, is a testimony to our value proposition including high quality standards.

Our efforts of giving a thrust to our global momentum by enhancing our product offering under JV with GE has started to bear fruits. We have already delivered our first overseas turbine under this JV. This will act as a reference for our global customers.

With a strong enquiry book from over 100 countries and a range of innovative products to cater to constantly changing market and customer needs, we would continue to remain focused on providing total customer satisfaction.

This is Triveni Turbines

Triveni Turbine Limited (TTL) is a leading steam turbines manufacturer from India with a global footprint spanning over 50 countries. TTL has been helping customers in achieving power self sufficiency and sustainability with its customised steam turbines up to 100 MW range.

The Company is the market leader in India with a dominant market share. It also offers comprehensive aftermarket services covering the entire lifecycle of turbines. TTL operates in higher capacity range of above 30 MW to 100 MW turbines through its subsidiary, GE Triveni Ltd., a joint venture company with General Electric.





Products & Services

TTL offers robust back-pressure and condensing steam turbines that work across a wide range of pressure and flow applications. For TTL, customer relations means much more than just completing the contractual commitment of supplying and commissioning the turbine. TTL stands by its customers to make their operations reliable and provides a 360-degree after sales services support during the complete life cycle for all types of industrial steam turbines. With a dedicated team of highly skilled and experienced engineers, TTL offers a wide suite of integrated solutions like erection & commissioning, spare parts, operations & maintenance and refurbishing, among others.



Customer Segments

TTL find applications in a wide range of industries such as Sugar, Steel, Pulp & Paper, Textiles, Chemical, Palm Oil, Food Processing etc. The turbines are used in multiple applications like Co-generation, Combined Heat & Power Generation, Waste to Energy, Captive Power Generation and Independent Power Generation.



Geographical Presence

With over 2500 turbines installations in over 50 countries globally, the Company is fast spreading its global footprint to more countries and geographies.



Capabilities

TTL operates a state-of-the-art manufacturing facility at Bengaluru, India. The facility is equipped to provide complete manufacturing, assembly, testing and refurbishing services. The facility is equipped with state-of-the-art precision equipment and latest softwares for seamless manufacturing of all critical components in-house. Best in class testing facilities for extensive validation of design help to ensure products excellence that meet even the most stringent international quality standards.

The facility deploys a comprehensive environmental management system in accordance with ISO 14001, laying emphasis on health and safety of people, plant and equipment. Robust and steadily evolving research, development and engineering capabilities hold the key to TTL's market leadership. The customer centric approach to R&D, along with a keen focus on life-cycle cost of turbine, has allowed TTL to set benchmarks for efficiency, robustness and uptime.



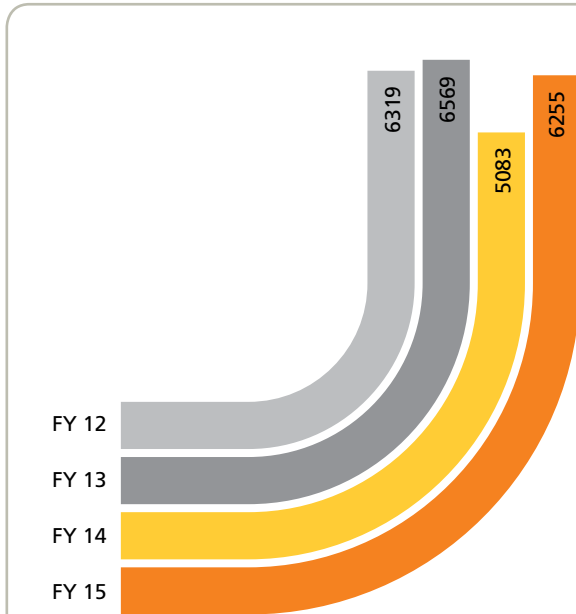
Partnership

GE Triveni Limited (GETL), a joint venture with General Electric, is a subsidiary company of TTL. GETL is engaged in design, supply and service of steam turbines with generating capacity of above 30 to 100 MW. Manufactured in state-of-the-art plant of TTL, the products are marketed under "GE Triveni" brand globally.

Financial Highlights

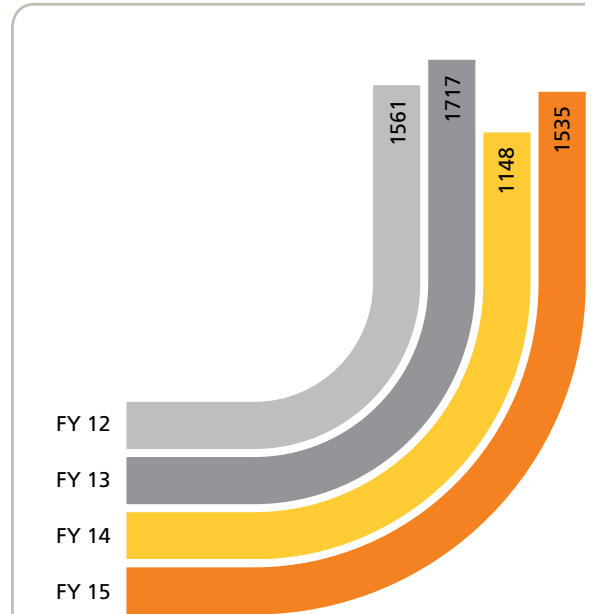
Net Sales

₹ in million



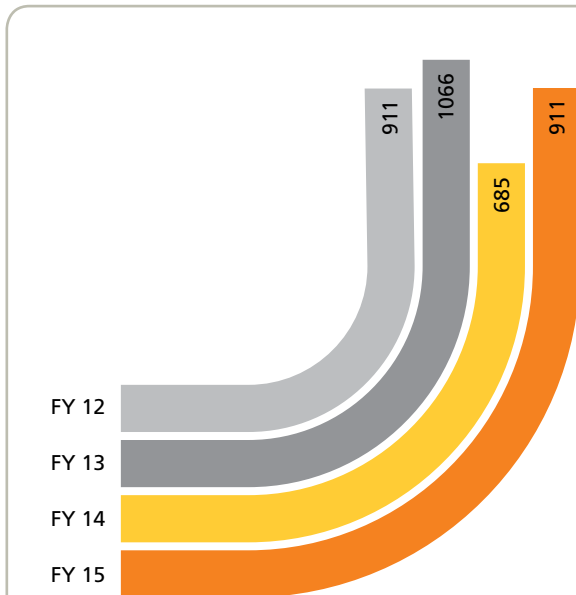
EBITDA

₹ in million



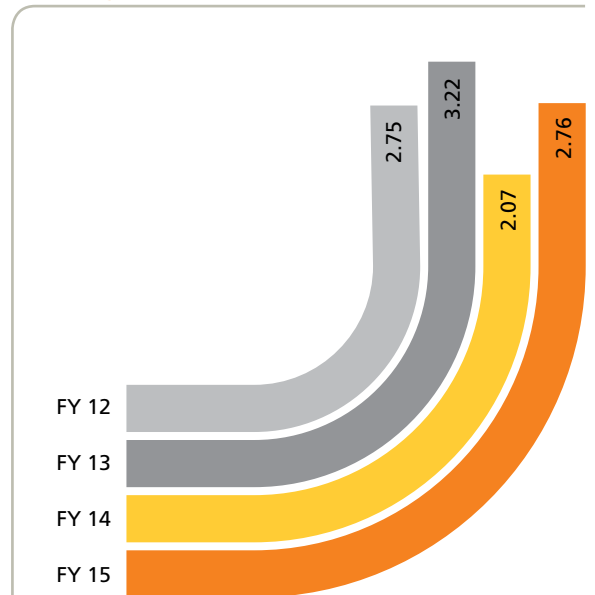
Profit after Tax

₹ in million



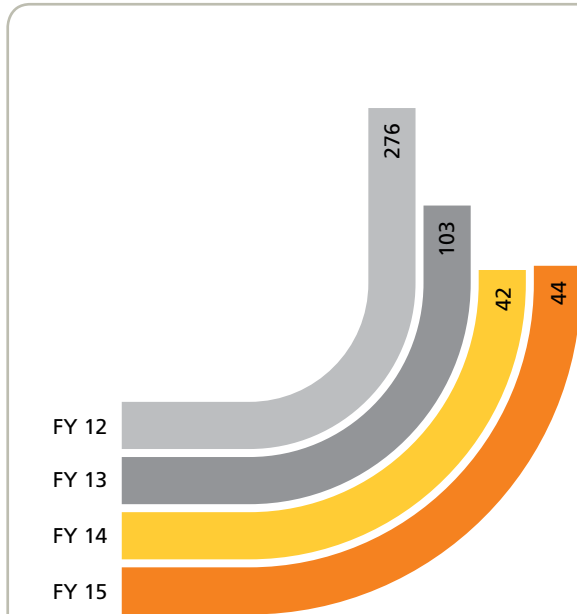
Earnings per Share

₹/Share



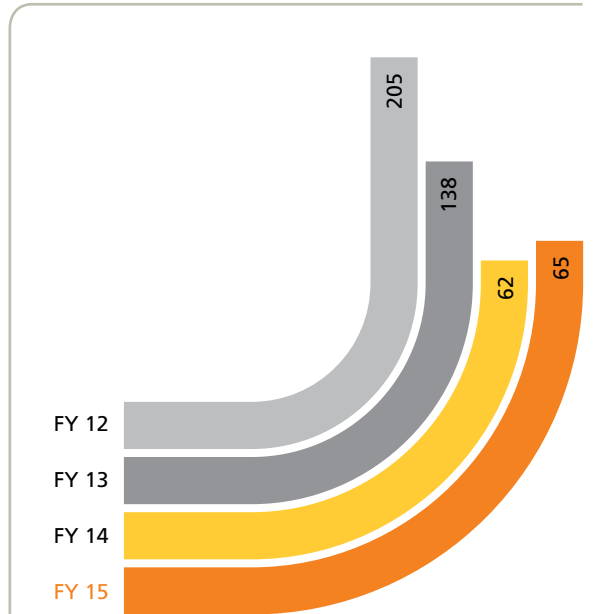
Return on Equity

in %



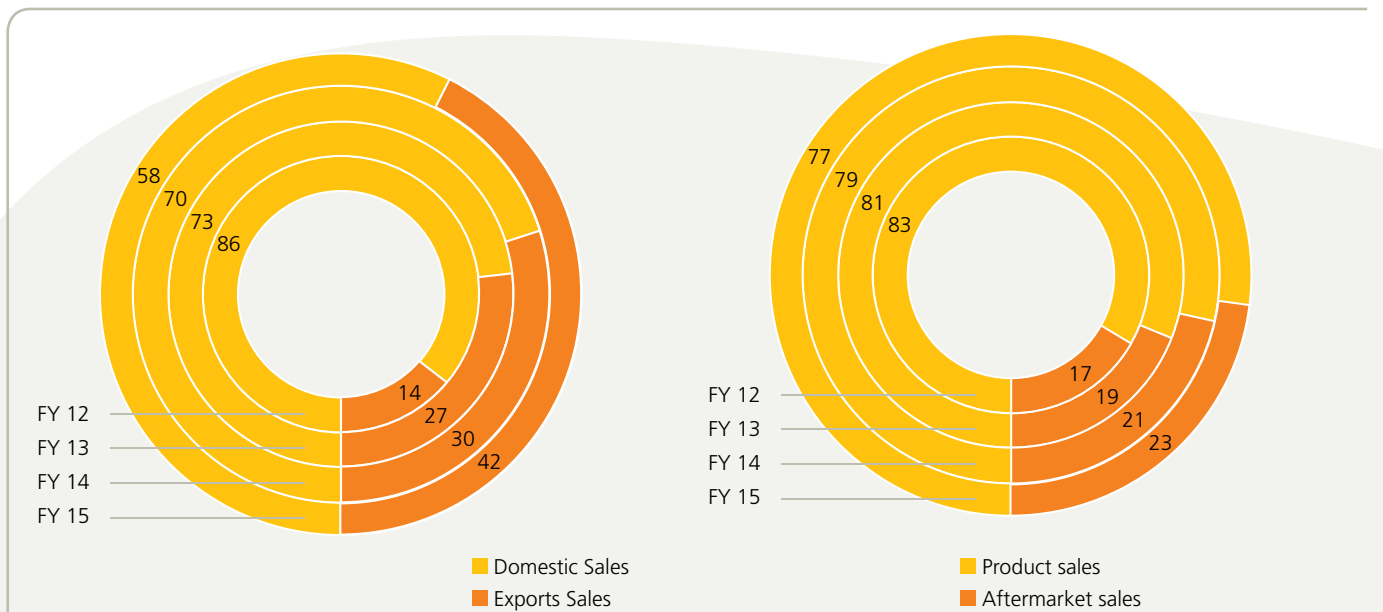
Return on Capital Employed

in %



Share in Net Sales

in %



Message from the Chairman



“ We have taken our successful domestic model of a one-stop-solution provider, with the offering of product as well as aftermarket service, to the global arena which has been well accepted. ”

Dear Shareholders,

The global economic growth in the year 2014 has been moderate. Although some of the developed economies are gradually reviving, the revival is still fragile. The prevailing geo-political and economic tension in Europe and slowdown in Brazil & China has been a drag on the global economic growth. However, the steady revival in the US economy remains a key positive for the overall improvement in the global economic scenario. India on the other hand, as per Central Statistics Organisation's (CSO) revised calculations, is expected to have grown at 7.4% in FY 15. However, we have not seen any tangible revival on ground as our domestic order intake continues to struggle. Having said that, the number of initiatives that are being taken by the new Central Government bring a lot of excitement and hope towards India's economic growth. Some of the key initiatives are increased FDI in railway infrastructure & Defence, "Make in India" programme and developing 100 Smart Cities. These initiatives along with clearing of the bottlenecks in the infrastructure sector are expected to gradually accelerate the economic growth momentum in the country.

Amid the prevailing challenging macro environment, your Company has achieved strong performance in the year FY 15, backed by robust exports and an increase in aftermarket sales. With better realisation from exports and increase in the share of aftermarket turnover in the overall sales, our margins in the year have further improved. In terms of global reach, we are currently exporting to over 50 countries and have enquiries from around 100 countries. To further strengthen our global presence in our key export markets, we have moved a step closer by setting up two overseas establishments. In domestic market, the demand for turbines up to 30 MW remained flat for the third consecutive year. However, we have been able to hold our market share at 63%.

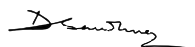
Despite subdued demand in domestic market, the overall order intake during the year has been healthy, backed by near 100% growth in export order intake. Our aftermarket service offering is also gaining acceptance in the global arena and we are witnessing a strong export order intake in aftermarkets as well. We have taken our successful domestic model of a one-stop-solution provider, with the offering of product as well as aftermarket service, to the global arena and it has been well accepted.

The year has been a momentous year for our JV, GE Triveni Limited (GETL), as it has entered the profit zone for the first time. I would like to congratulate the team for this great achievement. With a very strong order book in hand, the way forward for GETL is very bright.

Our customer centric approach has been the key to our success and would continue to remain at our core. We would also continue to invest in value engineering to provide best quality product and services at competitive cost to our customers, which is our key value proposition. The business opportunities in the global market continue to be exciting and with the introduction of our aftermarket service proposition to a larger global reach, our growth prospects are further improving. The domestic market where we hold a dominant share is expected to revive from the second half of FY 16 and would further gain momentum in FY 17. This would further add to our growth in the coming years.

On behalf of the Board, I would like to thank all our stakeholders for their invaluable support and especially to our employees for their sheer dedication enabling your Company to touch newer heights.

With best regards,



Dhruv M. Sawhney
Chairman & Managing Director



63%

Domestic market share



100%

Growth in export order intake

Q&A with the Vice Chairman & Managing Director



Nikhil Sawhney
Vice Chairman and Managing Director

Q. How would you assess the Company's performance, during the year under review?

- A. The momentum that we picked up during second half of FY 14 continued to gain strength quarter after quarter. Even after a moderate growth in the global economies and bleak demand scenario in our domestic market, our performance during the year has been strong. The key reason has been a strong order intake and on-time delivery for export based products and aftermarket services. The consolidated total income during the year FY 15 has grown at 26% over FY 14 but the growth has been much higher at 33% at the net profit level due to margin improvement. Our consolidated EBITDA margin in the year FY 15 has gone up by 200 bps and stood at 24% which we believe, is one of the best amongst the industry. The Company's order intake during the year was ₹ 6.46 billion, an increase of 9% over FY 14 that too after achieving a growth of 23% in turnover and the order book as of March 31, 2015 stood at ₹ 6.0 billion on a standalone basis and at ₹ 7.5 billion consolidated.

Q. How does the growth in exports impact the overall performance of TTL?

- A. The export performance during the year has been robust and our products are well accepted across the emerging economies of South & Central America, Asia and Africa as well as developed economies of Western Europe. The total income during the year from exports has gone up by 75% to ₹ 2.64 billion whereas export order intake has increased by 100% to ₹ 2.93 billion. The proportion of exports to the total sales has also gone up from 29.7% in FY 14 to 42.3% in FY 15. Our export footprint has reached to more than 50 countries and we currently hold a strong order enquiry from close to 100 countries. Even after significant depreciation in the Euro and Yen, we continue to maintain our competitiveness in the global arena due to our value engineering and efficient supply chain. Our export order intake in FY 15 was primarily from biomass and other renewable sources. Upon execution of these projects, we believe that there could be increased growth opportunities from these sectors.

Q. Has GE Triveni Ltd. performed as per expectation and what is your outlook on the JV going forward?

- A. The performance of GETL during the year has been encouraging as the JV made net profit for the first time. Though the year started with robust carry forward orders from FY 14, order intake during the year has been subdued due to many customers postponing their sourcing decisions to FY 16. The order intake in FY 15 stood at ₹ 0.7 billion and the total order book at the end of March 2015 stood at ₹ 2.0 billion. The outlook on the JV is positive. We expect that the turnover in FY 16 would be much higher with multiple overseas

deliveries scheduled to Philippines, Indonesia & Vietnam. These would act as good reference point for future order intake. Further, the enquiry book, both in domestic and international market is quite good, which should enable the JV to have good order inflow during FY 16.

Q. How has aftermarket business performed during the year?

- A. The aftermarket sales during FY 15 grew by 32% and the share of the aftermarket sales to total sales has gone up from 21% in FY 14 to 23% in FY 15. The order intake has also been healthy with the aftermarket order booking at ₹ 1.44 billion as of March 31, 2015. Our foray into providing repair solutions for other makes of turbines in FY 14 has started bearing fruits, predominantly in the international markets. During the year, to strengthen our international business including our aftermarket service offering, we established two overseas subsidiaries, one in UK and one in UAE, which would further enhance growth prospects in this high margin business. Having achieved some breakthrough orders in repair & refurbishment from the international market, the export segment of aftermarket business is expected to grow in the coming years similar to the growth in export of product business.

Q. What are your expectations from the business going forward?

- A. Our export foray has been successful and to further increase momentum in our export business, both in products as well as aftermarket, we have setup overseas subsidiaries and are currently planning to post service personnel there and also arrange local support tie-ups across selected geographies. With these increased activities, we expect significant growth in export order booking for both products and aftermarket services in the coming years.

In the domestic market we currently hold a strong brand equity and are the leading player with 63% market share. In FY 15 we have witnessed good order enquiry but due to prevailing economic slowdown, most of these enquiries are deferred to FY 16. We expect the economy would revive gradually over the coming quarters and we are well placed to tap all new opportunities. Also the government has significantly increased its focus on renewable energy and they plan to add 175,000 MW by 2022 of which 10,000 MW will be Biomass. These initiatives would also lead to better growth prospects for us in the domestic market. Our JV, GETL has performed well. With the scheduled deliveries in FY 16 and increased marketing activities, the growth in GETL both in terms of order intake as well as profitability is expected to improve further. The overall business is well poised and we are confident of a strong growth in the coming years, both in terms of turnover and profitability.

Management Discussion & Analysis



25%

EBITDA Margin in FY 15

Triveni Turbine Ltd (TTL) is one of the largest manufacturers of industrial steam turbines upto the range of 30 MW globally. TTL together with its subsidiary company, GE Triveni Ltd. (GETL), a joint venture with General Electric, manufactures steam turbines upto 100 MW for the industrial power generation segment globally.

Economy

After 3 years of economic slowdown, with the new Government at the centre and with a slew of measures initiated to kick-start the economy, the economic activities in India have gathered momentum with an improved business confidence which has created congenial conditions to restart the investment cycle. However, the action on the ground is still to be visible as there remains a guarded optimism on the short-term outlook. In the short term, challenges to overcome the gridlock have proved to be taking more time than anticipated. The revival of investment cycle will be accelerated by sustained recovery in demand which will lead to increased capacity utilisation together with the capex drive by Government and public sector companies. Further, with the completion of the process of re-auction of the natural resources, sustained progress in getting the major stalled projects back to work is bound to happen and will also provide the much-needed stimulus to aggregate demand.

Globally the economic situation is still to recover. In Euro zone, though countries such as the UK and Spain are recovering taking advantage of the drop in oil prices, it is a wait and watch situation for its growth to continue. In the East, despite China's economy slowing down, growth in South East Asian countries are expected to put the region on the growth path.

Indian Power Industry

Indian Power sector is showing signs of revival. The Ministry of Coal has completed its first phase of Coal block auctions that saw an overwhelming response from the bidders. On the policy front, the Government has taken steps to reduce the lead time in getting environmental clearance and land acquisitions. Such steps are expected to fuel growth in Indian Power sector and other industries.

The Government of India had set a target of renewable energy power capacity addition at 29,800 MW during 12th five year plan period, of which 9,124 MW of renewable energy was installed till March 2015. However, Biomass power projects have been facing roadblocks due to shortage and increasing prices of fuel. Co-generation projects have slowed down drastically due to current financial situation of the Sugar Companies.

Industry Analysis

Up to end of February 2015, India had installed 34,351 MW of Grid connected renewable power, of which 22,644 MW is wind power, 4,025 MW is hydro power, 1,365 MW is biomass and gasification, 2,818 MW is bagasse co-generation, 115 MW waste to energy and 3,382 MW is solar power. Though potential for biomass is huge, there was no addition of biomass power in FY 15.

The Indian government is giving a massive thrust on renewables in order to increase the share of clean energy in India's energy mix. Ministry of New and Renewable Energy (MNRE) has been promoting private investment in renewable energy through an attractive mix of policy and financial incentives to make India a hub for renewable energy. This includes capital subsidy, excise and custom duty exemption and participation from other countries by allowing 100% Foreign Direct Investment in Renewable Energy etc.

According to the estimates, renewable energy sources has the power generation potential of 897 GW which includes 749 GW from solar, 103 GW from wind, 25 GW from bio-energy and 20 GW from small hydro power. MNRE has proposed grid power of 175 GW from various renewable energy sources by the year 2022 which includes 10 GW from bio-power and 5 GW from small hydro power.

Though the contribution of Renewable Power to total power generation was just 9.1% globally as of 2014, the investments in 2014 grew by 17%. China saw a huge investment followed by the USA. Most of the investments (92%) came from Solar and Wind power investors. Investments in Biomass and Waste to Energy dropped by 10% in 2014 from the levels in the previous year. India, Mexico, Indonesia, Chile, Kenya and Turkey are some of the main investors in Renewable Power.

In Europe, Waste to Energy capacity additions are expected in the UK, Ireland, Poland and Estonia. In South Africa, the government through Renewable Energy Independent Power

Producer Procurement Programme (REIPPP) policy has allotted USD 14 billion for renewable power investment which is estimated to add up to 3 GW of power capacity.

Co-generation

The largest demand for TTL's products is from the process industries that have a requirement of steam for the manufacturing process and generate power on-site. Electricity generation by deploying a condensing steam turbine in a captive power plant would give a thermal efficiency of around 30-34% as compared to 39-43% in case of a super critical power plant operating at significantly higher temperatures and pressures. Co-generation based captive power plants deliver two forms of energy – electrical power and heat in the form of steam and thereby delivering thermal efficiency in excess of 70%.

Most of the other industries opt for power generation due to their remote location and inaccessibility to grid for the supply of consistent quality and cost-effective electricity.





Renewable Energy

The Renewable Energy segment is also one of the largest demand drivers for TTL. The segment comprises of three distinct sectors – small scale renewable based independent power producers (IPPs), agro based co-generation and renewable waste-heat recovery captive power plants. The advantage of an assured fuel supply coupled with financial incentives makes this segment a steady contributor to demand. On account of overall economic slowdown and high cost of capital etc., during the last two-three years, there has been no demand from the first segment i.e. small scale renewable based IPPs. However, with the economic environment getting better, the Company believes that the demand from this segment could re-emerge in the near future.

During the past two-three years, the agro based co-generation sectors are the most reliable source of demand for steam turbines. While this demand may not be as large as the potential of the industrial capital goods segment, it does form the base demand. This sector will always attract investments as long as there is a sustained availability of feedstock and is usually non-cyclical.

Captive Power Plants

Captive Power is a source of continuous and reliable power that cannot be obtained from the Grid. Captive Power Plant is also an economic solution for power requirement of many industries to achieve maximum operational efficiency. Indian captive power generation at end December, 2014 stood at 40,726 MW. Many captive power plants in India are producing low / no power due to non-availability of Coal. However, with the completion of coal block auctions, many of the captive power plants are expected to revive their power production to normalcy. In the medium to long term, this sector is expected to grow, considering India's power requirement to achieve its GDP targets and unreliable grid power.

Market Analysis

Domestic Market

The demand for capital goods remained subdued even in FY 15 due to a variety of reasons enumerated above. FY 15 also saw a change in Government which has fuelled improved business sentiments and positive outlook for Indian Industry. However, it is yet to be translated into demand generation and increased allocation for capital expenditure. The industrial activity remained sluggish and select segments of the economy showed improved signs of demand. With the change in economic & business outlook together with the Government of India's various industry friendly initiatives, the Company believes the demand for its products should get increased visibility in the coming years.

Exports Market

The world GDP growth by end of 2014 stood at 2.8% over the previous year. Though the global economy is in the recovery cycle, few major economies such as Russia, China, Euro zone and Japan showed subdued results. Offsetting the developed nations, developing nations have performed reasonably well due to fall in oil prices. Countries such as Indonesia, Philippines and Vietnam have shown growth in industrial activity. The situation of capital inflows is expected to improve in developing nations. Far in the west, the Central American economies such as Panama, Nicaragua and Mexico have performed moderately well compared to their counterparts in South America.

The nature of Indian engineering exports is changing with time. India is moving towards exporting high-value goods to developed countries as new opportunities, such as outsourcing of engineering goods and services, new product design, product improvement, maintenance and designing of manufacturing systems, are providing fresh growth avenues. Further, depreciation of rupee against dollar has also helped the Indian companies to export to various countries.

Business Review

FY 15 has been a good year for TTL on all major fronts - order booking, order execution and profitability. The Company

achieved a growth of 10% in order-booking, 23% in turnover and a significantly higher growth of 33% in net profit. This is achieved, in spite of a weak domestic market demand and tough competition, due to its increased focus on export market for both product and aftermarket businesses.

The Company has successfully expanded its operation in overseas market and views this as a major growth driver. Some of the regions such as South East Asia, East Europe and Central America saw increasing enquiry book, order finalisations and progressing projects compared to the previous year.

Marketing

Order booking increased by 9% in FY 15 and the total order booking stood at ₹ 6.46 billion. However order booking in GETL was lower at ₹ 0.72 billion as against ₹ 1.82 billion in FY 14. On a consolidated basis, the total outstanding order book as on March 31, 2015 stood at ₹ 7.47 billion, which has shown a year on year growth of 5%.

Domestic Market

The market for steam turbines up to 30 MW remained at around 700 MW. The demand for the steam turbines has remained stagnant for the past three years. In spite of improved business sentiments and various initiatives by the new government, wait-and-watch approach in order finalisation continued during the year. The second half however saw some improvements in enquiry generation and order finalisations. In FY 15, the Company has maintained its market share at 63%, same as last year. Sugar & agro based co-generation and process co-generation, especially paper and chemical segment, were the main growth drivers during the year under review. On account of subdued demand consistently over the past three years, the competition intensity has also increased which resulted in pricing pressure in the market. The Company has selectively taken orders with extended scope of supplies and this strategy helped in increasing the order booking for FY 15. The total domestic market order booking stood at ₹ 3.5 billion, while the domestic turnover remained more or less flat at ₹ 3.6 billion.

Exports

The export order booking, which gained momentum in the second half of FY 14, continued during the entire FY 15. The current year export order booking at ₹ 2.93 billion is a growth of 100% in comparison to the previous year, which is an all time high. The turnover from exports also showed a growth of 75% at ₹ 2.64 billion. The Company achieved visibility in over 100 countries through enquiries and these enquiries relate to diverse markets across the globe. The Company's focus on emerging markets, such as, South East Asia, Africa, East Europe and Central America helped the Company to offset the economic weakness in Europe. The Company also took steps to consolidate its presence in North Africa and South East Asia. Understanding the importance of market coverage, the Company has appointed new agents to increase its reach

in select geographies. TTL has currently, installations in over 50 countries. The year-on-year enquiry book has also grown significantly. Even though a plummeting Euro had its effect on the business, the Company successfully mitigated its negative impact by following a progressive hedging policy with regard to its foreign exchange management.

International Offices

Over the years, the Company has developed the export business and has seen an encouraging growth and potential. To strengthen its presence in the international market and furthering the relationship with customers, the Company has set up two overseas subsidiaries, a 100% owned "Triveni Turbines Europe Private Limited" based in the UK & a step down 100% owned subsidiary "Triveni Turbines DMCC" based in Dubai. The new subsidiaries are expected to enable the Company to focus on the marketing within their respective areas of operations and offer better services to its customers due to their proximity, and also offer flexibility in terms of attracting local talents for sales & services which is crucial for the Company's international competitiveness and sales strategy. This will also enable the Company to increase its product base as well as the aftermarket business.

Aftermarket Services

The Aftermarket Services team initiates a partnership with customer from despatch of turbine all through the life of the turbine. The nature of aftermarket business is ongoing and it lays the foundation for good references for the future business.

This year has been more challenging with large number of turbines being despatched to different parts of the world including as far as in Central America. The service team has reacted pro-actively and ensured smooth commissioning of the turbines leading to satisfied customers; it will help in building a strong lifetime relationship with the customers.





The Company's network of service centres is strategically located within proximity of customers and this ensures that TTL engineers reach customers' site faster, thus reducing down time. This is being further strengthened with physical presence in London and Dubai where TTL proposes to position engineers. This will give confidence to the customers and this locational advantage can be leveraged to secure product orders and long term service arrangements.

The slowdown in the market last year helped us to refocus our energies in making new strategies to connect with customers. This strategy has yielded positive results. Going forward, we will continue to focus on building stronger relationships with customers.

The Company's foray into refurbishment of other makes of turbines last year in a focused manner has started yielding results, particularly in international markets. There has been a significant growth in business from specific regions and this momentum will be carried forward with substantial growth planned for the next few years.

During the year, the order-booking and revenue generation from this business segment showed significant growth and helped the Company to achieve high levels of profitability. In FY 15, the order-booking grew by 8% while the turnover from aftermarket business grew by 32%. The share of aftermarket sales to total sales increased to 23% in the current year from 21% in FY 14.

Manufacturing Facility

The manufacturing facility of the Company is located in lush green campus of 11 acres in Peenya Industrial Area in Bengaluru. It is housed in a 15000 square meters of covered

area and is equipped with modern CNC machines and equipments dedicated for machining of high precision turbine components adhering to international quality standards. The CNC machinery includes 4 and 5 axis vertical machining centres for blades, mill-turn centres for rotors and CNC gantry and CNC VTL for casing machining. There are specially designed test beds for in-site assembling and testing of turbines, equipped with remote controlled data acquisition system to automatically monitor the turbine performance while testing. The facility also boasts of high speed vacuum balancing tunnel to carry out precision balancing of all types of rotors. The facility can produce around 150 turbines per year. It is certified with ISO 9001 QMS and ISO 14001 EMS standards and has adopted excellence in operations through practising principles of TQM, TPM, Lean 5S, Kaizen, QCs, etc.

The Company has also embarked on an ambitious expansion plan to increase the manufacturing capacity of the turbines to 350 per year. It has acquired a 24 acre land in Karnataka Industrial Areas Development Board (KIADB) Industrial Area, Dobaspete, near Bengaluru and has started construction activities of the new facility. This is designed to be a benchmark facility for turbine manufacturing equipped with most modern shop floor, R&D facility and Learning Centre.

Technology

The Company continues to focus on product development in order to maintain its global competitiveness. Its state-of-the-art R&D centre, which is approved by the Department of Scientific Industrial Research of Government of India, is dedicated towards development of technologically superior designs that deliver high performance and meet international requirements. During the current year, 12 new compact and high efficiency models were developed. The Company's product line is being restructured in modular family to achieve lower cycle time of development. Reaction technology is being extended in select sizes and applications. Value Engineering is being employed to achieve compact footprints. The Company has also initiated efforts on complimentary product lines.

Intellectual Property Rights

The Company has been steadily upgrading and improving its steam turbine designs for optimal performance to meet increasing power solution requirements from international and domestic customers. The management of Intellectual Property (IP) portfolio is therefore critical to secure the technological inventions of the Company. The Company ensures that IP team gets involved right from the planning and conceptualisation stage to the final design and development of products. Over the years, the Company has developed a comprehensive IP strategy for creation and protection of long-term IP assets. The Company has been constantly undertaking patent and industrial designs filings in various international markets which reflect the Company's focus on the global market. Currently, the Company has filed patent applications and design registrations in India, Europe, South East Asia and the U.S.A. In the coming years,

the plan is to file patent applications and design registrations in new international markets to complement the expanding global reach of the product market. During the year, the Company has made 21 IP filings and so far the Company has 113 filings in India and 29 filings in foreign countries. A substantial number of Intellectual Property Rights have already been awarded to the Company in various jurisdictions.

Supply Chain

Efficient & robust supply chain is one of the critical success factors of the Company. A well-defined purchase policy provides guidelines for procurement function covering all aspects. The emphasis is on cost control, quality, timely delivery, consistency and transparency. It provides an even playing field to the supply chain partners. The Company shares its annual business plan, market dynamics, new product development and expectations with the supplier partners. This helps them to realign their business with the Company. With growing export market, the supplier partners are encouraged to enhance their capacity so as to reduce the lead time and raise the quality standards to meet the global benchmark. In this process, the Company is working closely with the supplier partners and provides training to improve their manufacturing process and reduce rejections. There is a strong realisation and acceptance of 'Zero defect' and 'Do it right the first time, every time' concepts by the supply chain partners.

Existing supplier partners are periodically re-assessed through a third party agency in order to ensure that the quality standards are maintained and the technology is upgraded in line with the requirements. For new suppliers, well crafted qualification process is in place along with EHS requirements. All the supplier partners are governed by strict code of conduct and non-disclosure agreements.

The Company has successfully managed the input costs by value engineering in the designs and materials, developing new cost effective supplier partners and sourcing raw materials from the cost effective countries across the globe.

Quality Assurance

At TTL, products are designed, manufactured and commissioned in accordance with the international quality norms such as API, ASME, AGMA, NEMA and IEC among others.

The Company has implemented a process based approach to build quality in products & services offered to the customers. The Company is ISO 9001:2008 certified with sound quality management system integrated throughout the organisation.

TTL ensures that its network of suppliers and dedicated sub-contractors also comply with these standards through QAPs and Standard Operating Practices to maintain comprehensive quality control of turbine and its auxiliary systems. The products also comply with CE/PED Mark Quality Certification as per European norms.

The Company has adopted Zero Defect approach to quality which is supported by tools and techniques like Visual Management system, root cause analysis followed by CAPA, DMAIC, Kaizen, QIP, SQDCM and a rigorous Customer Complaint Resolution System.

"Kaizen" movement was started in the Company in 2010 to inculcate a culture of continuous innovation and improvements throughout the organisation involving people at all levels. The movement continues to provide significant benefits in productivity, quality, cost and EHS. TTL regularly participates in All India Kaizen events organised by CII-TPM Club of India and has bagged several awards. TTL has also been consistently improving its performance in the CII-Exim Bank promoted Business Excellence award process.

Human Resource

The skill development effort is critical for the Company at the current juncture with its focus on the International market. TTL believes that employees are one of its most valuable assets. Therefore, employee development is crucial to Company's realisation of its long-term mission. There is an emphasis on skilling, re-skilling and up-skilling of the employees. The Company helps its employees to keep abreast with the evolving technologies, processes and techniques. The Learning Centre contributes equally towards customer training programmes mainly in aspects of operation and maintenance of steam turbine generator islands.



In FY 15, training to employees was dedicated on the theme "Continuous Improvement". Since TTL's core competence rests in designing customised products as per customer's specifications, it has started a training programme called "Design, Review, Verification & Validation Programme" for its development & engineering officers, who conceptualise, design and deliver the product. These learnings are put to use in design and manufacturing of products and services. Further, as part of Quality Improvement process, all workmen, who are directly involved in manufacturing, are periodically taken to an operational power plant, to give them exposure on the life cycle of our product. The Company also continued with "Advance Product Knowledge Up gradation" programme for its customer care engineers.

The Learning Centre in association with Supply Chain, Production Planning and Control & Quality Assurance organised training programme for all vendors and their employees under the "Supplier Quality Improvement Programme (SQIP)", as part of 'Continuous Improvement' training adopted by TTL.

Computer Based product Training (CBT) module is an effective comprehensive self-learning aide on turbine technology developed by the Learning Centre. CBT module was upgraded during the year in order to cover recent changes in technology and processes.

A total of 1,930 man days were dedicated for the employees in training for the year, which is significantly higher by 18% in comparison to FY 14. Similarly, 7,458 man days of training (20% increase year on year) were provided to the Graduate Engineer Trainees before being inducted into their relevant departments.

Environment, Health & Safety (EHS)

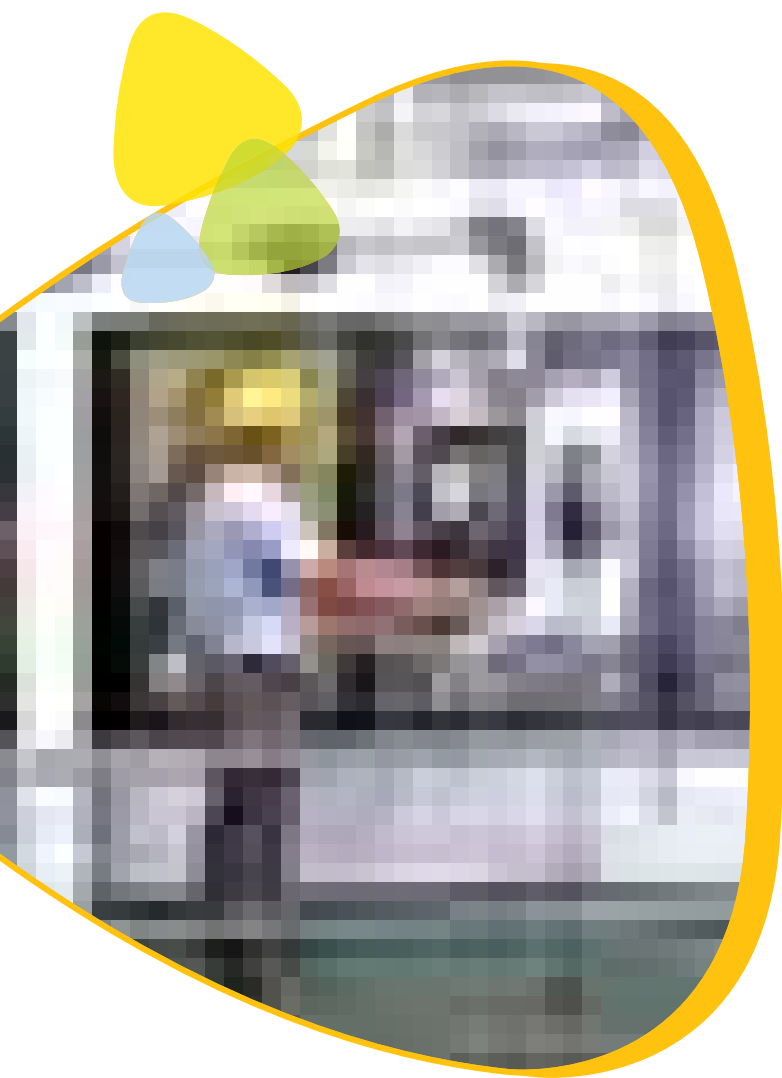
Environmental management systems of the Company are certified in line with ISO 14001 Environmental standards. The Company is a zero discharge facility. It has elaborate processes in place for ensuring health of the people. All equipment are designed, used and maintained to ensure safety of equipment as well as the people who use it. The EHS performance is reviewed on a periodic basis and deviations are addressed through a detailed root cause analysis and corrective-preventive action methodology. Employees are regularly given training on EHS. They are also engaged in EHS through celebrations of National Safety Day functions, participation in EHS committees and conducting EHS audits.

Outlook

TTL expects the economic & business environment of the country to improve in the coming year. The impact of all major economic & business friendly policies initiated by the government should start yielding results and are expected to translate into demand generation, starting of investment cycle and re-vitalisation of the domestic market. Overall economic growth coupled with industrial and manufacturing growth should drive the demand for the steam turbines. Even though, FY 15 saw a good enquiry pipeline getting built up, conversion of the same into order-finalisation depends on the signs of economic activity taking place on the ground which the Company believes should start happening in FY 16.

The Union Budget for FY 16 has recognised the urgency for infrastructure growth and a slew of measures have been introduced. A National Infrastructure and Investment Fund is proposed with a corpus of ₹ 200 billion to establish Special Purpose Vehicles that would encourage corporatisation of infrastructure projects, bring in efficiency and take them off the Government balance sheet. In addition, tax-free infrastructure bonds would be issued for the road, rail and irrigation sectors. This will have a cascading impact on the generation of demand for industrial products.

In the international market, the Company expects to strengthen its presence in many markets by focused marketing approach.



Having achieved a good visibility in many markets and made in-roads into new markets, the export business during FY 16 should register good growth. However, with Euro and Japanese yen depreciating against dollar, the Company anticipate certain degree of competition in exports especially from European and Japanese manufacturers. The Company is adequately geared to face any such competition and expects to make its presence felt into many more markets across the globe. Africa being an unexploited market is also a key focus market for the Company. The Company will concentrate in entering new geographies and increasing its agent network in FY 16.

After achieving good growth in FY 15 in the aftermarket business segment, the Company is focused to grow this business both from a domestic market and international market perspective. The international structures will help the Company to achieve this objective and in the coming years, this segment should show good traction in terms of turnover and profitability.

GE Triveni Limited (GETL)

GE Triveni Limited, a joint venture with General Electric is a subsidiary of the Company. GETL is engaged in the design, supply and service of advanced technology steam turbines with generating capacity in the range of above 30-100 MW.

GETL offers products, manufactured to international standards of quality and reliability, with best in class efficiencies. The flange to flange turbine is manufactured competitively at TTL's Bengaluru world class facility, and the complete project is executed by GETL in accordance with GE's procedures and processes which include certification of suppliers, adherence to environment and other standards.

GETL started FY 15 with a good carry forward order book and has achieved significantly higher turnover in the current year. Similarly, the JV also recorded net profit for the first time, which is expected to improve in the coming years.

Order booking in FY 15 was subdued due to sluggish industrial activity resulting in postponement in order finalisation. JV strengthened the marketing efforts which have resulted in the build up of a healthy enquiry pipeline. However, the delayed order finalisation has resulted in lower growth than estimated. GETL has booked orders worth ₹ 0.72 billion in FY 15. With a strong carry forward order book at the end of the year, GETL is expected to execute significantly higher orders and achieve significantly higher turnover in FY 16. The order booking in FY 16 is expected to be strong, particularly with the backlog of the previous year.

GETL will commission steam turbines for a power plant in the cement sector, a sugar co-generation plant in India and a power plant in the fertiliser sector in Indonesia in FY 16, adding to a steel plant already in commercial operation for last two years. These will improve its reference list in different sectors.



Financial Review

The summarised financial results of the Company for the year FY 15, compared with the previous year's results, are provided here.

(₹ in Million)

| Description | FY 15 | FY 14 | Change % |
|-------------------------------|--------|--------|----------|
| Income from operations | 6255.2 | 5082.7 | 23.0 |
| Other Income | 282.5 | 83.7 | 237.5 |
| EBITDA | 1535.0 | 1148.2 | 33.7 |
| EBITDA Margin | 24.5% | 22.6% | |
| Depreciation & Amortisation | 145.0 | 128.6 | 12.8 |
| PBIT | 1390.0 | 1019.6 | 36.3 |
| PBIT Margin | 22.2% | 20.1% | |
| Finance Cost | 6.4 | 6.0 | 6.6 |
| PBT (Before exceptional item) | 1383.6 | 1013.6 | 36.5 |
| PBT Margin | 22.1% | 19.9% | |
| Exceptional Item | 28.0 | | |
| PBT (After Exceptional Item) | 1355.6 | 1013.6 | 33.7 |
| PAT | 910.8 | 684.5 | 33.0 |
| PAT Margin | 14.6% | 13.5% | |

The Company was able to achieve much improved performance during the year despite subdued domestic market demand. The highlights of the performance are as under:

- The total income for the year under review is ₹ 6,255.2 million, higher by 23% over previous year.
- The export turnover has gone up by 75% during the year to ₹ 2643.7 million.
- The proportion of exports to the total sales has also gone up from 29.7% in the previous year to 42.3% during the current year.
- The aftermarket business grew by 32% during the year.
- The proportion of the aftermarket sales to total sales has improved from 21% in previous year to 23% in current year on an overall increased turnover.

A rapid increase in export turnover by as much as 75% during the year was the key to this turn around. The Company's focus on exports is gaining momentum with expanded geographies. The Company believes that its export business going forward will significantly contribute to its overall growth. The current trend in export order booking for product and aftermarket will support the Company's growth plans – during the year, the growth in export order booking is 100% over the previous year. With a view to internationalise its products and achieve better penetration of the market, the Company has incorporated wholly owned subsidiaries /step down subsidiaries during the current year. The proximity to the customers will help in securing more product orders and expand the potential of aftermarket services and refurbishment, including of other makes.

The domestic market for turbine continued to remain flat, for the third consecutive year. However, the margins and the high market share could still be preserved through cost

competitiveness. Even though, the economic activities are expected to gain momentum with improved sentiments and certain policy initiatives, the Company believes that, it will take some more time to witness commencement of the investment cycle. The restoration of normalcy in the domestic market will accelerate growth opportunities for the Company.

Other Income

The Other Income of ₹ 282.5 million, shown in table above, includes an amount of ₹ 242.5 million towards hedging and exchange gains. While such gains are required to be booked as Other Income as per the applicable accounting standards, it actually represents part of the operating revenue as the exchange rate considered for an order duly considers the impact of forward premium. Accordingly, the hedging policy of the Company requires high level of hedging of net foreign exchange exposures to capture such forward premium. For all internal assessments also, the Company considers such gains as operating revenue and it is thus factored in the computation of EBITDA and other profitability ratios.

Raw Material and Manufacturing Expenses

| (₹ in Million) | | | |
|--|--------|--------|----------|
| Description | FY 15 | FY 14 | Change % |
| Raw material consumption/ Change in inventory | 3647.5 | 2775.3 | 31.4% |
| Percentage of sales | 58.3% | 54.6% | |

The increase in raw material cost has gone up by 31% compared to previous year, mainly due to increase in production/turnover by 23% compared to previous year. Apart from the activity level, the raw material cost also depends upon the product mix as well as quantum of bought-out items which are dependent on the scope of project. Hence, percentage raw material cost to sales is not a reliable indicator of material cost trend. However, continuous value engineering, R&D efforts and an effective supply chain has helped the Company to contain its raw material cost significantly.

Personnel cost, Administration Expenses and Depreciation

| (₹ in Million) | | | |
|--------------------------------|-------|-------|----------|
| Description | FY 15 | FY 14 | Change % |
| Personnel cost | 600.9 | 567.0 | 6.0 |
| Percentage of sales | 9.6% | 11.2% | |
| Other Expenses | 754.3 | 675.9 | 11.6 |
| Percentage of sales | 12.1% | 13.3% | |
| Depreciation & Amortisation | 145.0 | 128.6 | 12.8 |
| Percentage of sales | 2.3% | 2.5% | |

The increase in personnel cost and other expenses are normal commensurate with increase in activity level and are reflective of annual salary increase while higher selling expenses is attributable to increase in exports.

The increase in depreciation is as a result of change in method of depreciation as prescribed in Schedule II of the Companies Act, 2013 and consequently, the depreciation charge for the year is higher by ₹ 13.7 million.

Exceptional Item

Exceptional item amounting to ₹ 27.9 million represents the liability of the Company in an old excise matter which was decided against the Company.

Balance sheet

Share Capital

The equity share capital of the Company has increased by ₹ 0.0276 million during the year pursuant to exercise of employee stock option.

Reserves and Surplus

The Reserve & Surplus has increased by 36.7% to ₹ 2026.1 million as on 31.3.15 due to plough back of profits after payment of dividend of ₹ 334.8 million (including tax) and appropriation of CSR expenses of ₹ 22.4 million.

Loans

The position of loans, compared with previous year, is shown below:

| Description | (₹ in Million) | |
|-----------------------------|------------------------------|------------------------------|
| | 31 st March, 2015 | 31 st March, 2014 |
| Term loans | Nil | Nil |
| Cash Credit | 6.6 | 69.2 |
| Vehicle loans | 8.4 | 8.6 |
| Total | 15.0 | 77.8 |
| Break-up | | |
| - Long term borrowings | 5.1 | 5.2 |
| - Short borrowings | 6.6 | 69.2 |
| - Other current Liabilities | 3.3 | 3.4 |

The Company remained almost debt free throughout the year barring some intermittent utilisation of Cash Credit facilities. It has resulted in nominal interest cost during the year.

Investments

The increase in investments by ₹ 4.7 million is due to contribution towards equity share capital of a wholly owned subsidiary set up in United Kingdom during the year to internationalise the business and expand the global market reach.



Trade Receivables

The Trade Receivables as on 31.3.15 were higher at ₹ 1533 million as compared to ₹ 1057 million as on 31.3.14. The increase is owing to higher exports ₹ 530 million during last quarter of the year and the underlying LCs were under negotiation at the end of the year.

Fixed Assets

During the year, the company has acquired an industrial land from Karnataka Industrial Areas Development Board near Bengaluru for expansion and capitalised it at ₹ 388.6 million upon entering into lease agreement and obtaining possession. In the previous year, amount of ₹ 372.3 million paid as advance was shown under Long Term Loans and Advances.

Risk Management and Mitigation

The Company has a Board approved Risk Management Policy and has a robust risk management framework. According to the risk management framework, all possible risks, which the organisation is faced with, have been identified and categorised based on severity of the risks. Apart from prescribing a risk owner for each risk, clear mitigation measures have been specified to manage the risk. A structured risk management system helps in the formulation of effective mitigation measures to minimise the impact of risks and to define risk limits.

The Company's business relates to manufacture and sale of steam turbines which fall under capital goods industry and is closely linked with the economic activities in the country as well as the sectors wherein the Company's products are used.

As a result of the strategic move to diversify the geographical market of its products, the Company has been able to lower its dependence on the domestic market and accordingly, percentage exports in turnover during the year has gone up from 30% in the previous year to 42%.

Some of the major risks being faced by the Company are described here below:

1. Slow down in economy and over dependence on any market

A slowdown in economy directly impacts the demand of capital goods, including the products of the Company. Further, over dependence on any market/s may adversely affect the performance of the Company if the concerned market gets sluggish due to internal factors.

In the last 3 years, due to the slow-down in the economic activities, the domestic market has declined/ remained stagnant which had considerable effect on the demand of the Company's products. However, in order to reduce the over dependence on the domestic market, the Company started focusing on marketing its products in the global market and in the FY 15, the contribution of exports to the total turnover was 42%. The Company is in the process of further extending its footprints in the global market to lessen the risk of over dependence on certain countries/regions. The Company has also set up international structures to be in the proximity of customers so that it acquires in-depth knowledge of market trends and is able to capture all opportunities.

2. Service to the customers

It is important to provide support to the customers to keep the products trouble free and to attend to break-downs in the most efficient manner. Without such service support, the Company may not be able to win the confidence and secure orders from customers.

Like in the domestic market, the Company is replicating its service model, offering its service for preventative maintenance of its products and strengthening its service capabilities to attend to urgent situations in a timely manner internationally. The foreign subsidiaries recently set up by the Company will help in achieving such objectives apart from securing more aftermarket service orders. In due course, the Company may also own, directly or indirectly through joint ventures, service workshops in the regions of high customer density to provide services to customers.

3. Technology risk

The Company operates in the engineered-to-order capital goods industry where product efficiency, critical product features and overall life cycle costs play an important role.

The Company vigilantly studies, analyses and forecasts market trends and customer preferences and accordingly develop its R&D programmes. The Company has a vibrant R&D department which undertakes new product development and improvements within the shortest possible time and at optimal costs. The Company has well structured systems to validate its technology prior to commercial use. The Company imparts technical training at its in-house learning centre for all levels of engineers to expose them to latest technology.

4. Competition Risk

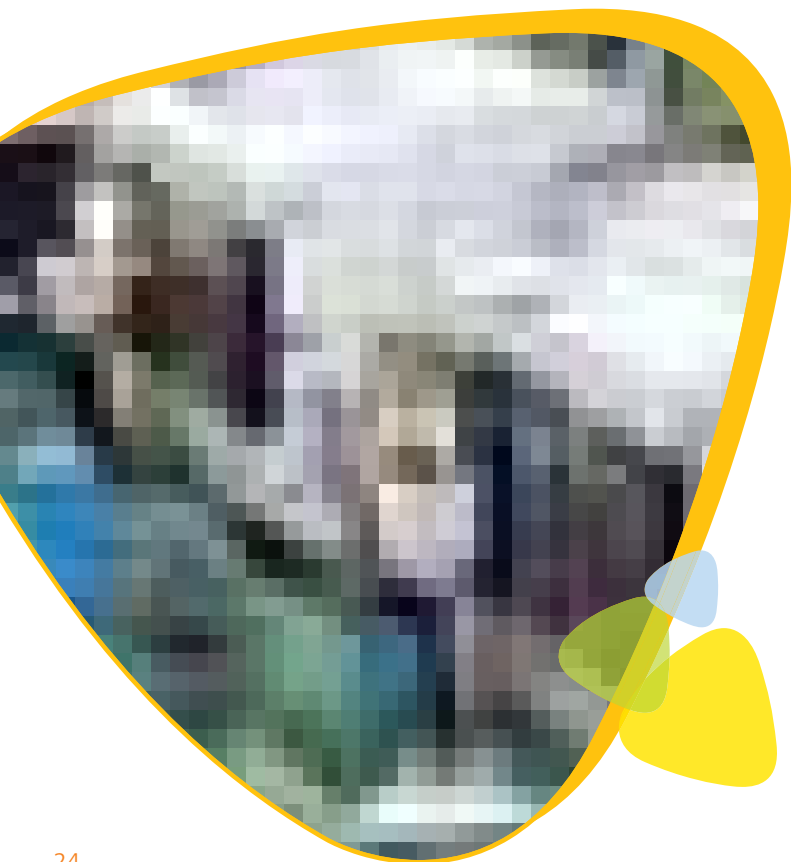
The Company faces competition from steam turbine manufacturers of international repute in the domestic and international markets. This may compel the Company to quote aggressively and impact its margins.

With a view to mitigate this risk, the Company provides value proposition to customer with products which meet the benchmark efficiencies at a competitive price and shorter delivery time, without compromising on margins.

5. Risk arising from internationalisation of its products

In view of export of product to several countries in various continents, there is a risk of various types of claims from customers towards under performance of product and third party claims if the laws of that country are not fully conformed to.

The Company has strict quality control procedures which ensure that all the products supplied to the customers must meet the contractual parameters. It is ensured that the contracts with customers clearly specify the obligations of the Company. In addition, the Company takes appropriate insurance policies to cover all such risks.



Directors' Report

Your Directors have pleasure in presenting the 20th Annual Report and audited accounts for the Financial Year (FY) ended March 31, 2015.

Financial Results

(₹ in Million)

| | 2014-15 | 2013-14 |
|---|---------|---------|
| Revenue from operations (net) | 6255.22 | 5082.66 |
| Operating Profit (EBITDA) | 1535.07 | 1148.20 |
| Finance Cost | 6.38 | 5.99 |
| Depreciation & amortisation | 145.04 | 128.60 |
| Profit before exceptional items & tax | 1383.65 | 1013.61 |
| Exceptional Items | 27.98 | - |
| Profit before tax (PBT) | 1355.67 | 1013.61 |
| Tax expenses | 444.83 | 329.09 |
| Profit after Tax (PAT) | 910.84 | 684.52 |
| Earning per equity share of ₹ 1 each (in ₹) | 2.76 | 2.07 |
| Surplus available for Appropriation | 1661.39 | 1168.49 |
| Appropriation: | | |
| Equity dividend (including dividend distribution tax) | 334.83 | 289.51 |
| Preference dividend (including dividend distribution tax) | - | 0.43 |
| CSR Expenditure/commitments | 22.41 | - |
| Transfer to General Reserves | 150.00 | 100.00 |
| Transfer to Capital redemption reserve | - | 28.00 |
| Surplus carried forward | 1154.15 | 750.55 |

With the accretion in reserves of ₹ 544.24 millions during the year, the total reserves of the Company stand at ₹ 2026.07 millions and the net worth of the Company is at ₹ 2356.04 million.

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which these financial statements relate and the date of this report.

Review of Business Operations and Future Prospects

The financial year 2014-15 has shown a remarkable turnaround in the operations of the Company. The turnover increased by 23% versus FY 14 owing to the rapid growth in export sales by 75% on a standalone and 87% on a consolidated basis. We are

receiving inquiries from over 100 countries, and our installations are in over 50 countries. Unfortunately, the domestic market has remained stagnant and we do not see any improvement till the second half of FY 16. The Company's domestic market share has been maintained at 63%.

The aftermarket services have shown an encouraging growth and we have made a breakthrough in the export market by securing some profitable contracts. We are in the process of setting up service organisations in the UK, South Africa, Middle East and Indonesia and expect good growth in the export of aftermarket services including remanufacturing. Margins on the export of products and services have also been good, and we have increased the profit before tax margin to 22% and the after tax margin to 15%. These figures are one of the best in the global Capital Goods Industry.

Order booking during FY 15 has been healthy, especially, for product exports and aftermarket services. Orders on hand as on April 1, 2015 increased by 5% versus April 1, 2014, after accounting for 23% of growth in turnover during FY 15. We expect another substantial increase in turnover and profitability on a consolidated basis in the financial year 2016. Our projection for robust order booking in FY 16 is even better, and its achievement will help sustain the projected growth in FY 17 as well.

The Company's Return on Equity at 44% and Return on Capital Employed at 65% are one of the best in the industry, and are as a result of constant focus on value engineering and supply chain cost reduction initiatives. The R&D team continues to bring out 10/12 new models or variants every year, and they cater to the changing needs of our customers, and enable the Company to keep pace with international competitors. Quality and customer satisfaction is a top priority for the Company and is benchmarked to international standards. We are proud of the recognition from domestic and international customers, which is also reflected in the repeat business given to us.

Dividend

The Board of Directors are pleased to recommend a final dividend of ₹ 0.60 per equity share of face value of ₹ 1/- each (60%). The total equity dividend for FY 15, including the interim dividend of ₹ 0.25 per equity share (25%) amounts to ₹ 0.85 per equity share (85%) and the total outgo on account of equity dividend is ₹ 334.83 million including dividend distribution tax.

Subsidiary Companies

The performance of the subsidiary company, GE Triveni Limited (GETL), has been good with GETL achieving profitability for the first time in the current financial year. GETL is having a strong enquiry pipeline and its marketing efforts in focused geographies are expected to achieve sizeable order bookings in the coming years.

During the year, the Company set up international structures to give a boost to the international marketing of its products and services. Accordingly, it has incorporated an international subsidiary, namely, Triveni Turbines Europe Pvt. Ltd. (TTE), domiciled in the UK, on December 23, 2014. Subsequently, TTE acquired 100% equity interest in Triveni Turbines DMCC (TTD) domiciled in Dubai, UAE, effective March 31, 2015. The focused efforts by these subsidiaries will help to target customers effectively.

Accordingly, as on March 31, 2015, the Company had two direct subsidiaries and one step down subsidiary. A statement containing salient features of the financial statement of subsidiaries is provided in **Annexure A** in the prescribed format.

Material Subsidiaries

In accordance with Clause 49 (V)(D) of the Listing Agreement, none of the subsidiaries is a material non listed subsidiary. The Company has formulated a policy for determining material subsidiaries. The policy has been uploaded on the website of the Company at <http://www.triveniturbines.com/key-policies>.

Consolidated Financial Statements

In accordance with the Accounting Standard 21, and provisions of the Companies Act 2013 on Consolidated Financial Statements, your Directors have pleasure in attaching the consolidated financial statements of the Company which form a part of the Annual Report.

Directors' Responsibility Statement

- a) in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a 'going concern' basis;
- e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Governance

A separate report on Corporate Governance is given in **Annexure B** along with the Auditors' statement on its compliance in **Annexure C**.

Related Party Transactions

The Company has formulated a Related Party Transactions Policy which has been uploaded on its website at <http://www.triveniturbines.com/key-policies>. It is the endeavour of the Company to enter into related party transaction on commercial and arms' length basis with a view to optimise the overall resources of the group.

In terms of Section 134(3)(h) of the Companies Act 2013 read with Rule 15 of the Companies (Meetings of Board and its Power Rules) 2014, the particulars of the contracts or arrangements with related parties in the prescribed forms are provided in **Annexure D**.

Risk management Policy and Internal financial controls

The Company has a Risk Management Policy the objective of which is to lay down a structured framework and system to identify potential threats to the organisation and likelihood of their occurrences and then taking appropriate action to address the most likely threats. The Policy recognises that all the risks in the business cannot be eliminated but these could be diluted or minimised through effective mitigation measures, good internal controls and by defining risk limits. Pursuant to the Risk Management Policy, the Company has instituted a comprehensive risk management framework. A Risk committee has been constituted and detailed identification of risks has been carried out along with categorisation thereof based on

their impact on the organisation, its directors and the reputation of the Company. Such categorisation gives the highest weightage to the risks which have the potential to threaten the existence of the Company.

As a part of internal financial controls of the Company, the Company has elaborate and adequate financial controls with respect to timely preparation of reliable financial statements. Apart from the competent and trained manpower, clear cut-off procedures have been defined in respect of accrual of costs/ expenses and revenue recognition which is also largely aided by an efficient ERP system in force. It helps in minimising the manual errors and omissions. Besides subjecting all major items to a detailed scrutiny, the financial statements are also subject to quality overview by qualified finance personnel and are extensively analysed to have proper and adequate reasons for all variances.

Directors and Key Managerial Personnel (KMP)

As per the provisions of the Companies Act, 2013 (Act), Mr. Dhruv M Sawhney will retire by rotation at the ensuing Annual General Meeting (AGM) of the Company and being eligible, seek re-appointment. The Board has recommended his re-appointment.

The Company has received declarations of Independence in terms of Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement from all the Independent Directors.

The appointment of Key Managerial Personnel, namely, Chairman and Managing Director, Vice Chairman and Managing Director, Executive Director, Chief Financial Officer and Company Secretary were taken on record with effect from May 27, 2014 and they continue to hold that office as on this date.

Employees Stock Option

During the year under report, with the exercise of outstanding vested stock options by employees, TTL NSOS stands terminated and the required disclosures in respect thereof are provided in **Annexure E**. During the year, no stock options were issued under TTL ESOP, 2013.

Auditors

At the Annual General Meeting held on August 08, 2014, M/s J.C. Bhalla & Co., Chartered Accountants (JCB), were appointed as Statutory Auditors of the Company for a period of three consecutive years until the conclusion of 22nd Annual General Meeting of the Company. The Company has received letter from JCB that they are eligible for continuation as Statutory Auditors of the Company and consented to continue in office on ratification by the shareholders.

M/s Virmani & Associates, Chartered Accountants (VA), who were appointed as the Branch Auditors of the Company's works at Bengaluru, shall hold office till the conclusion of the ensuing Annual General Meeting of the Company.

The Board recommends the ratification of the appointment of JCB as Statutory Auditors for FY 2015-16 for the entire audit (including the branch audit) of the Company.

Cost Audit

In terms of the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the notifications issued by Ministry of Corporate Affairs, the Cost Audit is applicable to the Company for the FY 16. M/s J.H & Associates, Cost Accountants, Bengaluru have been appointed as Cost Auditor to conduct the audit of cost records of your company for the financial year 2015-16. The Board recommends the ratification of the remuneration to the Cost Auditors.

Secretarial Audit Report

In terms of Section 204 of the Act read with the Companies (Appointment and remuneration of Managerial Personnel) Rules 2014, the Board appointed M/s Sanjay Grover & Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2015. The report on secretarial audit is enclosed in **Annexure F**. The report does not contain any qualification.

Disclosures

Corporate Social Responsibility (CSR)

A CSR policy was formulated by the CSR committee which, on its recommendation, was approved by the Board. The CSR Policy is available on the Company's website at <http://www.triveniturbines.com/key-policies>.

The composition of CSR Committee and Annual Report on CSR Activities as approved by the CSR Committee is provided in **Annexure G** annexed to this report.

Audit Committee

The composition of Audit Committee is provided in the Corporate Governance Report that forms part of this Annual Report.

Vigil Mechanism

The Company has established a vigil mechanism through a Whistle Blower Policy and through the Audit Committee, oversees the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate

safeguards against victimisation of employees and Directors who may express their concerns pursuant to this policy. The Company has also provided a direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of the employees and the Company. The policy is uploaded on the website of the Company at <http://www.triveniturbines.com/key-policies>.

Disclosure under the sexual harassment of women at workplace (prevention, prohibition and redressal) Act 2013

The Company has in place an Anti Sexual Harassment policy in line with the requirements of sexual harassment of women at Work place (Prevention, Prohibition and Redressal) Act 2013. The Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. During the period under review, no complaint was received by the ICC.

Board Meetings

During the year, six board meetings were held, the details of which are given in the Corporate Governance Report that forms part of this Annual Report.

Particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013

The particulars of Loans, guarantees or investments made under the provisions of Section 186 of the Companies Act, 2013 are given in the notes forming part of the financial statements provided in the Annual Report.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with the relevant rules are provided in **Annexure H** to this report.

Personnel

The information as required under Section 197 of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure I**.

The particulars of employees drawing remuneration in excess of limits set out in the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure J**. However, as per the provisions of Section 136 of the Companies Act 2013, the annual report is being sent to all the members of the Company excluding the aforesaid information. The said information is available for inspection by the members at the registered office of the Company up to the date of the ensuing Annual General Meeting. Any member

interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

Deposits

The Company has not accepted any public deposits under Section 73 of the Companies Act,

Extracts of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extracts of the annual return in the prescribed form is annexed as **Annexure K**.

Significant and material orders

There are no significant and material orders passed by the regulators or courts or tribunal impacting the going concern status and Company's operations in future.

Human Resources

The Company is in a technology intensive environment, and the complete team is geared to delivering a technologically superior, value for money and a robust product meeting the highest quality standards. To meet this objective, the Company has state of the art manufacturing facilities, and innovative and highly motivated teams to undertake the marketing, value engineering, R&D, order execution and after sales service functions.

The Company's learning centre provides facilities for Company's employees at all levels to be trained regularly and keep abreast of market developments. The learning centre conducts a number of programmes on product familiarisation, skill building and leadership. The Company has an effective performance appraisal system which drives employees to achieve their stated KRAs and targets. During the year, the attrition rate was contained at 5.7% and each employee including workmen received an average training of 3.2 man days.

Policy on Directors' appointment and remuneration

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board is annexed as **Annexure L** to this report.

Board Evaluation Mechanism

Pursuant to the provisions of Companies Act 2013 and Clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, those of directors individually as well as evaluation of its committees. The evaluation criteria as defined in the Nomination and

Remuneration Policy of the Company, covered various aspects of Board such as, composition, performance of specific duties, obligations and governance.

The performance of individual directors was evaluated on parameters, such as, number of meetings attended, contribution in the growth and formulating the strategy of the Company, independence of judgement, safeguarding the interest of the Company and minority shareholders, time devoted apart from attending the meetings of the Company etc. The directors expressed their satisfaction with the evaluation process.

Appreciation

Your directors wish to take the opportunity to express their sincere appreciation to our customers, suppliers, shareholders, employees, the Central and Karnataka Government, financial institutions, banks and all other stakeholders for their whole-hearted support and co-operation. Your Directors also wish to record their appreciation for the continued co-operations and support received from the Joint Venture partner.

We look forward to their continued support and encouragement.

For and on behalf of the Board of Directors

Place: Noida (U.P.)

Date: May 6, 2015

Dhruv M. Sawhney

Chairman and Managing Director

Annexure-A

Statement containing salient features of the financial statement of Subsidiaries/ Associate companies/ Joint ventures

₹ Million

| Name of the subsidiary | GE Triveni Ltd. (GETL) | Triveni Turbines Europe Pvt. Ltd. (TTE) | Triveni Turbines DMCC (TTD) |
|--|------------------------|---|-------------------------------|
| Place of incorporation | India | United Kingdom | United Arab Emirates |
| Date of incorporation / acquisition | 28.05.2010 | 23.12.2014 | 31.03.2015 |
| 1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period | NA | From 23.12.2014 to 31.03.2015 | From 31.03.2015 to 31.03.2015 |
| 2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | NA | GBP GBP=INR 91.62 | AED AED = INR 16.95 |
| 3. Share capital | 160.00 | 4.58 | 0.85 |
| 4. Reserves & surplus | (25.10) | (1.47) | (4.02) |
| 5. Total assets | 1132.77 | 9.84 | 0.59 |
| 6. Total Liabilities | 997.87 | 7.57 | 3.76 |
| 7. Investments | 168.97 | *0.84 | — |
| 8. Turnover | 694.26 | 5.08 | — |
| 9. Profit before taxation | 39.92 | (1.47) | (4.02) |
| 10. Provision for taxation | (13.93) | — | — |
| 11. Profit after taxation | 53.85 | (1.47) | (4.02) |
| 12. Proposed Dividend | Nil | Nil | Nil |
| 13. % of shareholding | 50%+1 share | 100% | 100% |

(*) in the equity share capital of TTD

Notes:

1. *The Company does not have any Associate or Joint Venture Company. However, GE Triveni Ltd., a joint venture with General Electric Inc., is a subsidiary of the Company.*
2. *TTD, a wholly owned subsidiary of TTE, is yet to commence business operations.*

For and on behalf of the Board of Directors

Deepak Kumar Sen
General Manager & CFO

Dhruv M. Sawhney
Chairman & Managing Director

Rajiv Sawhney
Company Secretary

Amal Ganguli
Director & Chairman Audit Committee

Place: Noida (U.P.)
Date: May 6, 2015

Annexure-B

Corporate Governance Report

Company's Philosophy on code of Governance

Your Company is of the belief that sound Corporate Governance is vital to enhance and retain stakeholders' trust. Good Governance underpins the success and integrity of the organisation, institutions and markets. It is one of the essential pillars for building efficient and sustainable environment, system and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal expectation. Your Company is committed to the adoption of best governance practices and its adherence in the true spirit at all times and envisages the attainment of a high level of transparency and accountability in the functioning of the Company and conduct of its business internally and externally.

In line with the above philosophy, your Company continuously strives for excellence through adoption of best governance and disclosure practices. The Company recognises that good governance is a continuing exercise and thus reiterates its commitment to pursue highest standard of Corporate Governance in the overall interest of its stakeholders.

Your Company is conscious of the fact that the success of a company is reflection of the professionalism, conduct and ethical values of its management and employees.

In addition to the compliance with the regulatory requirements as per Clause 49 of the Listing Agreement, your Company's endeavours to ensure that the highest standard of ethical and responsible conduct are met throughout the organisation.

I Board of Directors ("Board")

The Company is managed and guided by the Board of Directors. The Board formulates the strategy and regularly reviews the performance of the Company. The Board has been entrusted with the requisite powers, authorities and duties to enable it to discharge its responsibilities and provide effective leadership to the Business.

The Company has an optimum combination of Executive, Non-Executive and Independent Directors who are eminent persons with professional expertise and valuable experience in their respective areas of specialisation and bring a wide range of skills and experience to the Board.

The Chairman and Managing Director of the Company

provides vision and leadership for achieving the approved strategic plan and business objectives. He presides over the Board and the Shareholders' meetings. The Chairman and Managing Director with the support of the Vice Chairman and Managing Director, Executive Director and Senior Executives oversees the operations of the Company.

As on the date of this report the Board comprises of 8 (Eight) Directors, which include 4 (four) Non-Executive Independent Directors including one Women Director, 1 (one) Non-Executive Non Independent Director and 3 (three) Executive Directors. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed Companies. The composition of the Board is in line with clause 49 of the Listing Agreement.

Independent Directors

The shareholders at the 19th Annual General Meeting held on August 8, 2014 approved appointment of all the Independent Directors to hold office for a term upto three to five consecutive years. The Company issued letter of appointment to all the Independent Directors as per Schedule IV to the Companies Act, 2013 and the terms and conditions of their appointment have been disclosed on the website of the Company (weblink <http://www.triveniturbines.com/key-policies>).

The Company has a familiarisation programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The definition of independence of directors is derived from Clause 49 of the Listing Agreement executed with the stock exchanges. All the Independent Directors of the Company made declaration to the Company regarding their independence status. All such declarations were placed before the Board.

None of the Directors on the Board is a member on more than 10 Committees, and Chairman of more than 5 Committees across the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

Meetings of the Board

The Board of Directors met six times during the financial year 2014-15 ended on March 31, 2015. Board Meetings were held on May 27, 2014, August 11, 2014, September 8, 2014, November 12, 2014, December 16, 2014 and February 10, 2015.

The maximum gap between any two Board Meetings was less than one hundred twenty days. During the year, separate meeting of the Independent Directors was held on March 18, 2015 without the attendance of non-independent directors and members of the management. All the Independent Directors attended the said meeting.

The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. The Board reviewed compliance reports prepared by the Company on quarterly periodicity.

Composition of Board

The composition of the Board of Directors, their attendance at the Meetings during the year and at the last Annual General Meeting as also the detail with regard to outside Directorships and committee positions are as under:-

| Name of Director and DIN | No. of Board Meeting attended (Total Meetings held: 6) | Attendance at last AGM | No. of other Directorships ### | No. of Committee positions held in other companies #### | |
|--|---|------------------------|--------------------------------|---|--------|
| | | | | Chairman | Member |
| Mr. Dhruv M. Sawhney # Chairman & Managing Director DIN-00102999 | 5 | Yes | 5 | 1 | Nil |
| Mr. Nikhil Sawhney # Vice Chairman and Managing Director DIN-00029028 | 6 | Yes | 3 | Nil | 1 |
| Mr. Tarun Sawhney # DIN-00382878 | 5 | Yes | 3 | Nil | 2 |
| Mr. Arun Prabhakar Mote ## Executive Director DIN-01961162 | 4 | Yes | 1 | Nil | Nil |
| Lt. Gen. K.K. Hazari (Retd.)### DIN-00090909 | 4 | Yes | 3 | 2 | 1 |
| Mr. Amal Ganguli DIN-00013808 | 3 | No | 7 | 5 | 2 |
| Mr. Shekhar Datta ## DIN-00045591 | 5 | Yes | 4 | 2 | 2 |
| Dr. (Mrs) Vasantha S Bharucha DIN-02163753 | 6 | Yes | 2 | Nil | Nil |

Mr. Tarun Sawhney and Mr. Nikhil Sawhney are sons of Mr. Dhruv M. Sawhney, Chairman & Managing Director of the Company and are thus related.

Lt. Gen K.K. Hazari (Retd), Mr. Shekhar Datta and Mr. Arun Prabhakar Mote participated in the meeting on 16.12.2014 through Audio conference.

Excludes Directorships in Indian Private Limited Companies, Foreign Companies, Firms, Partnerships including LLPs, Section 8 Companies and membership of various Chambers and other non-corporate organisations.

The committees considered for the purpose are those prescribed under Clause 49 of the Listing Agreement i.e. Audit Committee and Stakeholders' Relationship Committee of public limited companies.

Board Functioning and procedure

- **Board Meeting Frequency and circulation of Agenda papers:**

The Board and its Committees meet at regular intervals for discussion on agenda circulated well in advance by the Company. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meeting. Where it is not practical to attach or send the relevant information as a part of agenda papers, the same are tabled at the Meeting. To meet the business exigencies or urgent matters the resolutions are passed by the Directors by Circulation.

- **Presentations by the Management:** The senior management of the Company is invited at the Board meetings to make presentations covering performance of the businesses of the Company, Strategy and Business Plans and to provide clarifications as and when necessary.

- **Access to Employees:** The Directors bring an independent perspective on the issues deliberated by the Board. They have complete and unfettered access to any information of the Company and to any employee of the Company.

- **Availability of Information to Board members include:**

- Performance of business, business strategy going forward, new initiatives being taken/proposed to be taken and business plans of the Company.
- Annual operating plans and budgets including capital expenditure budgets and any updates.
- Quarterly results of the Company.
- Minutes of the meetings of the committees of the Board.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in the financial obligations to and by the Company, or substantial non-payment for goods sold / services provided by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.

- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non payment of dividend, delay in share transfer etc.
- Statutory compliance report of all laws applicable to the Company.
- Details of the transactions with the related parties.
- General notices of interest of directors.
- Appointment, remuneration and resignation of Directors.

- **Post Meeting follow up mechanism:** The important decisions taken by the Board/Committee(s) at its meetings are promptly communicated to the concerned departments/divisions. Action taken report on the decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/ Committee for information and review by the Board/Committee.

- **Appointment/ Re-appointment of Directors:** The information/details pertaining to Directors seeking re-appointment in ensuing Annual General Meeting (AGM), is provided in the notice for the AGM.

II Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and are constituted to deal with specific areas/activities which concern the Company and are considered to be performed by members of the Board. The Board supervises the execution of its responsibilities by the committees and is responsible for their action. The minutes of the meetings of all the committees are placed

before the Board. The Board committees can request special invitees to join the meeting as appropriate. The Board has currently constituted the following committees with adequate delegation of powers to discharge business of the Company:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

Details of the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:

1. Audit Committee

The Committee comprises of four Directors which include three Non-Executive Independent Directors and one Executive Director of the Company. The Chairman of the Committee is an Independent Director. The constitution and terms of reference of the Audit Committee meet the requirements of Clause 49 of the Listing Agreement read with the relevant provisions of the Companies Act, 2013. The Company Secretary is the Secretary to the Audit Committee.

Meetings and Attendance

The Audit Committee met six times during financial year 2014-15 ended on March 31, 2015 on May 26, 2014, August 11, 2014, September 8, 2014, November 11, 2014, February 10, 2015 and March 18, 2015. The maximum gap between any two meetings was less than four months. The attendance of each Committee Member is as under:-

| Name of the Members | No. of meetings | |
|-----------------------------------|-----------------|----------|
| | Held | Attended |
| Mr. Amal Ganguli, Chairman* | 6 | 5 |
| Lt. Gen. K.K. Hazari (Retd.)** | 6 | 4 |
| Mr. Nikhil Sawhney | 6 | 6 |
| Dr. (Mrs) Vasantha S. Bharucha*** | 5 | 5 |

*Designated as Chairman w.e.f. 6.5.2015

**Step-down as Chairman w.e.f. 6.5.2015

***Appointed as member w.e.f. 27.5.2014

The Chairman of the Audit Committee attended the AGM held on August 8, 2014 to answer the shareholders query.

The broad terms of reference of the Committee include:-

- (i) Reviewing the Company's financial reporting process and its financial statements.
- (ii) Reviewing the accounting and financial policies and practices and compliance with applicable accounting standards.
- (iii) Reviewing the efficacy of the internal control mechanism, monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- (iv) Reviewing reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.
- (v) Examining accountancy and disclosure aspects of all significant transactions.
- (vi) Reviewing with management the quarterly, half yearly & annual financial statements including review of qualifications, if any, in the audit report before submission to the Board for approval.
- (vii) Recommending appointment of Statutory and internal auditors and fixation of audit fees.
- (viii) Seeking legal or professional advice, if required.
- (ix) Approval or any subsequent modifications of transactions of the Company with related parties.
- (x) Scrutiny of Inter-Corporate loans and investments.
- (xi) Valuation of undertakings or assets of the Company, wherever required.

2. Nomination & Remuneration Committee

The Chairman of the Committee is a Non-Executive Independent Director. The Committee comprises of the following Directors:

- (i) Mr. Shekhar Datta, Chairman
- (ii) Lt. Gen. K. K. Hazari (Retd.)
- (iii) Mr. Amal Ganguli
- (iv) Mr. Tarun Sawhney

The constitution and term of reference of the Nomination and Remuneration Committee (NRC) meet the requirements of Clause 49 of the Listing Agreement read with the relevant provisions of the Companies Act, 2013.

Meetings and Attendance

During the financial year ended on March 31, 2015, the committee met two times i.e. on May 26, 2014 and August 11, 2014. The composition and attendance record of each Committee Member is as under:-

| Name of the Members | No. of meetings | |
|------------------------------|-----------------|----------|
| | Held | Attended |
| Lt. Gen. K.K. Hazari (Retd.) | 2 | 2 |
| Mr. Amal Ganguli | 2 | 2 |
| Mr. Tarun Sawhney | 2 | 1 |
| Mr. Shekhar Datta | 2 | 2 |

The broad terms of reference of the Committee are:

- To identify persons who are qualified to become Directors (Executive, Non Executive and Independent Directors) and who may be appointed in senior management in accordance with the criteria laid down,
- To recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors (Executive, Non Executive and Independent Directors), key managerial personnel and other employees.
- Plan for succession of Board members and Key Managerial Personnel;
- Devising a policy on Board diversity;
- Formulate and administer the Company's Employee Stock Option Scheme from time to time in accordance with SEBI guidelines; and
- To review the adequacy of aforesaid terms of reference and recommend any proposed change to the Board for its approval.

Remuneration Policy

In terms of the provisions of the Companies Act, 2013 and the listing agreement the Board of Directors of the Company has adopted Nomination and Remuneration Policy for nomination and remuneration of Directors, KMP and Senior Management.

The objective and broad framework of the Remuneration Policy is to lay down criteria and terms and conditions for appointment of Directors (Executive and Non-Executive), Senior

and Key Managerial personnel; evaluation of their performance; provision of reward linked to efforts, performance, dedication and achievements of these personnel relating to the Company's operations; retaining, motivation and promoting talent so as to ensure long term sustainability of talented managerial persons and to create competitive advantage. The Nomination and Remuneration Committee recommends the remuneration of Directors and Key Managerial Personnel, which is approved by the Board of Directors, subject to the approval of shareholders, wherever necessary.

Performance Evaluation

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Directors based on the indicators provided in the Remuneration Policy. The Chairman and Managing Director, Vice Chairman and Managing Director and the Executive Directors evaluates the Senior Management Personnel, including KMPs considering the competencies/indicators provided in the Remuneration policy.

Remuneration to Executive Directors

The remuneration to the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board and after approval by the Board, the same is put up for the Shareholders approval. Executive Directors do not receive any sitting fees for attending the Board and Committee meetings.

During the financial year 2014-15, the Company had three (3) Executive Directors viz. Mr. Dhruv M. Sawhney, Chairman & Managing Director (CMD), Mr. Nikhil Sawhney, Vice Chairman & Managing Director (VCMD) and Mr. Arun Prabhakar Mote, Executive Director (ED).

The details of remuneration paid/payable to CMD, VCMD & ED during the financial year 2014-15 are as under:

(₹ In million)

| Name of the Executive Director | Mr. Dhruv M. Sawhney CMD | Mr. Nikhil Sawhney VCMD | Mr. Arun Prabhakar Mote ED |
|----------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Service Period | 10.05.2011 to 09.05.2016 | 10.05.2011 to 09.05.2016 | 01.11.2014 to 31.10.2016 |
| Salary | 24.64 | 19.20 | 14.95 |
| Performance Bonus/Commission | -- | 3.10 | 2.30 |
| Contribution to PF & other funds | 1.85 | 3.24 | 1.73 |
| Other perquisites | 1.64 | 2.20 | 1.41* |
| Total | 28.13 | 27.74 | 20.39 |

*Includes perquisite value of ₹ 0.54 million in respect of stock options exercised during the year.

Mr. Dhruv M. Sawhney has ceased to draw remuneration from this Company (in his capacity as Chairman and Managing Director of the Company) effective March 1, 2015 in view of his employment with the foreign step-down subsidiary namely, Triveni Turbines DMCC, Dubai to internationalise the business of the Group.

In addition, Mr. Dhruv M. Sawhney, being also the Chairman and Managing Director of Triveni Engineering and Industries Ltd., has also received remuneration from that Company during the year. However, the compensation received by him from both the companies is within the overall ceiling prescribed under the Companies Act, 2013 and in accordance with the approval of the Board and the shareholders of the Company.

During the year, the Company has not issued any stock option to its Directors including Independent Directors under its ESOP Schemes. However, the Company had made allotment of equity shares to Mr. Arun Prabhakar Mote, ED on exercise of options granted to him earlier, details of which has been provided in Annexure E to the Directors' Report.

Remuneration to Non-Executive Directors

The Company pays sitting fee to its Non-Executive Directors for attending the meetings of the Board and its Committees. In addition to the sitting fees, the Company pays commission to its Non-Executive Directors within the limits approved by the shareholders of the Company. The said commission is decided by the Board and distributed to Non-Executive Directors based on their contribution during Board/Committee meetings, as well as time spent on operational/ strategic matters other than at meetings. The details of the remuneration paid during the financial year 2014-15 to Non-Executive Directors are as under:-

| Name of the Non-Executive Director | Sitting Fees for the year ended March 31, 2015 (₹ In million) | Commission for the year ended March 31, 2015 (₹ In million) | No. of shares held as on March 31, 2015 |
|------------------------------------|---|---|---|
| | | | |
| Mr. Tarun Sawhney | 0.29 | 1.20 | 14,266,775 |
| Lt. Gen. K.K. Hazari (Retd.) | 0.42 | 1.20 | - |
| Mr. Amal Ganguli | 0.49 | 1.20 | - |
| Mr. Shekhar Datta | 0.29 | 1.20 | 10,000 |
| Dr. (Mrs) Vasantha S. Bharucha | 0.61 | 1.20 | - |

*No sitting fee or commission for the FY 15 was paid to Mr. K.N. Shenoy who resigned from the Board of the Company with effect from May 08, 2014

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company, its promoters and its senior management, its subsidiaries and associate companies except for the payment of remuneration as stated above. Lt. Gen. K.K. Hazari (Retd.) and Mr. Shekhar Datta are also on the Board of Directors of Triveni Engineering & Industries Ltd., one of the promoter company, and have received sitting fees as a Director/Committee member from that Company.

3. Stakeholders' Relationship Committee

The Chairman of the Committee is a Non-Executive Independent Director. The Committee comprises of following Directors, namely.

- (i) Lt. Gen. K. K. Hazari (Retd.) (Chairman)
- (ii) Mr. Nikhil Sawhney
- (iii) Mr. Tarun Sawhney

The Company Secretary is the Compliance Officer of the Company.

Meetings and Attendance

The Committee met four times during the financial year 2014-15 ended on March 31, 2015 on May 26, 2014, August 11, 2014, November 11, 2014 and February 6, 2015. The composition and attendance record of each Committee Member is as under:-

| Name of the Members | No. of meetings | |
|-------------------------------|-----------------|----------|
| | Held | Attended |
| Lt. Gen. K. K. Hazari (Retd.) | 4 | 3 |
| Mr. Nikhil Sawhney | 4 | 4 |
| Mr. Tarun Sawhney* | 3 | 2 |

*Appointed as member w.e.f. 27.5.2014

Function and term of reference:

The Committee is authorised to look into and review the actions for redressal of security holders grievances such as non-receipt of transferred/ transmitted share certificates/ annual report/ refund orders/ declared dividend etc. as also to review the reports submitted by the Company Secretary relating to approval / confirmation of requests for share transfer/ transmission/ transposition/ consolidation/ issue of duplicate share certificates/ sub-division, remat, demat of shares etc. from time to time.

Complaints received / resolved

During the financial year 2014-2015 ended on March 31, 2015 the Company has received 7 complaints from the various shareholders/ investors. All of them were resolved/ replied suitably by furnishing the requisite information/ documents. Number of Complaints received during the year as a percentage of total number of members as on March 31, 2015 is 0.024%.

Pending Complaint/Share Transfers

There was no investor complaint pending for redressal as on March 31, 2015. Further there was no pending share transfers and requests for dematerialisation as on that date.

4. Corporate Social Responsibility Committee

The Chairperson of the Committee is a Non Executive Independent Director. The Committee comprises following Executive and Non Executive Independent Directors:-

- (i) Dr. (Mrs) Vasantha S. Bharucha, Chairperson
- (ii) Mr. Nikhil Sawhney
- (iii) Mr. Tarun Sawhney
- (iv) Mr. Arun Prabhakar Mote

Meetings and Attendance

The Committee met two times during the financial year 2014-15 ended on March 31, 2015 on August 8, 2014 and

January 30, 2015. The composition and attendance record of each Committee Member is as under:-

| Name of the Members | No. of meetings | |
|---|-----------------|----------|
| | Held | Attended |
| Dr. (Mrs) Vasantha S. Bharucha, Chairperson | 2 | 2 |
| Mr. Nikhil Sawhney | 2 | 2 |
| Mr. Tarun Sawhney | 2 | 2 |
| Mr. Arun Prabhakar Mote | 2 | 1 |

Function and term of reference:

In accordance with the provisions of Companies Act, 2013, the Committee is authorised to formulate and recommend to the board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013; recommend amounts to be spent on these activities; review the Company's CSR policy periodically and monitor the implementation of the CSR projects by instituting a structured and effective monitoring mechanism

Other Functional Committees

Operations Committee

Apart from the above statutory committees, the Board of Directors has constituted an Operations Committee comprising of four (4) Directors to oversee routine items that are in the normal course of the business. The Board of Directors have delegated certain powers to this Committee to facilitate the working of the Company.

III General Body Meetings

Particulars of the last three Annual General Meetings are as follows:

| Year | Date & Day | Location | Time | Special Resolution |
|---------|----------------------------|--|----------|---|
| 2013-14 | August 08, 2014 Friday | Expo Centre, A-11, Sector-62, NH-24, Noida-201301 | 10:30 am | <ol style="list-style-type: none"> Approval to the re-appointment of Mr. Arun Prabhakar Mote as a Whole time Director of the Company (Designated as Executive Director) for a period of 2 years w.e.f November 1, 2014 and payment of remuneration. Approval for continuance of holding of office by Chairman and Managing Director, Mr. Dhruv M. Sawhney, for the remaining period of his tenure as a Director liable to retire by rotation. Alteration of Articles of Association by insertion/ substitution of certain clauses. |
| 2012-13 | August 1, 2013 Thursday | Expo Centre, A-11, Sector-62, NH-24, Noida-201301 | 10.30 am | <ol style="list-style-type: none"> Approval to the appointment of Mr. Arun Prabhakar Mote as a Whole time Director of the Company (Designated as Executive Director) and payment of remuneration with effect from November 1, 2012. Issuance of further securities/ stock options under Triveni Turbine Limited ESOP 2013. |
| 2011-12 | July 16, 2012, Monday | Expo Centre, A-11, Sector-62, NH- 24, Noida-201301 | 11:00 am | None |

There was no Extra-Ordinary General Meeting held during the financial year 2014-15 ended on March 31, 2015.

Postal Ballot

a. Details of the special/ordinary resolutions passed by the Company through postal ballot:

During the financial year 2014-15 ended on March 31, 2015, no special/ordinary resolutions passed by the Company through postal ballot.

b. Whether any special resolution is proposed to be conducted through postal ballot and the procedure thereof:

The Company proposes to seek shareholders' approval by way of special resolutions relating to exercising of borrowing powers and creation of charge/mortgage on Company's assets to secure such borrowing by the Board of Directors and amendments to the Objects Clause and the Liability Clause of the Memorandum of Association through the process of Postal Ballot (including e-voting) in accordance with the procedure laid down under the applicable provisions of the Companies Act, 2013 and the listing agreement. The result of the postal ballot, as and when declared, will be displayed on the Company's website, besides communicating to the stock exchanges, where the Company's equity shares are listed.

IV Other Disclosures

• **Related Party Transactions**

None of the transactions with any of the related parties was in conflict with the interest of the Company. Detail of the transactions between the Company and its related parties during FY 15 are given in the Note No. 43 to the financial statements and the detail of material contract and arrangement with the related parties are given in the Annexure-D to the Directors Report in the prescribed Form No. AOC 2.

• **Disclosures of Accounting Treatment**

No treatment different from that prescribed in Accounting Standards has been followed by the Company.

• **Risk Management**

To ensure that executive management controls risks by means of a properly defined framework, the Company has a Risk Policy and has a structured mechanism to review risks and their mitigation. Further a detailed note on risk management is given in the Financial Review section of Management's Discussion and Analysis. The Company has laid down adequate procedures to update the Board Members about risk evaluation and risk mitigation.

• **Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory**

authorities or any matter related to capital markets.

The Company has complied with all the requirements of the Stock Exchanges/the Regulations and guidelines of SEBI and other Statutory Authorities on all matters relating to capital markets. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during the last three years.

• **Code for prevention of Insider Trading**

The Company has instituted code on prevention of insider trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down the guidelines which advise on procedures to be followed and disclosures to be made, while dealing in shares of the Company and the consequences of the non-compliances.

• **Whistle Blower Policy and Affirmation that no personnel has been denied access to the Audit Committee**

The Company has established a vigil mechanism through a Whistle Blower Policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimisation of director(s) / employee(s) who express their concerns and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no personnel was denied access to the Audit Committee.

• **Code of conduct for Directors and Senior Executives**

The Company has laid down a Code of Conduct for all Board Members and the Senior Executives of the Company. The Code of conduct is available on the Company's website www.triveniturbines.com. The code of conduct was circulated to all the members of the Board and senior management personnel and they have affirmed their compliance with the said code of conduct for the financial year ended March 31, 2015. A declaration to this effect signed by the Chairman & Managing Director is given below:

**To the Shareholders of Triveni Turbine Ltd.
Sub.: Compliance with Code of Conduct**

I hereby declare that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.

Date: May 6, 2015

Place: Noida

Dhruv M. Sawhney

Chairman and Managing Director

CEO/CFO Certification

The Chairman and Managing Director, Executive Director and General Manager & CFO have certified to the Board of Directors, inter-alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under Clause 49 (IX) of the listing agreement, for the year ended March 31, 2015. The said certificate forms part of the Annual Report.

Subsidiaries Companies

During the year, the Company has incorporated an international subsidiary i.e. Triveni Turbines Europe Pvt. Ltd. (TTE), domiciled in the UK, on December 23, 2014. Subsequently, TTE acquired 100% equity interest in Triveni Turbines DMCC (TTD) domiciled in Dubai, UAE, effective March 31, 2015. Besides the Company has GE Triveni Limited an unlisted Indian subsidiary company, wherein the Company holds 50% plus one equity share. None of these subsidiaries are "Material Non-Listed Subsidiary" in terms of Clause 49 of the Listing Agreement. The Company regularly places before the Board minutes of the subsidiaries Company. Accordingly, as on March 31, 2015, the Company had two direct subsidiaries and one step down subsidiary.

Training of Board/Committee Members

The Board/Committee members are provided with the necessary documents/brochures, reports and internal policies, codes of conduct to enable them to familiarise with the Company's procedure and practices. Directors are regularly updated on performance of the business of the Company, business strategy going forward and new initiative being taken/proposed to be taken by the Company through presentation. Factory visits are organised from time to time for the Directors.

V. Details of compliance with mandatory requirement and adoption of the non-mandatory requirement of this clause

The details of mandatory requirements are mentioned in this Report and adoption of the non-mandatory requirement is as under:

Audit Qualification

It is always the Company's endeavour to present unqualified financial statements.

VI Means of Communication

(a) **Quarterly Results:** The Unaudited quarterly/ half yearly financial results and the annual audited financial results of the Company were published in leading National English and Hindi newspapers and displayed on the website of the Company at www.triveniturbines.com and the same were also sent to all the Stock Exchanges where the equity shares of the Company are listed. The Investor's brief were also sent to Stock Exchanges.

- (b) **Website www.triveniturbines.com:** Detailed information on the Company's business and products; quarterly/half yearly/nine months and annual financial results, Investor brief and the quarterly distribution of Shareholding are displayed on the Company's website.
- (c) **Teleconferences and Press conferences, Presentation etc.:** The Company held quarterly Investors Teleconferences and Press Conferences for the investors of the Company after the declaration of the Quarterly/ Annual Results. The Company made presentations to institutional investors/analysts during the period which are available on the Company's website.
- (d) **Exclusive email ID for investors:** In terms of Clause 47 (f) of the Listing Agreement, the Company has designated the email id shares.ttl@trivenigroup.com exclusively for investor servicing, and the same is prominently displayed on the Company's website www.triveniturbines.com. The Company strives to reply to the Complaints within a period of 6 working days.
- (e) **Annual Report:** Annual Report contains inter-alia Audited Annual Accounts, Consolidated Financial Statement, Directors' Report, Auditors' Report. The Management Perspective, Business Review and Financial Highlights are also part of the annual report.
- (f) **The Management Discussion & Analysis:** The Management Discussion & Analysis Report forms part of the Annual Report.
- (g) **Intimation to Stock Exchanges:** The Company intimates stock exchanges all price sensitive information or such other information which in its opinion are material & of relevance to the shareholders. The Company also submits electronically various compliance reports/statements periodically in accordance with the provisions of the Listing Agreement on NSE and BSE's Electronic Filing Systems.

VII General Shareholder Information

(a) General Information

| | |
|---|--|
| Annual General Meeting | |
| Date & Day | : August 6, 2015 |
| Time | : 11.00 a.m. |
| Venue | : Expo Centre, A-11, Sector - 62, N.H. 24, Noida - 201 301 |
| Dates of Book Closure for payment of final dividend | : Tuesday, August 4, 2015 to Thursday, August 6, 2015 (both days inclusive). |
| Dividend Payment Date | : On or before August 25, 2015. |
| Financial Year | : April to March |

(b) Financial Calendar (tentative & subject to change)

| | |
|---|--------------------------|
| Financial Reporting for the 1 st Quarter ending June 30, 2015 | By mid of August, 2015 |
| Financial Reporting for the 2 nd Quarter ending September 30, 2015 | By mid of November, 2015 |
| Financial Reporting for the 3 rd Quarter ending December 31, 2015 | By mid of February, 2016 |
| Financial Reporting for the Annual Audited Accounts ending March 31, 2016 | By the end of May, 2016 |

(c) Unclaimed Dividend

During the financial year 2014-15 no amount was required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government under Section 205C of the Companies Act, 1956. The dividends which remain unclaimed for 7 years will be transferred by the Company to the said IEPF on the due dates as given hereunder:

| Financial Year/Period | Whether Interim/Final | Date of declaration of dividend | Due date for transfer to IEPF |
|-----------------------|----------------------------------|---------------------------------|-------------------------------|
| 2011-12 | 1 st interim dividend | 27.10.2011 | 26.10.2018 |
| 2011-12 | 2 nd interim dividend | 13.01.2012 | 12.01.2019 |
| 2011-12 | Final dividend | 16.07.2012 | 15.07.2019 |
| 2012-13 | Interim dividend | 29.10.2012 | 28.10.2019 |
| 2012-13 | Final Dividend | 01.08.2013 | 31.07.2020 |
| 2013-14 | Interim Dividend | 06.11.2013 | 05.11.2020 |
| 2013-14 | Final Dividend | 08.08.2014 | 07.08.2021 |
| 2014-15 | Interim Dividend | 08.09.2014 | 07.09.2021 |

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issuance of duplicate warrant(s) by writing to the Company confirming non-encashment/non-receipt of dividend warrant(s).

(d) Outstanding GDR/ADR or Warrants

As on date there are no Global Depository Receipts (GDR), American Depository Receipt (ADR), Warrants or any other instrument.

(e) Listing on Stock Exchanges

The Company's equity shares are listed at the following Stock Exchanges:

| Sl. No. | Name and Address of Stock Exchanges | Stock Code |
|---------|--|------------|
| 1. | BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 023. | 533655 |
| 2. | National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, G Block, Bandra (E) Mumbai – 400 051. | TRITURBINE |

The Company has paid the listing fees for the Financial Year 2015-2016 to both the aforesaid Stock Exchanges.

(f) Distribution of Equity Shareholding as on March 31, 2015

| Group of Shares | Number of Shareholders | % to total Shareholders | Number of Shares held | % to Total Shares |
|-----------------|------------------------|-------------------------|-----------------------|-------------------|
| 1-500 | 26204 | 91.26 | 2759415 | 0.84 |
| 501-1000 | 1141 | 3.97 | 889983 | 0.27 |
| 1001-2000 | 640 | 2.23 | 947943 | 0.29 |
| 2001-3000 | 203 | 0.71 | 520291 | 0.16 |
| 3001-4000 | 96 | 0.33 | 336614 | 0.10 |
| 4001-5000 | 82 | 0.29 | 385798 | 0.12 |
| 5001-10000 | 123 | 0.43 | 941079 | 0.28 |
| 10001 & above | 225 | 0.78 | 323191027 | 97.94 |
| Total | 28714 | 100.00 | 329972150 | 100.00 |

(g) Shareholding Pattern of Equity Shares as on March 31, 2015

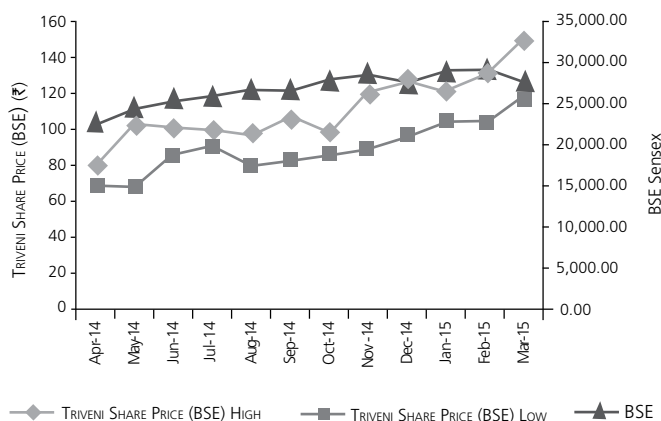
| Category | Number of Shares held | Shareholding % |
|---|-----------------------|----------------|
| Indian Promoters | 231004533 | 70.01 |
| Mutual Funds/UTI | 12748158 | 3.86 |
| Banks, Financial Institutions, Insurance Cos. | 14321 | 0.00 |
| FII's | 60749521 | 18.41 |
| Foreign Portfolio Investor | 2815615 | 0.85 |
| Bodies Corporate | 5601932 | 1.70 |
| Indian Public(*) | 15626765 | 4.74 |
| NRIs/OCBs | 1259675 | 0.38 |
| Others – Clearing Members & Trust | 151630 | 0.05 |
| Total | 329972150 | 100.00 |

(*) Includes 109650 equity shares held by directors and their relatives.

(h) Stock Price Data: Financial Year 2014-15

During the year under report, the trading in Company's equity shares was from 1st April 2014 to 31st March, 2015. The high low price during this period on the BSE and NSE was as under:-

| Month | Bombay Stock Exchange (BSE) (in ₹) | | National Stock Exchange (NSE) (in ₹) | |
|-----------------|---------------------------------------|--------|---|--------|
| | High | Low | High | Low |
| April, 2014 | 79.65 | 67.30 | 79.75 | 68.10 |
| May, 2014 | 103.00 | 68.00 | 103.00 | 68.60 |
| June, 2014 | 101.80 | 85.60 | 101.40 | 85.00 |
| July, 2014 | 100.00 | 90.10 | 100.00 | 90.10 |
| August, 2014 | 96.85 | 80.60 | 97.85 | 81.25 |
| September, 2014 | 105.60 | 83.00 | 105.40 | 83.00 |
| October, 2014 | 98.00 | 85.25 | 97.75 | 85.30 |
| November, 2014 | 120.00 | 89.00 | 120.00 | 89.10 |
| December, 2014 | 125.95 | 95.05 | 125.00 | 95.30 |
| January, 2015 | 120.50 | 104.00 | 120.35 | 103.65 |
| February, 2015 | 131.00 | 104.25 | 127.55 | 104.00 |
| March, 2015 | 137.90 | 119.20 | 151.75 | 118.35 |

(i) Stock Performance Graph**(j) Dematerialisation of Shares & Liquidity**

The Company's equity shares are compulsorily traded in the electronic form. The Company has entered into an Agreement with NSDL and CDSL to establish electronic connectivity of its shares for scripless trading. Both NSDL & CDSL have admitted the Company's equity share on their system.

The system for getting the shares dematerialised will be as under:

- Share Certificate(s) along with Demat Request Form (DRF) will be submitted by the shareholder

to the Depository Participant (DP) with whom he/she has opened a Depository Account.

- DP will process the DRF and generates a unique number DRN.
- DP will forward the DRF and share certificates to the Company's Registrar and Share Transfer Agent.
- The Company's Registrar and Share Transfer Agent after processing the DRF will confirm or reject the request to the Depositories.
- Upon confirmation, the Depository will give the credit to shareholder in his/her depository account maintained with DP.

As on March 31, 2015, 99.94% of total equity share capital of the Company were held in dematerialised form. The ISIN allotted in respect of equity shares of ₹ 1/- each of the Company by NSDL/CDSL is INE152M01016. Confirmation in respect of the requests for dematerialisation of shares is sent to NSDL and CDSL within the stipulated period.

(k) Share Transfer System

The Company's share transfer authority has been delegated to the Company Secretary/ Registrar and Transfer Agent M/s Alankit Assignments Ltd. who generally approves and confirm the request for share transfer/ transmission/ transposition/ consolidation/ issue of duplicate share certificates/ sub-division, consolidation, remat, demat and perform other related activities in accordance with the Listing Agreement and SEBI (Depositories and Participants) Regulations, 1996 and submit a report in this regard to Investors' Grievance and Share Transfer Committee at every meeting.

The shares sent for physical transfer are registered and returned within the stipulated period from the date of receipt of request, if the documents are complete in all respects. As per the requirement of clause 47(c) of the Listing Agreement with Stock Exchanges, a certificate on half yearly basis confirming due compliance of share transfer/transmission formalities by the Company from Practising Company Secretary has been submitted to Stock Exchanges within stipulated time.

(l) Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practising Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed

capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form and in physical form.

(m) Registrar & Share Transfer Agent

M/s Alankit Assignments Ltd.,
Unit: Triveni Turbine Limited
205-208, Anarkali Complex Jhandewalan Extension,
New Delhi-110 055.
Phone: 011-42541234, 23541234,
Fax: 011-42541967
Email: rta@alankit.com

(n) Locations

Registered Office
A-44, Hosiery Complex,
Phase II Extension,
Noida-201305, (U.P.)
STD Code: 0120
Phone: 4748000, Fax: 4243049

Share Department and Address for Correspondence

Mr. Rajiv Sawhney
Company Secretary
Triveni Turbine Ltd.
8th Floor, Express Trade Towers,
15-16, Sector 16A, Noida-201 301, (U.P.)
Phone: 0120-4308000; Fax:- 0120-4311010-11
Email: shares.ttl@trivenigroup.com

Detailed information on plant/business locations is provided elsewhere in the Annual Report.

(o) Compliance Certificate on Corporate Governance from the Auditor

The certificate dated May 6, 2015 from the Statutory Auditors of the Company (M/s J. C. Bhalla & Co.) confirming compliance with the Corporate Governance requirements as stipulated under clause 49 of the Listing Agreement is annexed hereto.

The above report has been adopted by the Board of Directors at their meeting held on May 6, 2015.

Annexure-C

Auditors' Certificate On Corporate Governance

Auditors' Certificate on Compliance of Conditions of Corporate Governance as per Clause 49 of the Listing Agreement with the Stock Exchanges.

To
The Members of
Triveni Turbine Limited

We have examined the compliance of conditions of corporate governance by Triveni Turbine Limited for the financial year 2014-15 ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchange(s) in India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that, such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
J C BHALLA & COMPANY
Chartered Accountants
FRN NO. 001111N

Place: Noida (U.P.)
Date: May 6, 2015

(SUDHIR MALLICK)
PARTNER
Membership No. 80051

CEO/CFO Certification

To
The Board of Directors
Triveni Turbine Limited

Sub: CEO/CFO certification under Clause 49 of the Listing Agreement

We, Dhruv M. Sawhney, Chairman and Managing Director, Arun Prabhakar Mote, Executive Director and Deepak Kumar Sen, General Manager & CFO certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2015 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) That there were no significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) That there were no instances of significant fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Deepak Kumar Sen
General Manager & CFO

Arun Prabhakar Mote
Executive Director

Dhruv M. Sawhney
Chairman and Managing Director

Place: Noida (U.P.)
Date: May 6, 2015

Annexure-D

Form No AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8 (2) of the Companies Accounts Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto:

- i) There was no contract or arrangement or transaction entered into during the financial year ended March 31, 2015 which was not at arm's length basis.
- ii) Details of material contracts or arrangement or transactions at arm's length basis:

The material contracts / arrangements / transactions entered into by the Company with its related parties mentioned hereunder, are such contracts/arrangements/transactions which exceed in the aggregate, the threshold limits for the relevant category of transactions prescribed under section 188 of the Companies Act, 2013 and the relevant Rules framed thereunder.

| | |
|---|---|
| I. (a) Name(s) of the related party and nature of relationship | Triveni Engineering & Industries Ltd. (TEIL) – Investing party holding substantial interest |
| (b) Nature of contracts/arrangements/transactions | Contract for supply of goods and services under a turbine extended scope project outsourced by TEIL to the Company, which was awarded to TEIL by its customer. |
| (c) Duration of the contracts / arrangements/transactions | Long-term contract awarded by TEIL during FY 12 and expected to be completed in FY 17 |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: | <p>The subject contract was being negotiated with a customer while the Company's activities were carried on as an undertaking of TEIL prior to its demerger in the Company. The contract was awarded to TEIL and TEIL, in turn, completely outsourced the execution of the contract to the Company on back-to-back basis, after retaining some financial obligation and incurrence of certain specific costs. The Company shall indemnify and bear all claims and damages raised against TEIL by the customer in respect of execution and satisfactory performance under the contract.</p> <p>The total contract value awarded by TEIL to the Company is ₹ 1571 million (exclusive of taxes & duties)</p> <p>During the current financial year the Company has supplied goods/rendered services aggregating to ₹ 502.53 million (Inclusive of taxes and duties) under the aforesaid contract.</p> |
| (e) Amount paid as advances, if any: | ₹ 157.10 million (received from TEIL in FY 13) |
| II. (a) Name(s) of the related party and nature of relationship | Triveni Engineering & Industries Ltd. (TEIL) – Investing party holding substantial interest |
| (b) Nature of contracts/arrangements/transactions | <ol style="list-style-type: none"> Supply of 1 no. 6 MW turbine to Sabitgarh unit of TEIL; Sale of turbine spares to the sugar units of TEIL |
| (c) Duration of the contracts / arrangements/transactions | <p>Supply of turbine: Specific order executed during the year.</p> <p>Sale of spares: Recurring orders executed during the year</p> |

| | |
|---|--|
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: | <p>1. Supply of turbine:</p> <ul style="list-style-type: none"> • Prices are F.O.R. Bangalore • Transportation & Insurance to be borne by TEIL. • Payment term – Advance 40% (in stages), at time of despatch -50%, balance 10% by 15.01.2015. • Value of turbine supplied during the year: ₹ 35.40 million (inclusive of taxes & duties) <p>2. Sale of spares:</p> <ul style="list-style-type: none"> • Prices are F.O.R Bangalore • Delivery within 8 weeks • Payment terms are 100% against Performa Invoice • Value of Spares supplied during the year: ₹ 3.05 million |
| (e) Amount paid as advances, if any: | <p>Against supply of turbine: ₹ 12.70 million</p> <p>Against sale of spares: Nil</p> |
| III. (a) Name(s) of the related party and nature of relationship | Triveni Engineering & Industries Ltd. (TEIL) – Investing party holding substantial interest |
| (b) Nature of contracts/arrangements/transactions | Purchase of gears/gear-boxes and spares thereof from TEIL |
| (c) Duration of the contracts / arrangements/transactions | Recurring orders are placed during the year. Execution period depends upon the size of gears/gear-boxes – normally within 4-8 months. |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: | <p>Prices are ex-works Mysore and payment terms are 30 days from receipt of material by the Company.</p> <p>Value of purchases of gears/gearboxes and spares : ₹ 315.70 million (inclusive of taxes and duties)</p> |
| (e) Amount paid as advances, if any: | Nil |

Note: Appropriate approvals have been taken for the related party transactions.

For and on behalf of the Board of Directors

Place: Noida (U.P.)
Date: May 6, 2015

Dhruv M. Sawhney
Chairman & Managing Director

Annexure-E

ANNEXURE E TO THE DIRECTORS REPORT DETAIL OF THE TRIVENI TURBINE LIMITED NEW STOCK OPTION SCHEME (NSOS)

| Nature of Disclosure | Particulars |
|--|--|
| a) Number of options granted under NSOS from inception | 40000 options representing the right to apply for a maximum of 1,84,000 equity shares. |
| b) The pricing formula | <p>In accordance with the relevant provisions of the Scheme of Arrangement and SEBI Guidelines, the adjustment to the outstanding vested stock options has been made, considering the global best practices and ensuring that the fair value of options before and after the corporate action remains unchanged. The fair value has been arrived using Black Scholes Option Pricing formula.</p> <p>Accordingly, a fair and reasonable adjustment has been made in the entitlement to shares under the options, the exercise price having been determined based upon the market price.</p> |
| c) Options outstanding and vested at the beginning of the year | 6,000 |
| d) Options granted during the year | Nil |
| e) Options vested during the year | Nil |
| f) Options lapsed during the year | Nil |
| g) Options exercised during the year | 6,000 |
| h) The Total number of equity shares arising as a result of exercise of options | 27,600 |
| i) Money realised by exercise of options | ₹ 1.44 million |
| j) Variation of terms of options | None |
| k) Total number of options in force at the end of the year | Nil |
| l) Employee wise detail of options granted during the year: | |
| (i) Senior managerial personnel | None |
| (ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during the year. | None |
| (iii) Identical employees who were granted option , during one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. | None |
| m) Diluted earnings per share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 Earnings per share. | ₹ 2.76 per share |

| | |
|--|--|
| <p>n) Method of calculation of employee Compensation Cost.</p> <p>Difference between the employee compensation cost computed using the intrinsic value of the stock options and the employee compensation cost that shall be recognised if the fair value of the options granted had been used and its impacts on profits and EPS of the Company.</p> | <p>The employee compensation cost is calculated using the intrinsic value method to account for the stock options. The stock-based compensation cost as per the intrinsic value method for the financial year is Nil, since the exercise price was determined based upon the market value of the shares, on the date of grant.</p> <p>The difference in the employee compensation cost under the two methods has already been reported in earlier years. During the current year the outstanding options have been fully exercised.</p> <p>Accordingly there is no impact during the year on the profits or on the EPS (Basic / Diluted) of the Company, if the fair value method of accounting for options had been followed.</p> |
| <p>o) (i) Weighted average exercise prices and weighted average fair value of options whose exercise price equals the market price of the stock.</p> <p>(ii) Weighted average exercise prices and weighted average fair value of options whose exercise price exceeds the market price of the stock.</p> <p>(iii) Weighted average exercise prices and weighted average fair value of options whose exercise price is less than the market price of the stock.</p> | <p>Weighted average exercise price per option as granted on corporate adjustment: ₹ 239.20 per option (or ₹ 52.00 per share entitled under the option).</p> <p>Weighted average fair value per option: ₹ 29.30.</p> <p>No such grants.</p> |
| <p>p) A description of the method and significant assumptions used during the year to estimate the fair value of the options, including the following weighted average information.</p> | <p>The fair value of the options granted on corporate adjustment, have been determined using the Black-Scholes Option Pricing formula and the significant assumptions made in this regard are as follows:</p> |
| <p>(i) Risk Free Interest rate</p> | <p>8.36%</p> |
| <p>(ii) Expected life</p> | <p>1.99 years</p> |
| <p>(iii) Expected Volatility</p> | <p>46.53%</p> |
| <p>(iv) Expected Dividend</p> | <p>1.20%</p> |
| <p>(v) The price of the underlying share in market at the time of options granted</p> | <p>₹ 52 per share</p> |

Annexure-F

Secretarial Audit Report

For The Financial Year Ended 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Triveni Turbine Limited
(CIN: L29110UP1995PLC041834)
A-44, Hosiery Complex, Phase-II Extension,
Noida-201305

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Triveni Turbine Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above.

- (vi) The Company is a leading manufacturer of industrial steam turbine. Following are some of the laws specifically applicable to the Company, being in heavy industry:-
 - Batteries (Management and Handling) Rules, 2001 and made under Environment (Protection) Act, 1986;
 - Petroleum Act, 1934 & Rules made thereunder;

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company seems adequate to ensure compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices of at least seven days were given to all directors for the Board Meetings. Further, agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has allotted 27,600 equity shares under "New Stock Option Scheme". Further, during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of shares/debentures/sweat equity.
- (ii) Redemption/ Buy Back of securities.
- (iii) Decisions by the Members in pursuance to section 180 of the Act.
- (iv) Merger/Amalgamation/Reconstruction.
- (v) Foreign technical collaborations.

For **Sanjay Grover & Associates**
Companies Secretaries
Sanjay Grover

Date: May 6, 2015
Place: New Delhi

FCS No.: 4223
CP No.: 3850

Annexure-G

REPORT ON CSR ACTIVITIES/ INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

1. A brief outline of the Company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes

In accordance with the provisions of the Companies Act, 2013 and the rules framed there under, the Board of Directors of the Company have, on the recommendation of the CSR Committee, adopted a CSR Policy for undertaking and monitoring the CSR programmes, projects in the areas stated in Schedule VII of Act. The policy has been uploaded on the website of the Company at <http://www.triveniturbines.com/key-policies>

During the year under review, CSR initiatives have been made mainly in the areas of healthcare, education and environment sustainability.

2. The composition of the CSR Committee:

- (i) Dr. (Mrs) Vasantha S. Bharucha, Chairperson
- (ii) Mr. Nikhil Sawhney
- (iii) Mr. Tarun Sawhney
- (iv) Mr. Arun P. Mote

3. Average Net Profit of the Company for last 3 financial years: ₹ 1319.19 million

4. Prescribed CSR expenditure (2% of amount): ₹ 26.38 million

5. Details of CSR activities/projects undertaken during the year:

- a) Total amount spent / committed to be spent for the financial year: ₹ 22.40 million
- b) Amount unspent, if any: ₹ 3.98 million

c) Manner in which the amount spent during financial year is detailed below:

(₹ In Million)

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|-------|--|--|--|--|--|--|--|
| Sr No | CSR project/ activity identified | Sector in which the Project is covered | Projects/ Programmes 1. Local area/ others- 2. Specify the state /district (Name of the District/s, State/s where project/ programme was undertaken) | Amount outlay (budget) project/ programme wise | Amount spent on the project/ programme <u>Sub-heads:</u> 1. Direct expenditure on project/ programme, 2. Overheads: | Cumulative spend upto the reporting period | Amount spent: Direct/ through implementing agency |
| 1. | Women health programme | Preventive healthcare | 1. Other 2. Delhi | 5.90 | Direct: 1.72 Overheads: 0.28 Total: 2.00 | 2.00 | Through implementation agency - Tirath Ram Shah Charitable Hospital, Delhi |
| 2. | Aid/support to Nursing School | Education | 1. Other 2. Delhi | 2.90 | 2.00 | 2.00 | Through implementation agency - Tirath Ram Shah Charitable Hospital, Delhi |
| 3. | Projects with respect to- | Environment sustainability | 1. Other 2. Delhi | | | | Through implementation agency - CII Water Institute, Delhi |
| (a) | Common Effluent Treatment Plants (CETPs) in India; challenges, opportunities and way forward | | | 4.30 | 4.30 | 4.30 | |
| (b) | India Water Tool (Watershed Evaluation Tool) | | | 3.50 | 3.50 | 3.50 | |
| (c) | Development and implementation of training courses for operators of wastewater treatment plants (CEPTs / ETPs) | | | 3.80 | 3.80 | 3.80 | |
| 4. | Providing free, nutritious mid-day meals to under-privileged children | Eradicating hunger, poverty and malnutrition | 1. Local Area 2. Bengaluru | 0.40 | 0.40 | 0.40 | Through implementation agency - Akshaya Patra Foundation |

| | | | | | | | |
|-----|---|------------------------------|-------------------------------|------|------|------|---|
| 5 | | | | | | | |
| (a) | Implementation of a leadership development program called "Leadership Adoption Program in Schools (LEAPS) | Education/ Special Education | 1. Local Area 2. Bengaluru | 0.50 | 0.50 | 0.50 | Through implementation agency - People Pro Trainers and Consultants Pvt. Ltd. |
| (b) | Providing education to under-privileged children at Govt. Model Pre-Nursery School by sponsoring the salary of the teachers, books for the student and salary of the staff. | | 1. Local Area 2. Bengaluru | 0.11 | 0.11 | 0.11 | Directly |
| (c) | Caring for the differently abled children | | | 0.30 | 0.30 | 0.30 | Through implementation agency - Aruna Chetana, Bangalore |
| (d) | Caring for the disabled people | | | 0.30 | 0.30 | 0.30 | Through implementation agency - Dharithree Trust, Bangalore |
| 6. | Welfare of animals | Animal welfare | 1. Local Area 2. Bengaluru | 0.40 | 0.40 | 0.40 | Through implementation agency - Compassion Unlimited Plus Action (CUPA) |

6. In case the Company has failed to spend the 2% of the average net profit of the last 3 financial years or any part thereof, reasons for not spending the amount in its Board Report

As a responsible corporate, the Company is cognizant of its responsibility towards society and environment by contributing in community welfare programmes. The Company has put a structured system in place and partnered with implementing agencies of repute with clear CSR objectives in the medium term. The sound foundation of the framework and clear objectives will help the Company in discharging its CSR obligations in an effective manner.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Dhruv M. Sawhney
Chairman and Managing Director

Dr. (Mrs) Vasantha S. Bharucha
Chairperson of CSR Committee

Place: Noida (U.P.)
Date: May 6, 2015

Annexure-H

(A) Conservation Of Energy

i) Steps taken or impact on conservation of energy;

- Existing HP lamps for shop floor illumination are being replaced with energy efficient LED lamps. This will result into power savings of about 84000 KWH per year.
- UPS power connection is extended to Air Compressors to ensure uninterrupted supply of compressed air to CNC machines in case of power failure. This has avoided the need of restarting the cycle from the beginning after power supply resumption, thereby saving in energy of about 2160 KWH/month.
- The machining cycle time in high end CNC machines is reduced through introduction of new tooling and modified process plans. This has enabled increase in production of blades per unit of power consumed, thereby giving an equivalent saving of 7417 KWH/year.
- Additional Rain water harnessing pits have been strategically provided to improve ground water yield. This has enabled charging of ground water table and has improved the yield of bore-wells dug in the premises.
- Additional energy meters are being installed to monitor the energy consumptions in Production, Utilities, Administration and General Lighting. This will provide specific inputs for initiating further energy conservation measure in these respective areas.

(ii) Steps taken by the Company for utilising alternate sources of energy;

Survey completed to tap the solar energy and utilize the same through grid connected system. Expected potential energy generation is 200KW equivalent to 310250 units per annum.

(iii) Capital investment on energy conservation equipments;

Funds of ₹ 24 million for purchase and installation of grid connected solar power plant has been allocated.

(B) Technology absorption –

(i) the efforts made towards technology absorption;

The Company has a vibrant in-house R&D department which is engaged continually in the development of more robust, compact, cost effective and highly efficient turbines to fulfill the requirements of the global market. The technology developed is extensively validated before commercial use and the performance parameters in field are closely monitored to make modifications, as may be considered necessary. Thus, the Company has well defined processes for development, testing, field feedback and continuous advancement of technology,

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

- a) In view of indigenous technology and value engineering, the Company is able to develop cost competitive models with much reduced carbon footprints so as to provide power solutions need of our varied international and domestic customers.
- b) Market penetration and field stabilisation of models in higher steam parameter segment which is in demand.
- c) With modular approach, flexible product platform being developed to address customised turbine requirements, also resulting in optimisation of inventory.
- d) Extended reaction based turbine platform to meet domestic and export market needs.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- a) the details of technology imported; - Not applicable
- b) the year of import; - Not applicable

- c) whether the technology been fully absorbed; - Not applicable
- d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; - Not applicable

(iv) **the expenditure incurred on Research and Development.**

| Expenditure on R&D | | (₹ in Million) | |
|--|-------------------|-------------------|--|
| Particulars | 31.03.2015 | 31.03.2014 | |
| a) Capital | 7.72 | 30.21 | |
| b) Recurring | 53.94 | 50.68 | |
| c) Total | 61.66 | 80.89 | |
| d) Total R&D expenditure as percentage of turnover | 0.99% | 1.60% | |

(C) Foreign Exchange Earnings and Outgo

(₹ in Million)

| | |
|--|----------|
| Foreign Exchange earned in terms of actual inflows | 2,360.65 |
| Foreign Exchange outgo in terms of actual outflows | 483.06 |

For and on behalf of the Board of Directors

Place: Noida (U.P.)
Date: May 6, 2015

Dhruv M. Sawhney
Chairman & Managing Director

Annexure-I

Particulars of Employees Pursuant to Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, CFO and CS during the FY 15, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 15.

(₹ In Million)

| Name of Director/KMP and Designation | Remuneration for FY 15 | % increase of remuneration in the FY 15 | Ratio of remuneration to Median Remuneration |
|---|------------------------|---|--|
| Mr. Dhruv M. Sawhney Chairman and Managing Director | 28.13 | 14 | 49.5 |
| Mr. Nikhil Sawhney Vice Chairman and Managing Director | 27.74 | 10 | 48.8 |
| Mr. Arun Prabhakar Mote Executive Director | 20.39 | 6 | 35.9 |
| Mr. Tarun Sawhney Non Executive Director | 1.49 | 27.02 | 2.61 |
| Lt. Gen. K. K. Hazari (Retd.) Non Executive Independent Director | 1.62 | 19.56 | 2.84 |
| Mr. Shekhar Datta Non Executive Independent Director | 1.49 | 33.03 | 2.61 |
| Mr. Amal Ganguli Non Executive Independent Director | 1.69 | 34.12 | 2.96 |
| Dr. (Mrs.) Vasantha S Bharucha* Non Executive Independent Director | 1.81 | NA | 3.17 |
| Mr. Deepak Sen Chief Financial Officer | 3.58 | 5 | NA |
| Mr. Rajiv Sawhney Company Secretary | 1.86 | 20 | NA |

(* Detail not given as Dr. Bharucha was a director only for part of the FY 14.

Note: The remuneration of the non-executive directors include sitting fees for attending Board or Committee meetings.

- | | |
|--|--|
| <p>(ii) The median remuneration of employees during the financial year was ₹ 0.57 million.</p> | <p>the performance of the Company and benchmark industry trends.</p> |
| <p>(iii) In the financial year, there was an increase of 4.12% in the median remuneration of employees.</p> | <p>(vi) The market capitalisation as on March 31, 2015 was ₹ 42850 million versus ₹ 23780 million as on March 31, 2014, i.e. an increase of about 80%.</p> |
| <p>(iv) There were 630 permanent employees (522 officers 108 workmen) on the rolls of the Company as on March 31, 2015.</p> | <p>(vii) The Price Earnings Ratio was 47.05 as at March 31, 2015 against 34.80 as at March 31, 2014, an increase of about 35%.</p> |
| <p>(v) Relationship between average increase in remuneration and Company's performance: The profitability (PBT) has increased by 33.75% in the FY 15 against a decline of 35.30% in FY 14. The average increase in the remuneration for all employees (including KMPs) was 10.5% in the current year. The overall increase in the remuneration is in line with</p> | <p>(viii) The Company, after getting listed in October 2011 pursuant to a Scheme of Arrangement duly approved by the Allahabad High Court, has not come out with any public offer.</p> <p>(ix) The average percentile salary increase of employees other than managerial personnel was 4.04% against</p> |

9.98% in the managerial remuneration. The increase of remuneration of managerial and non managerial is normal as per industry standard and is reflective of challenges to internationalise the products.

- (x) Comparison of remuneration of each of the Key Managerial Personnel (KMP) against the performance of the Company:

The increase in the remuneration of each KMP is provided in (i) above and the increase is within a range of 5% to 20% as against increase in profitability (PBT) of the Company by 33.75% during the year.

- (xi) The Key parameters for any variable component of remuneration availed by the directors:
In accordance with the provisions of the Act and the approval of the shareholders, the Executive Directors are entitled to a variable component of salary in the

form of performance bonus which is approved by the Board on the recommendation of Nomination and Remuneration Committee which is based on individual's performance, management challenges and the Company's performance.

Non-executive and Independent directors are entitled to commission based on their contribution and the performance of the Company within the ceilings as provided in the Act.

- (xii) During the financial year no employee received remuneration in excess of the highest paid Director.
- (xiii) It is hereby affirmed that the remuneration paid during the financial year ended March 31, 2015 is as per the Nomination and Remuneration policy of the Company.

For and on behalf of the Board of Directors

Place: Noida (U.P.)
Date: May 6, 2015

Dhruv M. Sawhney
Chairman & Managing Director

Annexure-K

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO MGT-9

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L29110UP1995PLC041834
- ii) Registration Date : 27/06/1995
- iii) Name of the Company : TRIVENI TURBINE LIMITED
- iv) Category / Sub-Category of the Company : COMPANY LIMITED BY SHARES / INDIAN NON-GOVERNMENT COMPANY
- v) Address of the Registered Office and contact details : A-44, HOSIERY COMPLEX, PHASE II EXTENSION, NOIDA-201305 (U.P.)
PH. 0120-4748000
- vi) Whether listed company Yes / No : YES
- vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any : M/s ALANKIT ASSIGNMENTS LTD.,
205-208 ANARKALI COMPLEX,
JHANDEWALAN EXTENSION, NEW
DELHI-110055
PHONE 42541234, 23541234,
FAX 42541967

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---------|---|---|------------------------------------|
| 1 | Manufacture of steam turbines & parts thereof | 281-Manufacture of general purpose machinery | 89.38 |
| 2. | Servicing, operation and maintenance of steam turbines. | 331- Repair of fabricated metal products, machinery and equipment | 10.62 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|---------|---|-----------------------|--------------------------------|------------------|--------------------|
| 1. | GE TRIVENI LTD., BANGALORE, INDIA | U29253KA2010PLC053834 | Subsidiary | 50% +1 SHARE | 2 (87) |
| 2. | TRIVENI TURBINES EUROPE PRIVATE LIMITED, UK | Foreign Company | Subsidiary | 100.00 | 2 (87) |
| 3. | TRIVENI TURBINES DMCC, DUBAI, UAE | Foreign Company | Subsidiary | 100.00 | 2 (87) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

| | Category of shareholder | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|------------|--|---|----------|------------------|-------------------|---|----------|------------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (A) | Promoter | | | | | | | | | |
| (1) | Indian | | | | | | | | | |
| (a) | Individuals/ HUF | 77992116 | 0 | 77992116 | 23.638 | 71674116 | 0 | 71674116 | 21.721 | -1.917 |
| (b) | Central Government | | | | | | | | | |
| (c) | State Government(s) | | | | | | | | | |
| (d) | Bodies Corporate | 159330417 | 0 | 159330417 | 48.290 | 159330417 | 0 | 159330417 | 48.286 | -0.004 |
| (e) | Bank /FI | | | | | | | | | |
| (f) | Any Other | | | | | | | | | |
| | Sub-Total (A)(1) | 237322533 | 0 | 237322533 | 71.928 | 231004533 | 0 | 231004533 | 70.007 | -1.921 |
| (2) | Foreign | | | | | | | | | |
| (a) | NRI - Individuals | | | | | | | | | |
| (b) | Other - Individuals | | | | | | | | | |
| (c) | Bodies Corporate | | | | | | | | | |
| (d) | Bank /FI | | | | | | | | | |
| (e) | Any Other | | | | | | | | | |
| | Sub-Total (A)(2) | | | | | | | | | |
| | Total Shareholding of Promoter (A)= (A)(1)+(A)(2) | 237322533 | 0 | 237322533 | 71.928 | 231004533 | 0 | 231004533 | 70.007 | -1.921 |
| (B) | Public shareholding | | | | | | | | | |
| (1) | Institutions | | | | | | | | | |
| (a) | Mutual Funds/UTI | 15291752 | 0 | 15291752 | 4.635 | 12748158 | 0 | 12748158 | 3.864 | -0.771 |
| (b) | Bank / FI | 0 | 0 | 0 | 0.000 | 14321 | 0 | 14321 | 0.004 | 0.004 |
| (c) | Central Government | | | | | | | | | |
| (d) | State Government(s) | | | | | | | | | |
| (e) | Venture Capital Funds | | | | | | | | | |
| (f) | Insurance Companies | | | | | | | | | |
| (g) | FIs | 56875462 | 0 | 56875462 | 17.238 | 60749521 | 0 | 60749521 | 18.411 | 1.173 |
| (h) | Foreign Venture Capital Investors | | | | | | | | | |
| (i) | Any Other (specify) | | | | | | | | | |
| (j) | Foreign Portfolio Investor (Corporate) | | | | | 2815615 | 0 | 2815615 | 0.853 | 0.853 |
| | Sub-Total (B)(1) | 72167214 | 0 | 72167214 | 21.873 | 76327615 | 0 | 76327615 | 23.132 | 1.259 |

| | | | | | | | | | | |
|---|------------------|---------------|------------------|---------------|------------------|---------------|------------------|----------------|--------------|--|
| (2) Non-institutions | | | | | | | | | | |
| (a) Bodies Corporate | | | | | | | | | | |
| i) Indian | 4157676 | 1 | 4157677 | 1.260 | 5601931 | 1 | 5601932 | 1.698 | 0.438 | |
| ii) Overseas | | | | | | | | | | |
| (b) Individuals - | | | | | | | | | | |
| i. Individual shareholders holding nominal share capital up to ₹1 lakh.* | 9345284 | 268686 | 9613970 | 2.914 | 8655902 | 191093 | 8846995 | 2.681 | -0.233 | |
| ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh. | 4990217 | 0 | 4990217 | 1.512 | 6494481 | 0 | 6494481 | 1.968 | 0.456 | |
| (c) Any Other (specify) | | | | | | | | | | |
| [i] NRI | 1255753 | 50 | 1255803 | 0.381 | 1259625 | 50 | 1259675 | 0.382 | 0.001 | |
| [ii] HUF | 283746 | 0 | 283746 | 0.086 | 285289 | 0 | 285289 | 0.086 | 0.000 | |
| [iii] Clearing Member | 144390 | 0 | 144390 | 0.044 | 133770 | 0 | 133770 | 0.041 | -0.003 | |
| [iv] Trust | 9000 | 0 | 9000 | 0.003 | 17860 | 0 | 17860 | 0.005 | 0.002 | |
| Sub-Total (B)(2) | 20186066 | 268737 | 20454803 | 6.199 | 22448858 | 191144 | 22640002 | 6.861 | 0.662 | |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 92353280 | 268737 | 92622017 | 28.072 | 98776473 | 191144 | 98967617 | 29.993 | 1.921 | |
| (C) Shares held by Custodians for GDRs & ADRs | | | | | | | | | | |
| GRAND TOTAL (A)+(B)+(C) | 329675813 | 268737 | 329944550 | 100 | 329781006 | 191144 | 329972150 | 100.000 | 0.000 | |

(ii) Shareholding of Promoters

| Sr. No. | Shareholders's Name | Shareholding at the beginning of the year | | | Shares holding at the end of the year | | | % change in the shareholding during the year |
|--|------------------------|---|----------------------------------|---|---------------------------------------|----------------------------------|---|--|
| | | No. of Shares | % of total shares of the Company | % of Shares Pledge / encumbered of total shares | No. of Shares | % of total shares of the Company | % of Shares Pledge / encumbered of total shares | |
| (a) Individual/Hindu Undivided Family | | | | | | | | |
| 1 | Mr. Dhruv M. Sawhney | 28124645 | 8.524 | 0 | 24924645 | 7.553 | 0 | -0.971 |
| 2 | Mrs. Rati Sawhney | 16824914 | 5.099 | 0 | 13706914 | 4.154 | 0 | -0.945 |
| 3 | Mr. Tarun Sawhney | 14266775 | 4.324 | 0 | 14266775 | 4.324 | 0 | 0.000 |
| 4 | Mr. Nikhil Sawhney | 15071557 | 4.568 | 0 | 15071557 | 4.567 | 0 | -0.001 |
| 5 | Manmohan Sawhney (HUF) | 3679225 | 1.115 | 0 | 3679225 | 1.115 | 0 | 0.000 |
| 6 | Mrs. Tarana Sawhney | 25000 | 0.008 | 0 | 25000 | 0.008 | 0 | 0.000 |
| | Total (a) | 77992116 | 23.638 | 0 | 71674116 | 21.721 | 0 | -1.917 |

| (b) Bodies Corporate | | | | | | | | |
|-----------------------------|--|------------------|---------------|----------|------------------|---------------|----------|---------------|
| 1 | Umananda Trade & Finance Limited | 20157589 | 6.109 | 0 | 20157589 | 6.109 | 0 | 0.000 |
| 2 | Triveni Engineering & Industries Ltd. | 72000000 | 21.822 | 0 | 72000000 | 21.820 | 0 | -0.002 |
| 3 | Tarnik Investments & Trading Limited. | 18680527 | 5.662 | 0 | 18680527 | 5.661 | 0 | -0.001 |
| 4 | Subhadra Trade & Finance Limited | 16307375 | 4.942 | 0 | 16307375 | 4.942 | 0 | 0.000 |
| 5 | Dhankari Investments Limited | 14049045 | 4.258 | 0 | 14049045 | 4.258 | 0 | 0.000 |
| 6 | Kameni Upaskar Limited | 10328525 | 3.130 | 0 | 10328525 | 3.130 | 0 | 0.000 |
| 7 | TOFSL Trading & Investments Ltd. | 5052351 | 1.531 | 0 | 5052351 | 1.531 | 0 | 0.000 |
| 8 | The Engineering & Technical Services Limited | 1683755 | 0.510 | 0 | 1683755 | 0.510 | 0 | 0.000 |
| 9 | Accurate Traders Limited | 648500 | 0.197 | 0 | 648500 | 0.197 | 0 | 0.000 |
| 10 | Carvanserai Limited | 422750 | 0.128 | 0 | 422750 | 0.128 | 0 | 0.000 |
| Total (b) | | 159330417 | 48.290 | 0 | 159330417 | 48.286 | 0 | -0.004 |
| TOTAL(a+b) | | 237322533 | 71.928 | 0 | 231004533 | 70.007 | 0 | -1.921 |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Date | Increase / Decrease in the shareholding | Reason | Cumulative shareholding during the year | |
|---------|----------------------|---|----------------------------------|------------|---|----------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 1 | Mr. Dhruv M. Sawhney | 28124645 | 8.524 | 06.06.2014 | -3200000 | Transfer | 24924645 | 7.553 |
| 2 | Mrs. Rati Sawhney | 16824914 | 5.099 | 06.06.2014 | -3118000 | Transfer | 13706914 | 4.154 |

Note: During the year there is no change in other promoters' shareholding, except as stated above.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Date | Increase / Decrease in the shareholding | Reason | Cumulative shareholding during the year | |
|---------|---------------------------------------|---|----------------------------------|------------|---|----------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 1 | Nalanda India Fund Limited | 25788000 | 7.815 | - | 0 | - | 25788000 | 7.815 |
| 2 | Amansa Holding Pvt. Ltd. | 14393750 | 4.362 | 30.09.2014 | 2031 | Transfer | 14395781 | 4.363 |
| | | | | 31.10.2014 | 246325 | Transfer | 14642106 | 4.437 |
| | | | | 14.11.2014 | 63844 | Transfer | 14705950 | 4.457 |
| 3 | Nalanda India Equity Fund Limited | 9802350 | 2.971 | - | 0 | - | 9802350 | 2.971 |
| 4 | ICICI Prudential Value Discovery Fund | 4148943 | 1.257 | - | 0 | - | 4148943 | 1.257 |

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Date | Increase / Decrease in the shareholding | Reason | Cumulative shareholding during the year | |
|---------|--|---|----------------------------------|------------|---|----------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 5* | SBI Magnum Maynum Global Fund | 3300000 | 1.000 | 13.06.2014 | -986110 | Transfer | 2313890 | 0.701 |
| | | | | 25.07.2014 | -226548 | Transfer | 2087342 | 0.633 |
| | | | | 01.08.2014 | -444225 | Transfer | 1643117 | 0.498 |
| | | | | 12.09.2014 | -257875 | Transfer | 1385242 | 0.420 |
| | | | | 31.10.2014 | -1144154 | Transfer | 241088 | 0.073 |
| | | | | 07.11.2014 | -241088 | Transfer | 0 | 0.000 |
| 6 | Veritable L.P. A/c VEMF -A L.P. | 2019864 | 0.612 | - | 0 | - | 2019864 | 0.612 |
| 7 | Akash Bhanshali | 2000000 | 0.606 | 31.10.2014 | 750000 | Transfer | 2750000 | 0.833 |
| 8 | DSP Blackrock Micro CAP Fund | 1466500 | 0.444 | 25.04.2014 | -2635 | Transfer | 1463865 | 0.444 |
| | | | | 02.05.2014 | -650 | Transfer | 1463215 | 0.443 |
| | | | | 09.05.2014 | -12273 | Transfer | 1450942 | 0.440 |
| | | | | 16.05.2014 | -298100 | Transfer | 1152842 | 0.349 |
| | | | | 23.05.2014 | -77136 | Transfer | 1075706 | 0.326 |
| | | | | 30.05.2014 | -17802 | Transfer | 1057904 | 0.321 |
| | | | | 22.08.2014 | 534240 | Transfer | 1592144 | 0.483 |
| | | | | 18.09.2014 | 242180 | Transfer | 1834324 | 0.556 |
| 9* | Ashmore Sicav Indian Small Cap Equity Fund | 1448643 | 0.439 | 06.06.2014 | -99615 | Transfer | 1349028 | 0.409 |
| | | | | 13.06.2014 | -1349028 | Transfer | 0 | 0.000 |
| 10* | ICICI Prudential Infrastructure Fund | 1400000 | 0.424 | 04.04.2014 | 13696 | Transfer | 1413696 | 0.428 |
| | | | | 11.04.2014 | 14524 | Transfer | 1428220 | 0.433 |
| | | | | 18.04.2014 | 858 | Transfer | 1429078 | 0.433 |
| | | | | 25.04.2014 | 3514 | Transfer | 1432592 | 0.434 |
| | | | | 16.05.2014 | 21176 | Transfer | 1453768 | 0.441 |
| | | | | 23.05.2014 | 43737 | Transfer | 1497505 | 0.454 |

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Date | Increase / Decrease in the shareholding | Reason | Cumulative shareholding during the year | |
|------------|---|---|----------------------------------|------------|---|----------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 11** | Nomura Singapore Limited | 0 | 0 | 23.05.2014 | 230100 | Transfer | 230100 | 0.070 |
| | | | | 30.05.2014 | 198410 | Transfer | 428510 | 0.130 |
| | | | | 06.06.2014 | 108607 | Transfer | 537117 | 0.163 |
| | | | | 13.06.2014 | 340058 | Transfer | 877175 | 0.266 |
| | | | | 04.07.2014 | 129912 | Transfer | 1007087 | 0.305 |
| | | | | 11.07.2014 | 66595 | Transfer | 1073682 | 0.325 |
| | | | | 18.07.2014 | 16793 | Transfer | 1090475 | 0.330 |
| | | | | 08.08.2014 | 43967 | Transfer | 1134442 | 0.344 |
| | | | | 05.09.2014 | 91380 | Transfer | 1225822 | 0.371 |
| | | | | 12.09.2014 | 327782 | Transfer | 1553604 | 0.471 |
| | | | | 10.10.2014 | 12350 | Transfer | 1565954 | 0.475 |
| | | | | 07.11.2014 | 19000 | Transfer | 1584954 | 0.480 |
| | | | | 14.11.2014 | 47535 | Transfer | 1632489 | 0.495 |
| | | | | 06.02.2015 | 80527 | Transfer | 1713016 | 0.519 |
| | | | | 13.02.2015 | 246500 | Transfer | 1959516 | 0.594 |
| | | | | 20.02.2015 | 313733 | Transfer | 2273249 | 0.689 |
| | | | | 27.02.2015 | 164303 | Transfer | 2437552 | 0.739 |
| | | | | 06.03.2015 | 168000 | Transfer | 2605552 | 0.790 |
| | | | | 13.03.2015 | 207251 | Transfer | 2812803 | 0.852 |
| 20.03.2015 | 180191 | Transfer | 2992994 | 0.907 | | | | |
| 27.03.2015 | 53000 | Transfer | 3045994 | 0.923 | | | | |
| 12** | Tata AIA Life Insurance Co. Ltd.-Whole Life Mid Cap Equity Fund-ULIF 009 04/01/07 WLE 110 | 0 | 0 | 13.06.2014 | 2740000 | Transfer | 2740000 | 0.830 |
| | | | | 31.03.2015 | -41216 | Transfer | 2698784 | 0.818 |
| 13** | Vanaja Sundar Iyer | 499950 | 0.152 | 18.04.2014 | 50 | Transfer | 500000 | 0.152 |
| | | | | 11.07.2014 | 66329 | Transfer | 566329 | 0.172 |
| | | | | 18.07.2014 | 50061 | Transfer | 616390 | 0.187 |
| | | | | 25.07.2014 | 206065 | Transfer | 822455 | 0.249 |
| | | | | 01.08.2014 | 23153 | Transfer | 845608 | 0.256 |
| | | | | 04.08.2014 | 354392 | Transfer | 1200000 | 0.364 |
| | | | | 08.08.2014 | 42372 | Transfer | 1242372 | 0.377 |
| | | | | 22.08.2014 | 7628 | Transfer | 1250000 | 0.379 |
| | | | | 21.11.2014 | 250000 | Transfer | 1500000 | 0.455 |
| | | | | 28.11.2014 | 151413 | Transfer | 1651413 | 0.500 |
| | | | | 05.12.2014 | 9499 | Transfer | 1660912 | 0.503 |
| | | | | 12.12.2014 | 134292 | Transfer | 1795204 | 0.544 |
| | | | | 19.12.2014 | 4796 | Transfer | 1800000 | 0.546 |

*Ceased to be in the list of top 10 shareholders as on 31.3.2015. However, the same has been reflected above since the shareholder was one of the top 10 shareholders as on 01.04.2014.

**Not in the list of top 10 shareholders as on 01.04.2014. However, the same has been reflected above since the shareholder was one of the top 10 shareholders as on 31.03.2015.

(v). Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Date | Increase / Decrease in the shareholding | Reason | Cumulative shareholding during the year | |
|-----------|---------------------------------|---|----------------------------------|------------|---|------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| A. | DIRECTORS | | | | | | | |
| 1 | Mr. Dhruv M. Sawhney | 28124645 | 8.524 | 06.06.2014 | -3200000 | Transfer | 24924645 | 7.553 |
| 2 | Mr. Tarun Sawhney | 14266775 | 4.324 | - | 0 | - | 14266775 | 4.324 |
| 3 | Mr. Nikhil Sawhney | 15071557 | 4.568 | - | 0 | - | 15071557 | 4.567 |
| 4 | Mr. Arun Prabhakar Mote | 64400 | 0.020 | 07.05.2014 | 27600 | Allotment* | 92000 | 0.028 |
| | | | | 04.06.2014 | -6000 | Transfer | 86000 | 0.026 |
| | | | | 05.06.2014 | -5000 | Transfer | 81000 | 0.025 |
| | | | | 06.06.2014 | -3000 | Transfer | 78000 | 0.024 |
| | | | | 13.06.2014 | -2000 | Transfer | 76000 | 0.023 |
| | | | | 09.09.2014 | -4000 | Transfer | 72000 | 0.022 |
| 5 | Lt. Gen. K.K. Hazari (Retd.) | 0 | 0.000 | - | 0 | - | 0 | 0.000 |
| 6 | Mr. Shekhar Datta | 10000 | 0.003 | - | 0 | - | 10000 | 0.003 |
| 7 | Mr. Amal Ganguli | 0 | 0.000 | - | 0 | - | 0 | 0.000 |
| 8 | Dr. (Mrs.) Vasantha S. Bharucha | 0 | 0.000 | - | 0 | - | 0 | 0.000 |
| B. | KEY MANAGERIAL PERSONNEL | | | | | | | |
| 9 | Mr. Deepak K Sen | 0 | 0.000 | - | 0 | - | 0 | 0.000 |
| 10 | Mr. Rajiv Sawhney | 35475 | 0.011 | - | 0 | - | 35475 | 0.011 |

*Allotted on exercise of stock options under TTL NSOS.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In million)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year 1.4.2014 | | | | |
| i) Principal Amount | 77.75 | - | - | 77.75 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 0.07 | - | - | 0.07 |
| Total (i+ii+iii) | 77.82 | - | - | 77.82 |
| Change in Indebtedness during the financial year | | | | |
| Addition | 3.84 | - | - | 3.84 |
| Reduction | 66.56 | - | - | 66.56 |
| Net Change | (62.72) | - | - | (62.72) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 15.03 | - | - | 15.03 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 0.06 | - | - | 0.06 |
| Total (i+ii+iii) | 15.09 | - | - | 15.09 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In million)

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | | Total Amount |
|---------|---|--|--------------------|-------------------------|--------------|
| | | Mr. Dhruv M. Sawhney | Mr. Nikhil Sawhney | Mr. Arun Prabhakar Mote | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 26.18 | 20.63 | 15.71 | 62.52 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.10 | 0.77 | 0.11 | 0.98 |
| | (c) Profits in lieu of salary under 17(3) Income-tax Act, 1961 | --- | --- | --- | --- |
| 2. | Stock Option | --- | --- | 0.54 | 0.54 |
| 3. | Sweat Equity | --- | --- | --- | --- |
| 4. | Commission - as % of profit - others (Performance Bonus) | --- | 3.10 | 2.30 | 5.40 |
| 5. | Others (Retiral Benefits) | 1.85 | 3.24 | 1.73 | 6.82 |
| | Total (A) | 28.13 | 27.74 | 20.39 | 76.26 |
| | Ceiling as per the Act | ₹ 143.40 million (Being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013). | | | |

B. Remuneration to other directors:

(₹ In million)

| Sl. No. | Particulars of Remuneration | Fee for attending board/ committee meetings | Commission | Others, please specify | Total Amount |
|-----------|--|--|-------------|------------------------|--------------|
| 1. | Independent Directors | | | | |
| | Lt. Gen. K.K. Hazari (Retd.) | 0.42 | 1.20 | -- | 1.62 |
| | Mr. Amal Ganguli | 0.49 | 1.20 | -- | 1.69 |
| | Mr. Shekhar Datta | 0.29 | 1.20 | -- | 1.49 |
| | Dr. (Mrs.) Vasantha S. Bharucha | 0.61 | 1.20 | -- | 1.81 |
| | Total (1) | 1.81 | 4.80 | -- | 6.61 |
| 2. | Other Non-Executive Directors | | | | |
| | Mr. Tarun Sawhney | 0.29 | 1.20 | -- | 1.49 |
| | Total (2) | 0.29 | 1.20 | -- | 1.49 |
| | Total (B) = (1+2) | 2.10 | 6.00 | | 8.10 |
| | Total Managerial Remuneration (A+B) | | | | 84.36 |
| | Overall ceiling as per the Act | ₹ 14.34 million (Being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013). | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD**(₹ In million)**

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|--------------------------|-------------|-------------|-------------|
| | | CEO | CFO | CS | Total |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NA | 3.09 | 1.59 | 4.68 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | NA | 0.17 | 0.15 | 0.32 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | NA | Nil | Nil | Nil |
| 2 | Stock Option | NA | Nil | Nil | Nil |
| 3 | Sweat Equity | NA | Nil | Nil | Nil |
| 4 | Commission - as % of profit - others | NA NA | Nil Nil | Nil Nil | Nil Nil |
| 5 | Others (Retiral Benefits) | NA | 0.32 | 0.12 | 0.44 |
| | Total | NA | 3.58 | 1.86 | 5.44 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD/ NCLT / COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |

Annexure-L

Nomination and Remuneration Policy

Introduction:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time, this policy on nomination and remuneration of Directors, KMP and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors on August 11, 2014.

Objective and purpose of the Policy:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the complexity and challenges of job, Company's size and financial position and trends and practices on remuneration prevailing in peer companies in the industry or sector wherein the Company operates.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Constitution of the Nomination and Remuneration Committee:

The 'Nomination and Remuneration Committee' comprises of following Directors:

- Mr. Shekhar Datta – Chairman
- Lt. Gen K.K. Hazari (Retd.)
- Mr. Amal Ganguli
- Mr. Tarun Sawhney

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions:

- 'Board of Directors' or 'Board' means the collective body of the Directors of the Company.
- 'Directors' means a Director appointed to the Board of the Company.
- 'Committee' means '**Nomination and Remuneration Committee**' of the Company as constituted or reconstituted by the Board from time to time.
- 'Company' means **Triveni Turbine Limited**.
- 'Independent Director' means a Director referred to in Section 149 (6) of the Companies Act, 2013.
- 'Key Managerial Personnel' means-
 - Chairman & Managing Director, or Vice Chairman & Managing Director, or Whole-time Director, if any
 - Chief Financial Officer;
 - Company Secretary; and
 - Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- 'Senior Management' means personnel of the Company, who are the members of Core management team and one level below the Executive Director including Corporate Functional Heads and Business Heads of the Company.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

The Policy is applicable to the Directors, Key Managerial Personnel and other employees of Triveni Turbine Limited (Company).

General

This Policy is divided in three parts:

- Part – A covers the matters to be dealt with and recommended by the Committee to the Board;
- Part – B covers the appointment and nomination; and
- Part – C covers remuneration and perquisites etc.

The key features of this Company's policy shall be included in the Board's Report.

Part – A**Matters to be dealt with, perused and recommended to the Board by the Committee:****The Committee shall:**

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and the persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director and Senior Management Personnel.

Part – B**Policy for appointment and removal of Directors, Senior Management Personnel**

- **Appointment criteria and qualifications**
 1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and at Senior Management level and recommend to the Board his / her appointment. However, the Committee may delegate to the Managing Director, Executive Director the power to identify, appoint and remove the Senior Management Personnel.
 2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
 3. The Company shall only appoint or continue the employment of any person as Managing Director or Whole-time Director beyond the age of seventy years if the contribution of the concerned individual is invaluable to the Company and his vacancy may be detrimental to the interest of the Company. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- **Term / Tenure:**
 1. **Managing/Whole-time Director**
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for such term upto a maximum of five consecutive years on the Board of the Company, as may be recommended by the Committee and approved by the Board and Shareholders and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term up to 5 years only.

At the time of appointment of Independent Director, it should be ensured that number of his directorship is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

- **Evaluation:**
The Committee shall carry out evaluation of performance of every Director at regular intervals based on the indicators provided in the policy. Similarly, the Chairman and Managing Director, Vice Chairman and Managing Director and the Executive Directors shall evaluate the Senior Management Personnel (including KMPs other than the Directors of the Company) considering the competencies/indicators provided in the Policy.
- **Removal of Directors**
Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, subject to the provisions and compliance of the said Act, rules and regulations.
- **Retirement:**
The whole time Director and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Part – C

Policy relating to the remuneration for the Managing Director/Whole-time Director, KMP, Senior Management Personnel and other employees

The remuneration to be paid to the Directors, KMPs, Senior Management and other employees will be decided taking into consideration the following key factors/attributes:

- Strategic vision for the growth of business and alignment with the Company's goal,
- Competence, experience and performance,
- Leadership and team building qualities,
- Innovative and creative thinking,
- Market compensation levels for similar profile

Remuneration Policy

(a) Executive Directors

The remuneration of the Executive Directors will be recommended by the Nomination and Remuneration Committee to the Board of Directors and after approval by the Board the same will be put up for the shareholders approval.

The evaluation of the Executive Directors will be made by the NRC based on the following attributes which will in addition to all attributes applicable to non-executive directors as mentioned below:

- Assessment of leadership and direction provided to the Business
- Assessment of performance or functions directly under their responsibility and control
- Assessment of managing business challenges and related risks
- Assessment of policies and efforts in promoting and expanding the business
- People development processes and organisational values

(b) Non Executive Directors

Non-Executive Directors will be paid commission as approved by the Board within the limits approved by the shareholders of the Company. The amount of such commission taken together for all the Non Executive Directors, will not exceed 1% of the net profits of the Company in any financial year calculated as per the requirements of Section 198 of the Companies Act 2013.

The said commission shall be decided each year by the Board of Directors of the Company and distributed amongst the Non Executive Directors based on their evaluation and the following attributes

- Attendance in the Board / Committee meetings
- Inputs and contribution made in the meetings
- Creativity and idea generation
- Proactive, positive and strategic thinking
- Understanding of Company's business
- Time spent on operational and strategic matters other than the meetings.

The Company shall reimburse the travelling, hotel and other out of pocket expenses incurred by the Directors for attending the meetings and for other work on behalf of the Company.

(c) Key Managerial Personnel, Senior Management and other employees

The Company's remuneration policy of Key Managerial Personnel (other than Executive Directors covered above), Senior Management and other employees is driven by their success and performance of the Company and other attributes mentioned below. The Company endeavours to attract, retain, develop and motivate high performance workforce. The Company follows a compensation mix of fixed pay, performance based variable pay, benefits and perquisites. The performance of the individuals is measured through performance appraisal process. The Company will ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate all employees to contribute to their potential and in turn run the Company successfully.

The Stock options may be used as an instrument to actively engage senior management to achieve the objectives of the Company, to reward them for their performance, to motivate and retain them.

The parameters of the assessment of the senior management will be the same as applicable to the executive directors but in the case of corporate functional heads, JDs may be different based on the uniqueness and domain responsibility of the function. The Company has institutionalised a comprehensive PMS which will continue to be applicable to the senior management. The applicable competencies are:

- Driving and Managing Change
- Business acumen
- Capability Building
- Managing Critical Partnership
- Decision Making
- Excellence orientation
- Customer Focus
- Resource Management
- Domain area of responsibility
- Benchmarks of similar positions in similar comparable industries
- Functional expertise
- Commitment and Ownership



Financial Statements

Independent Auditor's Report

To the Members of Triveni Turbine Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Triveni Turbine Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, in which are incorporated the returns for the year ended on that date audited by the Branch Auditors of the Company's unit at Bangalore.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on

Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by this Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in the paragraph 3 and 4 of the Order.

- 2) As required by Section 143 (3) of the Act, we report that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books & proper returns adequate for the purpose of our audit have been received from Bangalore Unit of the Company not visited by us ;
 - c) the report on the accounts of the Bangalore Unit of the company audited under sub-section (8) of section 143 by the branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
 - d) the balance sheet, the statement of profit and loss and the cash flow statement dealt with in this report are in agreement with the books of account and with the returns received from the Bangalore Unit of the Company not visited by us;
 - e) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - f) on the basis of written representations received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of section 164(2) of the Act;
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) the Company has disclosed the impact of pending litigation on its financial position in its financial statements. Refer Note No. 31 of the financial statements;
 - ii) the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For J. C. Bhalla and Co.

Chartered Accountants

FRN : 001111N

Sudhir Mallick

Partner

Membership No. 80051

Place : Noida (U.P.)

Date : May 6, 2015

Annexure to Independent Auditor's Report

Referred to in paragraph 1 of the Independent Auditors' Report of even date under the heading "Report on Other Legal and Regulatory Requirements" to the members of Triveni Turbine Limited on the standalone financial statements as of and for the year ended March 31, 2015.

We report that:

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) The fixed assets have been physically verified by the management during the year. As explained to us, no material discrepancies were noticed on such verification as compared to the book records. In our opinion the frequency of verification is reasonable having regard to the size of the company and nature of its activities.
- 2) a) Inventories have been physically verified by the Management to the extent practicable at reasonable intervals during the year. In our opinion the frequency of verification is reasonable.
b) According to information given to us, the procedures for physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification as compared to the book records were not material having regard to the size and nature of the operations of the Company and have been properly adjusted in the books of account.
- 3) The Company has not given any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly paragraphs 3(iii)(a) and 3(iii)(b) of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.
- 4) According to the information and explanations given to us, and having regard to the unique and specialized nature of the certain items involved, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- 5) The Company has not accepted any deposits from the public under the provisions of Sections 73 to 76 of the Act or other relevant provisions of the Act and rules framed there under.
- 6) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for any of the products manufactured and services rendered by the Company for the year.
- 7) a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
b) According to the information and explanations given to us, there are no dues of sales tax, wealth tax, customs duty, value added tax and cess which have not been

deposited on account of any dispute. Disputed income tax, service tax and excise duty which have not been deposited on account of matters pending before appropriate authorities is as under:

| S. No. | Name of the Statute | Nature of Dues | Amount (₹ in Million) | Amount Paid (₹ in Million) | Period to which it relates | Forum where dispute is pending |
|--------|--------------------------|------------------------------------|-------------------------|----------------------------|-----------------------------|--------------------------------------|
| 1) | Income-tax Act 1961 | Income-tax | 4.58 | - | FY 2010-11 | Commissioner of Income-tax (Appeals) |
| 2) | Income-tax Act 1961 | Income-tax | 0.25 | - | FY 2011-12 | Commissioner of Income-tax (Appeals) |
| 3) | Finance Act 1994 | Service Tax Interest Penalty | 3.25 3.14 3.25 | 3.57 | FY 2008-09 to FY 2011-12 | CESTAT, Bangalore |
| 4) | Finance Act 1994 | Service Tax Interest Penalty | 10.32 12.67 10.32 | 1.27 | FY 2007-08 to FY 2011-12 | CESTAT, Bangalore |
| 5) | Central Excise Act, 1944 | Excise Duty Interest Penalty | 2.16 2.47 2.16 | 0.09 | FY 2007-08 | CESTAT, Bangalore |

- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956(1 of 1956) and rules made thereunder.
- 8) The Company has no accumulated losses as at March 31, 2015 and has not incurred any cash losses in the financial year covered by our audit and immediately preceding financial year.
- 9) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks during the year. The company has no outstanding dues in respect of financial institutions or debenture holders.
- 10) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 11) In our opinion, the term loans have been applied for the purpose for which they were raised.
- 12) During the course of our examination of the books of accounts and records carried out in accordance with the generally accepted auditing practices and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year nor have we been informed of such case by the management.

For J.C. Bhalla and Co.
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner

Place : Noida (U.P.)
Date : May 6, 2015

Membership No.80051

Balance Sheet

as at 31st March 2015

(₹ In Million)

| Particulars | Note No. | 31.03.2015 | 31.03.2014 |
|-----------------------------------|----------|-----------------|-----------------|
| I EQUITY AND LIABILITIES | | | |
| 1. Shareholder's Funds | | | |
| Share capital | 2 | 329.97 | 329.94 |
| Reserves and surplus | 3 | 2,026.07 | 1,481.83 |
| | | 2,356.04 | 1,811.77 |
| 2. Non-current liabilities | | | |
| Long-term borrowings | 4 | 5.09 | 5.16 |
| Deferred tax liabilities (net) | 5 | 91.28 | 96.43 |
| Other long-term liabilities | 6 | - | 8.06 |
| Long-term provisions | 7 | 44.35 | 33.72 |
| | | 140.72 | 143.37 |
| 3. Current liabilities | | | |
| Short-term borrowings | 8 | 6.60 | 69.19 |
| Trade payables | 9 | 1,120.47 | 1,287.97 |
| Other current liabilities | 10 | 1,072.21 | 914.68 |
| Short-term provisions | 7 | 404.64 | 400.51 |
| | | 2,603.92 | 2,672.35 |
| TOTAL | | 5,100.68 | 4,627.49 |
| II ASSETS | | | |
| 1. Non-current assets | | | |
| Fixed assets | | | |
| (i) Tangible assets | 11 | 1,291.71 | 1,017.50 |
| (ii) Intangible assets | 12 | 44.57 | 58.88 |
| (iii) Capital work-in-progress | | 61.03 | 2.64 |
| | | 1,397.31 | 1,079.02 |
| Non-current investments | 13 | 84.67 | 80.00 |
| Long-term loans and advances | 14 | 106.85 | 511.47 |
| Other non-current assets | 19 | 169.43 | 114.81 |
| | | 1,758.26 | 1,785.30 |
| 2. Current assets | | | |
| Current investments | 15 | 60.00 | - |
| Inventories | 16 | 1,187.26 | 1,113.85 |
| Trade receivables | 17 | 1,533.93 | 1,057.43 |
| Cash and bank balances | 18 | 40.29 | 6.52 |
| Short-term loans and advances | 14 | 389.36 | 213.26 |
| Other current assets | 19 | 131.58 | 451.13 |
| | | 3,342.42 | 2,842.19 |
| TOTAL | | 5,100.68 | 4,627.49 |

Summary of Significant Accounting Policies

1

The accompanying Note Nos. 1 to 51 form an integral part of the financial statements.

As per our report of even date.

For and on behalf of

J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)

Date : May 6, 2015

Statement of Profit and Loss

for the year ended 31st March 2015

(₹ in Million)

| Particulars | Note No. | 31.03.2015 | 31.03.2014 |
|--|----------|-----------------|-----------------|
| Continuing operations | | | |
| INCOME | | | |
| Revenue from operations (gross) | 20 | 6,446.30 | 5,256.89 |
| Less : Excise duty | | 191.08 | 174.23 |
| Revenue from operations (net) | | 6,255.22 | 5,082.66 |
| Other Income | 21 | 282.55 | 83.72 |
| Total revenue | | 6,537.77 | 5,166.38 |
| EXPENSES | | | |
| Cost of raw material and components consumed | 22 | 3,587.70 | 3,068.44 |
| Decrease / (Increase) in inventories of finished goods and work-in-progress | 23 | 59.75 | (293.15) |
| Employee benefit expenses | 24 | 600.91 | 567.01 |
| Other expenses | 25 | 754.34 | 675.88 |
| Total | | 5,002.70 | 4,018.18 |
| Earnings before exceptional item, extraordinary item, interest, tax, depreciation and amortisation (EBITDA) | | 1,535.07 | 1,148.20 |
| Depreciation and amortisation expenses | 26 | 145.04 | 128.60 |
| Finance costs | 27 | 6.38 | 5.99 |
| Profit before exceptional item, extraordinary item and tax | | 1,383.65 | 1,013.61 |
| Exceptional item | 28 | 27.98 | - |
| Profit before extraordinary item and tax | | 1,355.67 | 1,013.61 |
| Extraordinary item | | - | - |
| Profit before tax | | 1,355.67 | 1,013.61 |
| Tax expense | 29 | 444.83 | 329.09 |
| Profit after tax | | 910.84 | 684.52 |
| Earning per equity share of ₹ 1/ each | 30 | | |
| Basic (in ₹) | | 2.76 | 2.07 |
| Diluted (in ₹) | | 2.76 | 2.07 |

Summary of Significant Accounting Policies

1

The accompanying Note Nos.1 to 51 form an integral part of the financial statements.

As per our report of even date.

For and on behalf of

J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)

Date : May 6, 2015

Cash Flow Statement

for the year ended 31st March 2015

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| A Cash Flow from Operating Activities | | |
| Profit before tax | 1,355.67 | 1,013.61 |
| Non-cash adjustment to reconcile profit before tax to net cash flows | | |
| Depreciation / amortisation | 145.04 | 128.60 |
| Loss on sale of fixed assets | 0.76 | 3.72 |
| Net gain on sale of current investments | (7.45) | (11.36) |
| Interest expense | 16.55 | 5.99 |
| Interest income | (0.20) | (2.05) |
| Operating profit before working capital changes | 1,510.37 | 1,138.51 |
| Movements in working capital : | | |
| Change in Liabilities | (26.61) | 201.92 |
| Change in Trade Receivables | (531.10) | 58.55 |
| Change in Inventories | (73.42) | (448.74) |
| Change in Loans and Advances | (142.15) | (53.58) |
| Change in Other Current Assets | 319.55 | (304.19) |
| Cash generated from / (used in) operations | 1,056.64 | 592.47 |
| Direct taxes paid (net of refunds) | (462.16) | (301.80) |
| Corporate Social Responsibility payment | (17.61) | - |
| Net cash flow from / (used in) operating activities (A) | 576.87 | 290.67 |
| B Cash Flow from Investing Activities | | |
| Purchase of fixed assets | (111.03) | (380.02) |
| Proceeds from sale of fixed assets | 1.11 | 0.28 |
| Purchase of non-current investments | (4.67) | - |
| Purchase of current investments | (1,615.00) | (1,120.00) |
| Proceeds from sale / maturity of current investments | 1,562.45 | 1,181.36 |
| Bank deposits (having original maturity of more than three months) | - | 6.61 |
| Interest received | 0.20 | 2.08 |
| Net cash flow from / (used in) investing activities (B) | (166.94) | (309.69) |

Cash Flow Statement

for the year ended 31st March 2015

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|-----------------|
| C Cash Flow from Financing Activities | | |
| Proceeds from issuance of share capital | 1.44 | 3.35 |
| Redemption of preference share capital | - | (28.00) |
| Proceeds from long-term borrowings | 3.84 | 4.76 |
| Repayment of long-term borrowings | (3.98) | (4.28) |
| Increase / (Decrease) in of short-term borrowings | (62.59) | 69.19 |
| Interest paid | (6.38) | (5.99) |
| Dividend paid on equity shares | (263.81) | (249.79) |
| Tax on equity dividend paid | (44.86) | (42.49) |
| Net cash flow from / (used in) financing activities (C) | (376.34) | (253.25) |
| Net increase / (decrease) in cash and cash equivalents (A + B+ C) | 33.59 | (272.27) |
| Cash and cash equivalents at the beginning of the year | 5.91 | 278.18 |
| Cash and cash equivalents at the end of the year | 39.50 | 5.91 |

As per our report of even date.

For and on behalf of

J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)
Date : May 6, 2015

Notes to Financial Statements

for the year ended 31st March 2015

1. Significant Accounting Policies

a) Basis of Preparation

The financial statements of the Company have been prepared as a going concern on an accrual basis of accounting under the historical cost convention in accordance with generally accepted accounting principles in India. The financial statements comply in all material respects with the applicable accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) in accordance with section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the criteria set out in Schedule III of the Companies Act, 2013. In line with the normal operating cycle of the main product, i.e., manufacture and supply of turbine packages, the Company has considered a period of 12 months for the purpose of determination of classification between current and non-current assets and liabilities.

b) Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known/materialise.

c) Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes taxes, duties (excluding Excise Duty and VAT for which CENVAT/VAT credit is available), freight and other incidental expenses relating to acquisition and installation of such fixed assets.

d) Recognition of Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria are applied for revenue recognition:

- i) Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales taxes and/ or value added taxes (VAT) on behalf of the government and therefore, these are not economic benefits

flowing to the Company and accordingly they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross).

- ii) In contracts involving the rendering of services, revenue is recognised as and when the services are rendered. The Company collects service tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and accordingly it is excluded from revenue.
- iii) Revenue from construction contracts is recognised on the percentage of completion method, measured by the proportion that contract costs incurred for work performed till the reporting date bear to the estimated total contract cost. Contract cost for this purpose includes:
 - a) Costs that relate directly to the specific contract;
 - b) Costs that are attributable to contract activity in general and can be allocated to the contract; and
 - c) Such other costs as are specifically chargeable to the customer under the terms of the contract.

Foreseeable losses, if any, are provided for immediately.
- iv) Income and expenditure relating to the prior period and prepaid expenses which do not exceed ₹ 10,000/- in each case, are treated as income/expenditure of the current year.

e) Foreign Currency Transactions

- i) Transactions denominated in foreign currencies are recorded at exchange rates prevailing on the dates of the transactions.
- ii) Foreign currency monetary items (including forward contracts) are translated at rates prevailing at the reporting date. Exchange differences arising on settlement of transactions and translation of monetary items (including forward contracts) are recognised as income or expense in the year in which they arise.
- iii) The premium or discount on foreign currency forward contracts not relating to firm commitments or highly probable forecast

transactions and not intended for trading or speculative purposes is amortised as expense or income over the life of each contract.

- iv) In respect of derivative contracts relating to firm commitments or highly probable forecast transactions, provision is made for mark-to-market losses, if any, at the balance sheet date. Gains, if any, on such contracts are not recognised till settlement.

f) Investments

Investments, that are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments, such reduction being determined and made for each investment individually.

g) Inventories

- i) Inventories of raw materials and components, stores and spares are valued at the lower of cost and net realisable value. Cost for the purpose of valuation of inventories is determined on weighted average basis.
- ii) Finished goods and work-in-progress are valued at lower of cost and net realisable value. The cost of finished goods and work-in-progress includes raw material costs, direct cost of conversion and allocation of indirect costs incurred in bringing the inventories to their present location and condition. Excise duty is included in the value of finished goods.
- iii) Patterns, loose tools, jigs and fixtures are amortised equally over three years.

h) Depreciation

- i) Depreciation on fixed assets is provided on the straight line method in accordance with Schedule II of the Companies Act, 2013. Schedule II provides the useful lives of various categories of fixed assets and allows the Company to use higher / lower useful lives and residual values if such lives and residual values can be technically supported and the justification for any difference is disclosed in the financial statements.

Accordingly, the management has re-estimated the useful lives and residual values of all its fixed assets and adopted useful lives as stated in Schedule II along with residual values of 5% except for the following:

- Based on the experience and assessment, mobile phones costing ₹ 5,000/- or more are depreciated over 2 years.
 - Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.
- ii) Double or triple shift depreciation, as the case may be, is provided in respect of machines on the basis of actual number of days for which such machines work on double or triple shift.
- iii) Intangible assets are recognised as specified in the applicable accounting standard and are amortised as follows:

| Particulars | Period of amortization |
|--------------------------|------------------------|
| Computer software | 36 months |
| Website development cost | 36 months |
| Design and drawings | 72 months |

i) Employee Benefits

- i) Short term Employee Benefits
- All employee benefits payable wholly within 12 months after the end of the period in which the employees render related services are classified as short term employee benefits and are recognised as expenses in the period in which the employees render the related service. The Company recognises the undiscounted amount of short term employee benefits expected to be paid (including compensated absences) in exchange for services rendered, as a liability.
- ii) Post-employment benefits
- a) **Defined contribution plans:**
- Defined contribution plans are retirement benefit plans under which the Company pays fixed contributions to separate entities (funds) or financial institutions or state managed benefit schemes. The Company's contributions under the Employees' Provident Fund Scheme, Employees' State Insurance Scheme and Officers' Pension Scheme for certain employees are defined contributions plans. The Contributions paid/ payable under the schemes are recognised during the period in which the employees render the related service.

b) Defined benefit plans:

Defined benefit plans are plans under which the Company pays certain defined benefits to employees following their retirement/resignation/death based on rules framed for such schemes. The Employees' Gratuity Scheme is a defined benefit plan. The present value of the obligation under a defined benefit plan is determined based on the actuarial valuation using the Projected Unit Credit method, which recognises each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under a defined benefit plan is based on the market yields on Government securities as at the balance sheet date, with maturity periods approximating the terms of the related obligation.

Actuarial gains and losses are recognised immediately in the statement of profit and loss.

Gains or losses on the curtailment or settlement of any defined benefits plan are recognised when the curtailment of settlement occurs. Past service cost is recognised as an expense on a straight-line basis over the average period until the benefits become vested.

iii) Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date on the basis of an actuarial valuation. The discount rates used for determining the present values of the obligation under defined benefit plans, are based on the appropriate market yields on Government securities as at the balance sheet date.

iv) Employee Stock Options :

Compensation cost in respect of stock options granted to eligible employees is recognised using the intrinsic value of the stock options and is amortised over the vesting period of such options granted.

j) Borrowing costs

Borrowing costs that are attributable to the

acquisition of qualifying assets are capitalised upto the period such assets are ready for their intended use. All other borrowing costs are charged in the statement of profit and loss.

k) Taxes on Income

i) Current tax on income is determined on the basis of taxable income computed in accordance with the applicable provisions of the Income-tax Act, 1961.

ii) Deferred tax is recognised for all timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

iii) Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised, except in the case of unabsorbed depreciation or carried forward of losses under the Income-tax Act 1961, where deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised.

iv) Minimum alternate tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will be in a position to avail of such credit under the provisions of the Income-tax Act 1961.

l) Impairment of Assets

Impairment of individual assets/cash generating unit (a group of assets that generates identified independent cash flows) are identified using external and internal sources of information and impairment loss, if any, is determined and recognised in accordance with the applicable accounting standard.

m) Provisions, Contingent liabilities and Contingent assets

Provisions are recognised, if :

- a) the Company has a present obligation as a result of a past event.;
- b) a probable outflow of resources is expected to settle the obligation; and
- c) the amount of the obligation can be reliably estimated.

Reimbursements expected in respect of expenditure required to settle a provision are recognised only when it is virtually certain that the reimbursement will be received.

A contingent liability is disclosed in the case of

- a) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
- b) a possible obligation, unless the probability of outflow of resources is remote.

Contingent assets are not recognised .

n) Research and Development

Revenue expenditure on research and development

is charged under the respective heads of account. Capital expenditure on research and development is included as part of fixed assets and depreciated on the same basis as other fixed assets.

o) Corporate Social Responsibility (CSR)

CSR spends by the Company, not being a part of its normal business activity, are considered as an appropriation of profit. No provision is made in the accounts in respect of any shortfall in CSR spends, as determined in accordance with section 135 of the Companies Act 2013 unless a contractual liability has been incurred under a CSR activity already undertaken by the Company.

2. Share Capital

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|---------------|---------------|
| AUTHORISED | | |
| 450,000,000 Equity Shares of ₹ 1/- each | 450.00 | 450.00 |
| 5,000,000 8% Cumulative Redeemable Preference Shares of ₹ 10/- each | 50.00 | 50.00 |
| | 500.00 | 500.00 |
| ISSUED, SUBSCRIBED AND FULLY PAID UP | | |
| Equity | | |
| 329,972,150 (329,944,550) Equity Shares of ₹ 1/- each | 329.97 | 329.94 |
| | 329.97 | 329.94 |

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year.

Equity Shares

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|--|--------------------|---------------|--------------------|---------------|
| | No of Shares | ₹ in Million | No of Shares | ₹ in Million |
| At the beginning of the year | 329,944,550 | 329.94 | 329,880,150 | 329.88 |
| Add: Issued during the year pursuant to exercise of employee stock options | 27,600 | 0.03 | 64,400 | 0.06 |
| Outstanding at the end of the year | 329,972,150 | 329.97 | 329,944,550 | 329.94 |

Preference Shares

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|------------------------------------|------------------|--------------|------------------|--------------|
| | No of Shares | ₹ in Million | No of Shares | ₹ in Million |
| At the beginning of the year | - | - | 2,800,000 | 28.00 |
| Less : Redeemed during the year | - | - | 2,800,000 | 28.00 |
| Outstanding at the end of the year | - | - | - | - |

b) Terms/rights attached to equity shares

The Company has only one class of equity shares with a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company, after meeting all liabilities and distribution of all preferential amounts, in proportion to their shareholding.

c) Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash (during the 5 years immediately preceding)

257,880,150 equity shares of ₹ 1/- each were allotted on May 10, 2011, as fully paid up to the shareholders of Triveni Engineering & Industries Ltd (TEIL) in the ratio of one equity share for every one equity share held by them in TEIL, pursuant to the Scheme.

d) Details of shareholders holding more than 5% shares in the company

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|---|------------------|-----------|------------------|-----------|
| | No of Shares | % holding | No of Shares | % holding |
| Equity Shares of ₹ 1/- each fully paid | | | | |
| Triveni Engineering & Industries Limited | 72,000,000 | 21.82 | 72,000,000 | 21.82 |
| Dhruv M. Sawhney | 24,924,645 | 7.55 | 28,124,645 | 8.52 |
| Nalanda India Fund Limited | 25,788,000 | 7.82 | 25,788,000 | 7.82 |
| Umananda Trade & Finance Limited | 20,157,589 | 6.11 | 20,157,589 | 6.11 |
| Rati Sawhney | 13,706,914 | 4.15 | 16,824,914 | 5.10 |
| Tarnik Investments & Trading Limited | 18,680,527 | 5.66 | 18,680,527 | 5.66 |

e) Shares reserved for issue under options - Nil

Refer Note No. 37

3. Reserves and Surplus

General reserve

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|---------------|---------------|
| Balance as per the last financial statements | 700.00 | 600.00 |
| Add: Amount transferred from surplus in the statement of profit and loss | 150.00 | 100.00 |
| Less: Impact of revision of useful lives of fixed assets pursuant to Schedule II to the Companies Act, 2013 (Refer Note No. 35) | 10.77 | - |
| Closing Balance | 839.23 | 700.00 |

Capital redemption reserve

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|--------------|--------------|
| Balance as per the last financial statements | 28.00 | - |
| Add: Amount transferred from surplus in the statement of profit and loss | - | 28.00 |
| Closing Balance | 28.00 | 28.00 |

Securities premium

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| Balance as per the last financial statements | 3.28 | - |
| Add: Amount received during the year pursuant to exercise of employee stock options | 1.41 | 3.28 |
| Closing Balance | 4.69 | 3.28 |

Surplus in the statement of profit and loss

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| Balance as per the last financial statements | 750.55 | 483.97 |
| Add: Net profit after tax transferred from statement of profit and loss | 910.84 | 684.52 |
| Amount available for appropriation (A) | 1,661.39 | 1,168.49 |
| Appropriations: | | |
| Transfer to General reserve | 150.00 | 100.00 |
| Transfer to Capital redemption reserve | - | 28.00 |
| Corporate social responsibility expenditure | 22.41 | - |
| Dividend on equity shares (Interim) | 82.50 | 65.98 |
| Dividend on equity shares (Earlier year) | 0.02 | 0.01 |
| Dividend on preference share | - | 0.37 |
| Proposed dividend on equity shares | 197.98 | 181.47 |
| Tax on equity dividend (Interim) | 14.03 | 11.21 |
| Tax on equity dividend (Earlier year) [Current year ₹ 3,484/- (Previous year ₹ 1,006/-)] | 0.00 | 0.00 |
| Tax on preference dividend | - | 0.06 |
| Tax on proposed equity dividend | 40.30 | 30.84 |
| Total appropriations (B) | 507.24 | 417.94 |
| Net surplus in the statement of profit and loss (A-B) | 1,154.15 | 750.55 |
| Total reserves and surplus | 2,026.07 | 1,481.83 |

4. Long-Term Borrowings

(₹ in Million)

| Particulars | Non- Current portion | | Current maturities | |
|--|----------------------|-------------|--------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Term loans (Secured) | | | | |
| - From banks | - | 0.20 | 0.20 | 1.06 |
| - From others | 5.09 | 4.96 | 3.14 | 2.34 |
| | 5.09 | 5.16 | 3.34 | 3.40 |
| Less : Amount disclosed under the head "other current liabilities" (Refer Note No. 10) | | | 3.34 | 3.40 |
| | 5.09 | 5.16 | - | - |

Details of Securities and other terms :-

| Name of the Bank / Others | Total loan outstanding (₹ in Million) | Repayment terms of loan outstanding | Rate of interest (per annum) | Nature of Security |
|--|---------------------------------------|---|---|---|
| 1. Axis Bank (Vehicle loan) | 0.20 (1.26) | In equated monthly instalments ranging from Nil to 8 months (5 to 20 months) | At fixed rates ranging from 9.90% to 10.00% | Secured by hypothecation of vehicles acquired under the respective vehicle loans. |
| 2. Kotak Mahindra Prime Ltd (Vehicle loan) | 8.23 (7.30) | In equated monthly instalments ranging from 15 to 56 months (24 to 46 months) | At fixed rates ranging from 9.93% to 10.92% | Secured by hypothecation of vehicles acquired under the respective vehicle loans. |

Figures in brackets relate to the previous year.

5. Deferred Tax Liabilities (Net)

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|--------------|--------------|
| Deferred Tax Liabilities : | | |
| Difference in net book value of fixed assets as per books and tax laws | 128.55 | 138.24 |
| Deferred Tax Assets : | | |
| Expenses allowable on payment basis | 11.69 | 11.71 |
| Others | 25.58 | 30.10 |
| Net Deferred Tax Liabilities | 91.28 | 96.43 |

6. Other Long-Term Liabilities

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|------------|-------------|
| Deposit from customers (Refer Note No. 34) | - | 8.06 |
| | - | 8.06 |

7. Provisions

(₹ in Million)

| Particulars | Long-term | | Short-term | |
|--|--------------|--------------|---------------|---------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Provisions for Employee Benefits | | | | |
| Gratuity (Refer Note No. 45) | 8.72 | 4.22 | - | - |
| Compensated absences | 18.36 | 18.00 | 4.32 | 2.93 |
| Other provisions | | | | |
| Proposed dividend * | - | - | 197.98 | 181.47 |
| Tax on proposed dividend | - | - | 40.30 | 30.84 |
| Warranty | 17.27 | 11.50 | 14.48 | 17.96 |
| Liquidated damages | - | - | 38.66 | 49.50 |
| Cost to completion | - | - | 62.43 | 75.27 |
| Corporate social responsibility (Refer Note No. 47) | - | - | 4.80 | - |
| Excise duty on closing stock | - | - | 16.84 | - |
| Income Tax [net of advance tax of ₹ 453.94 million (₹ 761.65 million) & includes wealth tax ₹ 0.18 million (₹ 0.12 million)] | - | - | 24.83 | 42.54 |
| | 44.35 | 33.72 | 404.64 | 400.51 |

* Represents dividend proposed by the Board of Directors at ₹ 0.60 (previous year ₹ 0.55) per equity share of ₹ 1/- each, which is subject to the approval by the shareholders.

Disclosures required by Accounting Standard (AS) 29 - Provisions,Contingent liabilities and Contingent assets.

Movement in provisions

(₹ in Million)

| Particulars of disclosure | Nature of Provisions | | |
|---------------------------------------|----------------------|--------------------|--------------------|
| | Warranty | Liquidated Damages | Cost to Completion |
| Opening balance | 29.46 | 49.50 | 75.27 |
| | (66.90) | (60.43) | (149.56) |
| Provision made during the year | 30.89 | 4.38 | 2.10 |
| | (19.69) | (1.11) | (5.50) |
| Provision used during the year | 11.61 | 0.91 | 12.80 |
| | (40.67) | (2.18) | (28.19) |
| Provision no longer required reversed | 16.99 | 14.31 | 2.14 |
| | (16.46) | (9.86) | (51.60) |
| Closing balance | 31.75 | 38.66 | 62.43 |
| | (29.46) | (49.50) | (75.27) |

Figures in brackets relate to the previous year.

Nature of Provisions

Warranties: The Company gives warranties on certain products and services, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Provisions made as at March 31,2015 represent the amount of the expected cost of meeting such obligations. The timing of the outflows is expected to be within the period of two years.

Liquidated damages: In respect of certain products, the Company has contractual obligations towards customers for matters relating to delivery and performance. The provisions represent the amount estimated to meet the cost of such obligations. The timing of the outflow is expected to be within one year.

Cost to completion: The provision represents the costs of materials and services required for erection and integration of turbine packages at the site, prior to commissioning.

8. Short-Term Borrowings

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|-------------------------------|-------------|--------------|
| Repayable on demand (Secured) | | |
| Cash credits from banks * | 6.60 | 69.19 |
| | 6.60 | 69.19 |

* Secured by hypothecation of stocks-in-trade, raw materials, stores & spare parts, work-in-progress and trade receivables and a second charge on movable and immovable assets both present and future on a pari-passu basis. Interest rates range from 12.25% to 12.50% per annum.

9. Trade Payables

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| Trade payables (Refer Note No.39 for details of dues to micro and small enterprises) | 1,120.47 | 1,287.97 |
| | 1,120.47 | 1,287.97 |

10. Other Current Liabilities

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|---------------|
| Current maturities of long term borrowings (Refer Note No 4) | 3.34 | 3.40 |
| Creditors for purchases of capital assets | 4.08 | 0.48 |
| Advances from customers | 1,009.03 | 865.82 |
| Security deposits | 0.02 | 0.02 |
| Interest accrued but not due on borrowings | 0.06 | 0.07 |
| Interest payable pursuant to court decision (Refer Note No. 34) | 10.17 | - |
| Employee benefits & other dues | 16.67 | 22.70 |
| Deferred premium on foreign exchange forward contracts | 6.69 | 3.20 |
| Indirect taxes & duties payable | 1.16 | 0.99 |
| Statutory dues relating to employees | 4.97 | 5.10 |
| Income tax deducted at source | 8.12 | 6.80 |
| Unpaid dividend * | 0.78 | 0.61 |
| Creditors for other liabilities | 7.12 | 5.49 |
| | 1,072.21 | 914.68 |

* There are no amounts as at the end of the year which are due and outstanding to be credited to the Investors Education and Protection Fund.

11. Tangible Assets

(₹ in Million)

| Particulars | Free hold Land* | Buildings | Plant and Machinery | Office Equipment | Furniture and Fixtures | Vehicles | Computers | Total |
|------------------------------|-----------------|---------------|---------------------|------------------|------------------------|--------------|--------------|-----------------|
| Gross block | | | | | | | | |
| As at April 1, 2013 | 36.42 | 334.28 | 1,116.47 | 25.48 | 43.20 | 26.30 | 60.07 | 1,642.22 |
| Additions | - | 7.58 | 0.93 | 0.46 | 0.45 | 6.58 | 4.12 | 20.12 |
| Deductions | - | - | 13.06 | - | - | - | 1.61 | 14.67 |
| As at March 31, 2014 | 36.42 | 341.86 | 1,104.34 | 25.94 | 43.65 | 32.88 | 62.58 | 1,647.67 |
| Additions | 388.65 | 0.42 | 6.42 | 1.59 | 1.45 | 7.34 | 10.29 | 416.16 |
| Deductions | - | 0.01 | 0.57 | 2.57 | 2.95 | 2.18 | 3.40 | 11.68 |
| As at March 31, 2015 | 425.07 | 342.27 | 1,110.19 | 24.96 | 42.15 | 38.04 | 69.47 | 2,052.15 |
| Depreciation | | | | | | | | |
| As at April 1, 2013 | - | 74.24 | 385.92 | 7.54 | 15.64 | 5.95 | 42.33 | 531.62 |
| Charge for the year | - | 10.89 | 87.21 | 1.24 | 2.61 | 2.87 | 4.40 | 109.22 |
| Deductions | - | - | 9.14 | - | - | - | 1.53 | 10.67 |
| As at March 31, 2014 | - | 85.13 | 463.99 | 8.78 | 18.25 | 8.82 | 45.20 | 630.17 |
| Charge for the year** | - | 7.95 | 92.20 | 6.88 | 6.54 | 3.79 | 6.40 | 123.76 |
| Transfer to General Reserve# | - | 8.04 | 0.26 | 4.40 | 0.33 | 0.32 | 2.96 | 16.31 |
| Deductions | - | 0.01 | 0.23 | 2.39 | 2.80 | 1.15 | 3.22 | 9.80 |
| As at March 31, 2015 | - | 101.11 | 556.22 | 17.67 | 22.32 | 11.78 | 51.34 | 760.44 |
| Net Block | | | | | | | | |
| As at March 31, 2014 | 36.42 | 256.73 | 640.35 | 17.16 | 25.40 | 24.06 | 17.38 | 1,017.50 |
| As at March 31, 2015 | 425.07 | 241.16 | 553.97 | 7.29 | 19.83 | 26.26 | 18.13 | 1,291.71 |

* Refer Note No. 48

** Includes amount capitalised ₹ 0.12 million (Previous year ₹ Nil)

Refer Note No. 35

12. Intangible Assets (Other than internally generated)

(₹ in Million)

| Particulars | Computer Software | Website | Design and Drawings | Total |
|-----------------------------|-------------------|-------------|---------------------|---------------|
| Gross block | | | | |
| As at April 1, 2013 | 102.20 | 1.25 | 58.19 | 161.64 |
| Additions | 12.35 | 0.18 | 28.32 | 40.85 |
| Disposals | - | - | - | - |
| As at March 31, 2014 | 114.55 | 1.43 | 86.51 | 202.49 |
| Additions | 6.59 | - | 0.50 | 7.09 |
| Disposals | - | - | - | - |
| As at March 31, 2015 | 121.14 | 1.43 | 87.01 | 209.58 |
| Amortisation | | | | |
| As at April 1, 2013 | 86.90 | 0.30 | 37.03 | 124.23 |
| Charge for the year | 10.76 | 0.46 | 8.16 | 19.38 |
| Disposals | - | - | - | - |
| As at March 31, 2014 | 97.66 | 0.76 | 45.19 | 143.61 |
| Charge for the year | 9.96 | 0.44 | 11.00 | 21.40 |
| Disposals | - | - | - | - |
| As at March 31, 2015 | 107.62 | 1.20 | 56.19 | 165.01 |
| Net Block | | | | |
| As at March 31, 2014 | 16.89 | 0.67 | 41.32 | 58.88 |
| As at March 31, 2015 | 13.52 | 0.23 | 30.82 | 44.57 |

13. Non-Current Investments

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|--------------|--------------|
| Long Term | | |
| Trade | | |
| UNQUOTED | | |
| SHARES - Fully paid-up - Subsidiary Companies | | |
| 8,000,001 (8,000,001) Equity shares of ₹ 10/- each of GE Triveni Limited (At cost) | 80.00 | 80.00 |
| 50,000 (Nil) Ordinary shares of GBP 1/- each of Triveni Turbines Europe Private Ltd (At cost) | 4.67 | - |
| | 84.67 | 80.00 |
| Aggregate book value of unquoted investments | 84.67 | 80.00 |

14. Loans and Advances

(₹ in Million)

| Particulars | Long-term | | Short-term | |
|---|---------------|---------------|---------------|---------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Capital advances | | | | |
| Unsecured, considered good | 1.78 | 372.26 | - | - |
| (A) | 1.78 | 372.26 | - | - |
| Security deposit | | | | |
| Unsecured, considered good | 2.59 | 2.76 | 1.05 | 0.91 |
| (B) | 2.59 | 2.76 | 1.02 | 0.91 |
| Other loans and advances | | | | |
| Unsecured, considered good | | | | |
| Prepaid expenses | 1.73 | 2.02 | 18.67 | 14.35 |
| Loans to employees | 0.30 | 0.46 | 2.45 | 2.48 |
| Advances to suppliers | - | - | 119.71 | 107.32 |
| Service tax recoverable | 4.84 | 4.52 | 7.87 | 12.83 |
| Excise duty (Cenvat Balance) | - | - | 48.76 | 19.86 |
| Earnest money deposit | - | - | 1.88 | 3.89 |
| Works contract tax recoverable | - | - | 1.25 | 0.87 |
| Advance payment of tax | 12.68 | 12.68 | - | - |
| Amount recoverable from hedging banks | - | - | 89.48 | 6.30 |
| VAT recoverable | 82.61 | 90.67 | 97.32 | 23.90 |
| Excise duty recoverable (Refer Note No. 34) | 0.09 | 25.87 | 0.49 | 20.43 |
| Other amounts recoverable | 0.23 | 0.23 | 0.46 | 0.12 |
| (C) | 102.48 | 136.45 | 388.34 | 212.35 |
| Total (A+B+C) | 106.85 | 511.47 | 389.36 | 213.26 |

15. Current Investments (Unquoted)

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|--------------|------------|
| (valued at lower of cost or fair value) | | |
| 134,076.954 (Nil) Mutual Funds Units of Birla Sun Life Cash Plus Growth - Direct Plan | 30.00 | - |
| 787,711.698 (Nil) Mutual Funds Units of JM High Liquidity Fund - Direct Growth Option | 30.00 | - |
| | 60.00 | - |
| Aggregate book value of unquoted investments | 60.00 | - |

16. Inventories

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|-----------------|
| (valued at lower of cost and net realisable value) | | |
| Raw material and components [includes stock in transit ₹ 3.11 million (₹ 2.84 million)] | 554.88 | 438.20 |
| Work-in-progress | 462.65 | 500.32 |
| Finished goods [Includes stock in transit ₹ Nil (₹ 160.25 million)] | 155.01 | 160.25 |
| Stores and spares | 0.25 | 0.18 |
| Patterns | 11.15 | 12.43 |
| Tools, jigs and fixtures | 3.28 | 2.43 |
| Others (Scrap) | 0.04 | 0.04 |
| | 1,187.26 | 1,113.85 |

17. Trade Receivables

(₹ in Million)

| Particulars | Non-Current | | Current | |
|--|---------------|---------------|-----------------|-----------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Over Six Months | | | | |
| Secured - considered good | - | - | - | - |
| Unsecured - considered good | - | - | 323.40 | 290.95 |
| Considered doubtful | - | - | 42.70 | 48.70 |
| | - | - | 366.10 | 339.65 |
| Less : Provision for doubtful debts | - | - | 42.70 | 48.70 |
| (A) | - | - | 323.40 | 290.95 |
| Others | | | | |
| Secured - considered good | - | - | - | - |
| Unsecured - considered good | 169.30 | 114.69 | 1,210.53 | 766.48 |
| (B) | 169.30 | 114.69 | 1,210.53 | 766.48 |
| Total (A+B) | 169.30 | 114.69 | 1,533.93 | 1,057.43 |
| Less: Amount disclosed under other non-current assets (Refer Note No.19) | 169.30 | 114.69 | | |
| | - | - | 1,533.93 | 1,057.43 |

18. Cash and Bank Balances

(₹ in Million)

| Particulars | Non-Current | | Current | |
|--|-------------|-------------|--------------|-------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Cash and cash equivalents | | | | |
| Balance with banks | | | | |
| Current accounts | - | - | 39.10 | 5.62 |
| Cheques / drafts on hand (Current year ₹ 738/-) | - | - | 0.00 | - |
| Cash on hand | - | - | 0.40 | 0.29 |
| (A) | - | - | 39.50 | 5.91 |
| Other bank balances | | | | |
| Earmarked balances: | | | | |
| Unpaid dividend account | - | - | 0.79 | 0.61 |
| Balances under lien/margin/kept as security: | | | | |
| Fixed / margin deposits (original maturity more than one year) | 0.10 | 0.10 | - | - |
| (B) | 0.10 | 0.10 | 0.79 | 0.61 |
| Total (A+B) | 0.10 | 0.10 | 40.29 | 6.52 |
| Less: Amount disclosed under other non-current assets (Refer Note No.19) | 0.10 | 0.10 | | |
| | - | - | 40.29 | 6.52 |

19. Other Assets

(₹ in Million)

| Particulars | Non-Current | | Current | |
|---|---------------|---------------|---------------|---------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Long-term trade receivables (Refer Note No. 17) | 169.30 | 114.69 | - | - |
| Non-current cash and bank balances (Refer Note No.18) | 0.10 | 0.10 | - | - |
| Interest accrued on fixed deposits | 0.03 | 0.02 | - | - |
| Due from customers (Turnkey Project revenue adjustment) | - | - | 93.80 | 433.41 |
| Duty drawback receivable | - | - | 37.78 | 17.72 |
| | 169.43 | 114.81 | 131.58 | 451.13 |

20. Revenue from Operations

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| Sale of products | | |
| Finished goods | | |
| Turbines (including related equipments and supplies) | 4,596.80 | 3,079.49 |
| Spares | 1,185.17 | 750.02 |
| Others | - | 0.21 |
| Sale of services | | |
| Servicing, operation and maintenance | 380.10 | 444.91 |
| Erection and commissioning | 56.14 | 152.19 |
| Turbine extended scope project | 145.47 | 790.53 |
| Other operating revenue | | |
| Technical know-how fee | 14.09 | - |
| Sale of scrap | 3.96 | 6.85 |
| Selling commission | 8.08 | 3.55 |
| Royalty | 9.34 | 3.36 |
| Export incentives | 47.15 | 25.78 |
| | 6,446.30 | 5,256.89 |

21. Other Income

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|---------------|--------------|
| Profit on sale/redemption of current investment | 7.45 | 11.36 |
| Rent received | 5.91 | 4.65 |
| Interest income | | |
| Bank Deposits | 0.05 | 0.30 |
| Customers | 0.15 | 1.75 |
| Exchange fluctuation gains * | 242.50 | - |
| Credit balances written back | 6.99 | 2.90 |
| Provision of liquidated damages reversed (net) - (Refer Note No 7) | 9.93 | 8.75 |
| Provision for doubtful debts and advances written back | 6.00 | - |
| Provision of cost to completion for earlier year reversed (Refer Note No 7) | 2.14 | 51.60 |
| Excess provision of expenses written back | - | 1.41 |
| Miscellaneous Income | 1.43 | 1.00 |
| | 282.55 | 83.72 |

* Includes premium/discount earned on foreign currency forward contracts ₹ 112.53 million (previous year ₹ Nil)

22. Cost of Raw Material and Components Consumed

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|-----------------|
| Stock at commencement | 438.20 | 280.16 |
| Purchases | 3,704.38 | 3,226.48 |
| | 4,142.58 | 3,506.64 |
| Less: Stock at close | 554.88 | 438.20 |
| | 3,587.70 | 3,068.44 |
| Details of raw material and components consumed | | |
| Alternators, electric panels and other direct bought-outs | 1,395.19 | 1,282.62 |
| Iron and steel | 410.79 | 249.36 |
| Gear boxes and accessories | 440.65 | 337.82 |
| Others | 1,341.07 | 1,198.64 |
| | 3,587.70 | 3,068.44 |

23. Decrease/ (Increase) in Inventories of Finished Goods and Work-in-Progress

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|--------------|-----------------|
| Stock at commencement | | |
| - Work-in-progress (Turbines) | 500.32 | 367.42 |
| - Finished goods (Turbines) | 160.25 | - |
| | 660.57 | 367.42 |
| Stock at close | | |
| - Work-in-progress (Turbines) | 462.65 | 500.32 |
| - Finished goods (Turbines) | 155.01 | 160.25 |
| | 617.66 | 660.57 |
| Add/(Less): Impact of excise duty on finished goods | 16.84 | - |
| | 59.75 | (293.15) |

24. Employee Benefit Expenses

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|---------------|---------------|
| Salaries, wages and bonus | 508.19 | 477.09 |
| Contributions to provident and other funds | 35.12 | 34.48 |
| Gratuity | 15.05 | 14.70 |
| Employee welfare | 43.12 | 40.74 |
| | 601.48 | 567.01 |
| Less: Amount capitalised | 0.57 | - |
| | 600.91 | 567.01 |

25. Other Expenses

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|---------------|---------------|
| Stores, spares and tools consumed | 140.06 | 106.27 |
| Power and fuel | 22.34 | 18.32 |
| Design and engineering charges | 8.29 | 3.16 |
| Repairs and maintenance | | |
| Machinery | 4.63 | 10.31 |
| Buildings | 1.73 | 4.28 |
| Others | 10.19 | 8.92 |
| Travelling and conveyance | 115.43 | 96.59 |
| Rent | 5.46 | 6.58 |
| Rates and taxes | 3.48 | 4.13 |
| Insurance | 2.31 | 2.74 |
| Directors' sitting fees | 2.11 | 0.98 |
| Directors' commission | 6.00 | 5.00 |
| Certification & consultation | 38.92 | 36.57 |
| Group shared service cost | 39.18 | 33.96 |
| Bank charges and guarantee commission | 14.20 | 12.23 |
| Exchange fluctuation loss * | - | 40.40 |
| Provision for doubtful debts and advances | - | 10.59 |
| Bad debts/sundry amounts written off | 22.04 | 2.20 |
| Warranty expenses [Includes provision for warranty (net of reversals) of ₹ 13.90 million (Previous year: ₹ 3.23 million)] (Refer Note No. 7) | 27.78 | 19.06 |
| Payment to Auditors (Refer Note No. 50) | 2.09 | 2.14 |
| Non moving/obsolete inventory written off | 2.54 | 18.11 |
| Loss on sale of assets | 0.76 | 3.72 |
| Packing and forwarding | 43.26 | 29.03 |
| Freight outward | 70.45 | 59.35 |
| Selling commission | 72.53 | 49.41 |
| Miscellaneous expenses | 99.49 | 91.83 |
| | 755.27 | 675.88 |
| Less: Amount capitalised | 0.93 | - |
| | 754.34 | 675.88 |

* Net off premium/discount earned on foreign currency forward contracts ₹ Nil (previous year ₹ 36.03 million)

26. Depreciation and Amortisation Expenses

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--------------|---------------|---------------|
| Depreciation | 123.64 | 109.22 |
| Amortisation | 21.40 | 19.38 |
| | 145.04 | 128.60 |

27. Finance Costs

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| Interest expenses [Includes ₹ 0.00 million (Current year ₹ 463 /-) towards interest on income tax (previous year ₹ 0.46 million)] | 4.04 | 5.36 |
| Other borrowing cost [Includes ₹ 1.85 million towards prior period exps (previous year ₹ Nil)] | 2.34 | 0.63 |
| | 6.38 | 5.99 |

28. Exceptional Item

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|--------------|------------|
| Excise duty liability (including interest of ₹ 10.17 million) pertaining to earlier years on dismissal of special leave petition by the Supreme Court of India (Refer Note No 34) | 27.98 | - |
| | 27.98 | - |

29. Tax Expense

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---------------------------------|---------------|---------------|
| For Current Year | | |
| - Current Tax Expense | 454.40 | 318.41 |
| - Deferred Tax Expense/(Income) | (9.96) | 13.86 |
| | 444.44 | 332.27 |
| For Earlier Years | | |
| - Current Tax Expense/(Income) | (9.96) | (7.92) |
| - Deferred Tax Expense/(Income) | 10.35 | 4.74 |
| | 0.39 | (3.18) |
| | 444.83 | 329.09 |

30. Earnings per share (EPS)

(₹ in Million)

| Basic EPS | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| Net profit after tax | 910.84 | 684.52 |
| Less: Dividend on preference shares (including dividend distribution tax) | Nil | 0.44 |
| Adjusted net profit / (loss) after tax and preference dividend [A] | 910.84 | 684.08 |
| Weighted average number of equity shares outstanding during the year [B] | 329,969,428 | 329,881,385 |
| Basic earnings per share – ₹ /Share [A/B] | 2.76 | 2.07 |

| Diluted EPS | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| Adjusted net profit / (loss) after tax and preference dividend, as above [A] | 910.84 | 684.08 |
| Weighted average number of equity shares deemed to be issued under options without consideration, outstanding during the year | Nil | 1,976 |
| Weighted average number of equity shares outstanding during the year [B] | 329,969,428 | 329,883,361 |
| Diluted earnings per share ₹ /Share [A/B] | 2.76 | 2.07 |

31. Contingent Liabilities (to the extent not provided for)

Claims against the Company not acknowledged as debts :

(₹ in Million)

| SL No | Particulars | Amount of Contingent Liability | Amount Paid |
|-------|--------------|--------------------------------|-------------------------------|
| 1 | Excise duty | 6.79 (40.15) | 0.09 (26.15) |
| 2 | Service tax | 42.97 (44.52) | 4.84 (4.52) |
| 3 | Others | 3.08 (2.08) | - (-) |
| | Total | 52.84 (86.75) | 4.93 (30.67) |

Figures in brackets pertains to the previous year.

The amounts shown above represent the best estimates arrived at on the basis of available information. The uncertainties, possible payments and reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants, as the case may be, and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interests and has been advised that it has a strong legal position against such disputes.

32. Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 43.51 million (previous year ₹ 24.83 million) after adjusting advances paid aggregating to ₹ 1.78 million (previous year ₹ 4.40 million).
33. In respect of working capital facilities sanctioned by a bank to the subsidiary company, M/s GE Triveni Ltd (GETL), the Company has given an undertaking not to dispose of its investments in the equity shares of GETL aggregating ₹ 80.00 million during the tenure of the facilities.
34. A claim of ₹ 26.15 million against the Company in respect of excise duty which was the subject matter of special leave petition filed by the Company before the Supreme Court of India has been decided against the Company. The disputed duty had already been deposited by the Company under protest and the Company had also recovered and retained as a deposit, amount of ₹ 8.06 million from its customers. Upon dismissal of its special leave petition the Company has during the year recognized expenses of ₹ 17.81 million (net of recoveries of ₹ 8.06 million made from customers & ₹ 0.28 million recognised in earlier years) and interest of ₹ 10.17 million thereon, in the statement of profit and loss as an exceptional item of expense (Note No.28 above).
35. In accordance with the requirements of Schedule II of the Companies Act 2013, the estimated useful lives of tangible fixed assets have been technically assessed and revised with effect from 1st April, 2014. Accordingly, the depreciation expense for the current year is higher by ₹ 13.71 million and for the assets whose revised useful lives had expired prior to April 1, 2014, the net book value of ₹ 10.77 million (net of deferred tax of ₹ 5.54 million) has been adjusted from the General Reserve.
36. Title to certain fixed assets vested in the Company under the Scheme of Arrangement and arising out of business conducted till the date the Scheme became effective, has not yet been transferred in the name of the Company. These assets are being held in trust, by Triveni Engineering & Industries Ltd. The requisite stamp duties, if any, on determination thereof by the Authorities, will be paid and accounted for by the Company appropriately.
37. 40,000 stock options had been granted to an employee of the Company on April 30, 2010, while he was an employee of Triveni Engineering & Industries Ltd. (TEIL), prior to the demerger of its steam turbine business and vesting of the same in the Company under a Scheme of Arrangement, duly approved by the Court. As per the Scheme of Arrangement, an employee stock option scheme styled as 'New Stock Option Scheme' was formulated by the Company during Financial Year 2013-14 and the employee was granted 40,000 stock options in lieu of the stock options held by him in TEIL. In accordance with the Scheme of Arrangement, and in line with the best practices, adjustment was made for the corporate action of demerger, by adjusting the exercise price and share entitlement ratio under the options granted, so as to ensure that the fair value of options immediately prior to and immediately subsequent to the corporate action remained unchanged.

Consequent to the grant of options under the 'New Stock Option Scheme' framed in accordance with the Scheme of Arrangement, the stock options were deemed to have been granted from the appointed date of the Scheme of Arrangement i.e., 01.10.2010. The required disclosures of the New Stock Option Scheme are as under:

(a) Employee Stock Option Scheme:

| | |
|---|--|
| No. of Options granted | 40,000 |
| Original grant date of Options | 30.04.2010 |
| Date of grant under New Stock Option Scheme (to give effect to corporate action) | 10.04.2013 |
| Number of equity shares entitlement in respect of the Options granted under the New Stock Option Scheme | 184,000 |
| Vesting Plan | Graded Vesting as under: 20,000 options to vest on 30.04.2011 20,000 options to vest on 30.04.2012 |
| Normal Exercise Period | Within 2 years from the date of vesting |
| Exercise Price per share (₹) | 52 |

(b) Movement of Options Granted

| | 31.03.2015 | 31.03.2014 |
|--|------------|------------|
| Outstanding at the beginning of the year | 6,000 | 40,000 |
| Granted during the year | Nil | Nil |
| Exercised during the year | 6,000 | 14,000 |
| Lapsed during the year | Nil | 20,000 |
| Outstanding at the end of the year | Nil | 6,000 |
| Unvested at the end of the year | Nil | Nil |
| Exercisable at the end of the year | Nil | 6,000 |

(c) Fair Valuation

The fair value of options used to compute proforma net income and earning per equity share has been done by an independent professional valuer using the Black Scholes Options pricing formula.

The key assumptions in Black Scholes Options pricing for calculating fair value are as follows:

| | |
|--|------------|
| (a) Risk free rate | 8.36% |
| (b) Option life | 1.99 years |
| (c) Expected volatility | 46.53% |
| (d) Expected dividend | 1.20% |
| (e) Exercise price of each underlying share under the option | ₹ 52 |

The weighted average fair value of each option of the Company as on the date of the corporate adjustment, issued under New Stock Option Scheme was ₹ 29.30.

Had the compensation cost for the stock options granted been determined based on the fair value approach, the Company's net profit and earning per share would have been the proforma amounts indicated below:

(₹ in Million)

| | 31.03.2015 | 31.03.2014 |
|---|------------|------------|
| Net Profit (as reported) | 910.84 | 684.52 |
| Less : Preference dividend (including tax thereon) | Nil | 0.44 |
| Add : Compensation cost under ESOP considered in the net profit | Nil | Nil |
| Less/(Add) : Compensation cost/(Compensation cost reversals) under ESOP as per fair value * | Nil | (0.59) |
| Net Profit (fair value basis) attributable to equity shareholders | 910.84 | 684.67 |
| Basic earnings per share (as reported) – ₹ /Share | 2.76 | 2.07 |
| Basic earnings per share (fair value basis) – ₹ /Share | 2.76 | 2.07 |
| Diluted earnings per share (as reported) – ₹ /Share | 2.76 | 2.07 |
| Diluted earnings per share (fair value basis) – ₹ /Share | 2.76 | 2.07 |

* The compensation expenses on a fair value basis has been computed with reference to the fair value as on 03.05.2011, i.e., the date with reference to which the corporate adjustment was carried out in respect of the stock options originally granted.

38. The Company has incurred an expenditure of ₹ 61.66 million (Previous year ₹ 80.89 million) on research and development activities as shown below:

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|------------------------|--------------|--------------|
| a) Capital expenditure | 7.71 | 30.21 |
| b) Revenue expenditure | 53.95 | 50.68 |
| Total | 61.66 | 80.89 |

39. Based on information received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the relevant information is provided below:-

(₹ in Million)

| S. No | Particulars | 31.03.2015 | 31.03.2014 |
|-------|---|------------|------------|
| 1 | Amounts due to Micro and Small enterprises as at the end of the year | | |
| | i) Principal amount | 90.47 | 60.24 |
| | ii) Interest due on above | Nil | Nil |
| 2 | i) Principal amount paid after due date or appointed day during the year | Nil | Nil |
| | ii) Interest paid during the year on (i) above | Nil | Nil |
| 3 | Interest due & payable (but not paid) on principal amounts paid during the year after the due date or appointed day. | Nil | Nil |
| 4 | Total interest accrued and remaining unpaid as at the end of the year | Nil | Nil |
| 5 | Further interest in respect of defaults of earlier years due and payable in current year upto the date when actually paid | Nil | Nil |

40. i) The Company has taken various residential and office premises under operating leases. These leases are not non-cancellable and the unexpired period ranges between six to forty eight months. The lease agreements are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest- free security deposits under certain agreements.
- Lease payments under operating leases aggregating ₹ 5.46 million (previous year ₹ 6.58 million) are recognised in the statement of profit and loss under "Other expenses" in Note No.25.
 - There are no minimum future lease payments as there are no non-cancellable leases.
 - There are no contingent rent expenses recognised in the statement of profit and loss.
 - There are no sub-lease arrangements entered into by the Company.

- ii) The Company has also given certain portions of its office premises under cancellable as well as non-cancellable operating leases. These leases are extendable by mutual consent and on mutually agreeable terms. The gross carrying amount, accumulated depreciation and depreciation recognised in the statement of profit and loss in respect of such portions of the leased premises are not separately identifiable. There is no impairment loss in respect of such premises. No contingent rent income has been recognised in the statement of profit and loss. Future minimum lease payments under non-cancellable operating leases for the period the facilities are expected to be occupied is shown below:

| (₹ in Million) | | |
|---|------------|------------|
| Unexpired period of lease | 31.03.2015 | 31.03.2014 |
| Not later than one year | 5.59 | 5.08 |
| Later than one year but not later than five years | 5.59 | 10.16 |
| Later than five years | - | - |

Initial direct costs incurred, if any, to earn revenues from an operating lease are recognised as an expense in the statement of profit and loss in the period in which they are incurred.

41. The information required to be disclosed in respect of construction contracts in progress as at the end of the year is shown below:

| (₹ in Million) | | | |
|----------------|--|------------|------------|
| Sl No. | Particulars of disclosure | 31.03.2015 | 31.03.2014 |
| i) | Amount of contract revenue recognised as revenue during the year | 145.47 | 790.53 |
| ii) | Aggregate amount of costs incurred and recognised profits (less recognised losses) upto the reporting date | 1,535.65 | 1,390.18 |
| iii) | Advances received | 157.10 | 157.10 |
| iv) | Retentions | 169.30 | 114.70 |
| v) | Gross amount due from customers for contract work | 93.80 | 433.41 |
| vi) | Gross amount due to customers for contract work | - | - |

42. The Company primarily operates in one business segment – Power Generating Equipment and Solutions. There are no reportable geographical segments.

43. Information regarding Related Parties and transactions with them is given below:

a) Related Party where control exists

i) Subsidiary Companies

GE Triveni Limited

Triveni Turbines Europe Private Limited (wholly owned)*

Triveni Turbines DMCC (step-down subsidiary)*

*Incorporated during the year

ii) Person holding substantial interest

Mr. Dhruv M. Sawhney - Chairman and Managing Director (Key Management Person)

b) Details of related parties with whom transactions have taken place during the year :

| Name of related Party | Relationship |
|---|--|
| Triveni Engineering & Industries Ltd (TEIL) | Investing company holding substantial interest |
| GE Triveni Limited (GETL) | Subsidiary Company |
| Triveni Turbines Europe Private Limited (TTEPL) | Wholly owned Subsidiary Company |
| Mr. Dhruv M. Sawhney (DMS) | Chairman & Managing Director (Key Management Person) |
| Mr. Nikhil Sawhney (NS) | Vice Chairman and Managing Director (Key Management Person) |
| Mr. Tarun Sawhney (TS) | Relative of Key Management Person (Son of DMS) |
| Mr. Arun Mote (AM) | Executive Director (Key Management Person) |
| Tirath Ram Shah Charitable Trust (TRSCT) | Enterprise in which Key Management Personnel or their relatives have significant influence |

c) Details of transactions with the related parties during the year :

(₹ in Million)

| Sr. No. | Nature of Transaction | TEIL | GETL | TTEPL | DMS | NS | TS | AM | TR SCT | Total |
|---------|--|--------------------|--------------------|-------------|------------------|------------------|----------------|------------------|-------------|----------------------|
| 1 | Sales and rendering of services | 544.63 (508.37) | 464.43 (133.31) | 2.47 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 1,011.53 (641.68) |
| 2 | Purchase of goods and receiving of services | 361.08 (300.56) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 361.08 (300.56) |
| 3 | Donation paid | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (7.50) | - (7.50) |
| 4 | Rent paid | 2.09 (2.97) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 2.09 (2.97) |
| 5 | Expenses incurred by the party on behalf of the Company/ (-) by the Company on behalf of the party - net | 4.82 (5.38) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 4.82 (5.38) |
| 6 | Remuneration | - (-) | - (-) | - (-) | 28.13 (32.76) | 27.75 (25.23) | - (-) | 20.40 (21.72) | - (-) | 76.28 (79.71) |
| 7 | Selling commission received | - (-) | 9.08 (3.92) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 9.08 (3.92) |
| 8 | Royalty received | - (-) | 10.49 (3.77) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 10.49 (3.77) |
| 9 | Investment in shares | - (-) | - (-) | 4.67 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 4.67 (-) |
| 10 | Rent received | - (0.02) | 6.64 (5.19) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 6.64 (5.21) |
| 11 | Directors' sitting fee | - (-) | - (-) | - (-) | - (-) | - (-) | 0.29 (0.11) | - (-) | - (-) | 0.29 (0.11) |
| 12 | Directors' commission | - (-) | - (-) | - (-) | - (-) | - (-) | 1.20 (1.00) | - (-) | - (-) | 1.20 (1.00) |
| 13 | Redemption of preference shares | - (28.00) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (28.00) |
| 14 | Amount received by company upon exercise of options under stock option scheme for issue of equity shares | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 1.44 (3.35) | - (-) | 1.44 (3.35) |
| 15 | Corporate social responsibility expenditure | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 4.00 (-) | 4.00 (-) |
| 16 | Provision against corporate social responsibility expenditure | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 4.80 (-) | 4.80 (-) |
| 17 | Outstanding balances as at year end | | | | | | | | | |
| | A. Receivable | 209.61 (239.14) | 217.44 (129.33) | 2.47 (-) | - (-) | - (-) | - (-) | - (-) | - (-) | 429.52 (368.47) |
| | B. Payable | 43.86 (130.98) | 120.16 (85.57) | - (-) | 0.34 (0.09) | 0.04 (0.04) | - (-) | 0.41 (0.29) | - (-) | 164.81 (216.97) |

Figures in brackets pertain to the previous year.

44. a) Derivatives outstanding at the balance sheet date

| Forward Contract to Sell | Purpose |
|--|---|
| 1. US\$,9.52 million (₹ 592.16 million) [Prev. Yr.: US\$ 8.62 million (₹ 511.56 million)] | Hedging of receivables and highly probable forecast transactions. |
| 2. Euro 15.22 million (₹ 1,018.11 million) [Prev. Yr.: Euro 0.39 million (₹ 31.79 million)] | Hedging of receivables and highly probable forecast transactions |
| 3. Euro Nil Hedged to USD (USD Nil) [Prev. Yr.:Euro 0.25 million (USD 0.34 million)] | Hedging of receivables and highly probable forecast transactions |
| 4. GBP 0.43 million (₹ 38.94 million) [Prev. Yr.: GBP 1.13 million (₹ 110.90 million)] | Hedging of highly probable forecast transactions. |
| Forward Contract to Buy | Purpose |
| 1. Euro Nil (₹ Nil) [Prev. Yr.:Euro 0.43 million(₹ 35.99 million)] | Hedging of highly probable forecast transactions. |

The equivalent currency amounts for the foreign currency hedges have been considered at the corresponding exchange rates prevalent at the balance sheet date.

b) Particulars of un-hedged foreign currency exposures at the balance sheet date**Import trade payables**

1. US\$ 0.08 million (₹ 5.13 million) [Prev. Yr.: US\$ 0.13 million (₹ 7.76 million)]
2. Euro 0.32 million (₹ 21.67 million) [Prev. Yr.: Euro 0.14 million (₹ 11.46 million)]
3. CHF 0.03 million (₹ 2.01 million) [Prev. Yr.: CHF 0.003 million (₹ 0.23 million)]
4. GBP 0.12 million (₹ 11.08 million) [Prev. Yr.: GBP 0.09 million (₹ 8.83 million)]
5. JPY 13.55 million (₹ 7.13 million) [Prev. Yr.: JPY 19.94 million (₹ 11.77 million)]

Export trade receivable

1. US\$ 1.60 million (₹ 99.41 million) [Prev. Yr.: US\$ 0.36 million (₹ 21.19 million)]
2. Euro 0.03 million (₹ 2.02 million) [Prev. Yr.: Euro 0.03 (₹ 2.64 million)]
3. GBP 0.03 million (₹ 2.70 million) [Prev. Yr.: GBP 0.32 million (₹ 31.34 million)]

45. The Company has made provisions during the year for employee benefits relating to its obligations towards defined contributions and defined benefit plans. The required disclosures are given below:

i) Defined Contribution Plans

(₹ in Million)

| Particulars | 31.03.2015 | | 31.03.2014 | |
|--|------------|--|------------|--|
| | | | | |
| Employer's contribution to employees' provident fund scheme | 24.66 | | 24.02 | |
| Employer's contribution to employees' state insurance scheme | 0.27 | | 0.32 | |
| Employer's contribution to officers' pension scheme | 7.94 | | 7.81 | |

ii) Defined Benefit Plans

Changes in present value of obligation

(₹ in Million)

| Particulars | Gratuity (funded) | | Compensated absence (un-funded) | |
|---|---|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| | Present value of obligation as at the beginning of the year | 65.87 | 60.60 | 20.03 |
| Interest cost | 4.85 | 4.59 | 1.53 | 1.67 |
| Current service cost | 7.82 | 6.10 | 1.99 | 1.36 |
| Past service cost | 0.05 | - | - | - |
| Benefits paid | (10.56) | (13.07) | (1.93) | (2.82) |
| Actuarial (gain) / loss on obligation | 8.48 | 7.65 | (0.06) | (1.28) |
| Present value of obligation as at the end of the year | 76.51 | 65.87 | 21.56 | 20.03 |

Changes in Value of plan assets

(₹ in Million)

| Particulars | Gratuity (funded) | | Compensated absence (un-funded) | |
|--|--|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| | Fair value of plan assets at the beginning of the year | 61.65 | 40.50 | - |
| Expected return on plan assets | 5.39 | 3.54 | - | - |
| Contributions | 10.56 | 30.58 | - | - |
| Benefits paid | (10.56) | (13.07) | - | - |
| Actuarial gain / (loss) on plan assets | 0.75 | 0.10 | - | - |
| Fair Value of plan assets at the end of year | 67.79 | 61.65 | - | - |

Amounts recognised in the balance sheet

(₹ in Million)

| Particulars | Gratuity (funded) | | Compensated absence (un-funded) | |
|--|---|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| | Present value of obligation as at the end of the year | | | |
| Fair value of plan assets as at the end of the year | 76.51 | 65.87 | 21.56 | 20.03 |
| Funded status / difference | 67.79 | 61.65 | - | - |
| Net assets / (liability) recognised in the balance sheet | (8.72) | (4.22) | (21.56) | (20.03) |
| | (8.72) | (4.22) | (21.56) | (20.03) |

Amounts recognised in the statement of profit and loss

(₹ in Million)

| Particulars | Gratuity (funded) | | Compensated absence (un-funded) | |
|---|-------------------|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Current service cost | 7.82 | 6.10 | 1.99 | 1.35 |
| Past service cost | 0.04 | - | - | - |
| Interest cost | 4.85 | 4.59 | 1.53 | 1.67 |
| Expected return on plan assets | (5.39) | (3.54) | - | - |
| Net actuarial (gain) / loss recognised during the year | 7.73 | 7.55 | (0.06) | (1.28) |
| Expenses recognised in the statement of profit and loss | 15.05 | 14.70 | 3.46 | 1.74 |

Experience adjustment

(₹ in Million)

| Particulars | Gratuity | | | | Compensated absence | | | |
|---|------------|----------|----------|----------|---------------------|------------|----------|----------|
| | 31.03.2015 | 31.03.14 | 31.03.13 | 31.03.12 | 31.03.2015 | 31.03.2014 | 31.03.13 | 31.03.12 |
| Defined benefit obligation | 76.51 | 65.87 | 60.60 | 57.51 | 21.56 | 20.03 | 21.10 | 20.44 |
| Fair value of Plan Assets | 67.79 | 61.65 | 40.50 | - | - | - | - | - |
| Surplus/ (deficit) | (8.72) | (4.22) | (20.10) | (57.51) | (21.56) | (20.03) | (21.10) | (20.44) |
| Experience adjustment on Plan Liabilities-(Gain) / Loss | 2.00 | 2.85 | 2.26 | 2.17 | (2.55) | (4.02) | (3.43) | (5.13) |
| Experience adjustment on Plan Assets-(Gain) / Loss | (0.75) | 0.20 | - | - | - | - | - | - |

The amount of contribution expected to be made to the gratuity fund during the financial year ending 31-03-2016 is ₹ 15.09 million.

Major actuarial assumptions

(₹ in Million)

| Particulars | Gratuity | | Compensated absence | |
|--|------------------------------|--------------|---------------------|--------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Discounting rate | 8.00% | 8.50% | 8.00% | 8.50% |
| Future salary increase | 7.50% | 7.00% | 7.50% | 7.00% |
| Expected rate of return on plan assets | 8.75% | 8.75% | - | - |
| Mortality table | IILM 2006-08 | IILM 2006-08 | IILM 2006-08 | IILM 2006-08 |
| Method used | Projected unit credit method | | | |

The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

46. To promote the Company's products and brand in the international market, the Company has, during the year, incorporated a wholly owned subsidiary, Triveni Turbines Europe Private Limited (TTEPL) in London, United Kingdom. TTEPL has subsequently incorporated a wholly owned subsidiary, Triveni Turbines DMCC in Dubai, UAE.

47. In accordance with the Companies Act, 2013, the Company was required to spend ₹ 26.39 million, being two percent of the average net profit of the Company for the preceding three financial years, to fulfill its obligation for Corporate Social Responsibility (CSR). Of this amount, the Company has during the year spent ₹ 17.61 million and a further sum of ₹ 4.80 million committed by the Company under a CSR project undertaken by it, has been provided in the accounts. This being the first year, it had taken time for the Company to organise and conceive suitable projects and hence there has been a shortfall of ₹ 3.98 million in meeting the obligations.
48. During the year, the Company has acquired land capitalised at ₹ 388.65 million from Karnataka Industrial Areas Development Board on a lease-cum-sale basis. The Company is required to pay ₹ 0.14 million per year towards lease and maintenance charges for an initial period of ten years. Thereafter the ownership of the land will be transferred in favour of the Company and accordingly the land has been disclosed as freehold land and no amortisation is required to be provided.

49. Statement of Additional Information:

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|------------|------------|
| a) Value of imports on CIF basis | | |
| i) Raw materials | 361.10 | 183.72 |
| ii) Spare parts for machinery Maintenance | - | 6.18 |
| iii) Capital goods | 3.55 | 23.84 |
| b) Expenditure in foreign currency | | |
| i) Travelling | 27.76 | 16.05 |
| ii) Selling Commission | 72.30 | 34.01 |
| iii) Erection and commissioning | 11.39 | 6.48 |
| iv) Warranty expenses | - | 21.24 |
| v) Exhibition Expenses | 6.12 | 5.84 |
| vi) Refurbishing Works | - | 7.14 |
| vii) Others | 13.66 | 10.35 |
| c) Earnings in foreign currency | | |
| i) Export of goods on FOB basis | 2,523.62 | 1,258.73 |
| ii) Service Charges | 72.92 | 156.01 |
| iii) Selling Commission | - | 0.06 |

d) Consumption of raw material, spare parts and components :

| Particulars | 31.03.2015 | | 31.03.2014 | |
|--------------------------------|-----------------|----------------|-----------------|----------------|
| | ₹ in Million | % | ₹ in Million | % |
| i) Raw material | | | | |
| - Directly imported | 223.93 | 6.23% | 87.82 | 3.14% |
| - Indigenous | 3,363.77 | 93.77% | 2,980.62 | 96.86% |
| Total | 3,587.70 | 100.00% | 3,068.44 | 100.00% |
| ii) Spare-parts and components | | | | |
| - Directly Imported | - | - | - | - |
| - Indigenous | 140.06 | 100.00% | 106.27 | 100.00% |
| Total | 140.06 | 100.00% | 106.27 | 100.00% |

e) Remittance in foreign currencies of dividend:

The Company has not remitted any amount in foreign currencies on account of dividend during the year and does not have information as to the extent to which remittances, if any, in foreign currencies on account of dividend have been made by/on behalf of non-resident shareholders. The particulars of dividend paid to non-resident shareholders (including non-resident Indian shareholders) which were declared during the year are as under:

| Particulars | Dividend paid during 2014-15 | | Dividend paid during 2013-14 | |
|--|-------------------------------|---------------------------------|-------------------------------|---------------------------------|
| | Final dividend for FY 2013-14 | Interim dividend for FY 2014-15 | Final dividend for FY 2012-13 | Interim dividend for FY 2013-14 |
| i) Number of non-resident shareholders | 368 | 360 | 403 | 386 |
| ii) Number of Equity Shares held by them | 62,033,506 | 62,766,575 | 42,620,795 | 56,672,353 |
| iii) Gross amount of dividend – (₹ in million) | 34.12 | 15.69 | 23.44 | 11.33 |

50. Payment to Auditors represents amount paid / payable to the auditors on account of :

(₹ in Million)

| S. No. | Particulars | Statutory auditors * | | Branch auditors | | Cost auditors | |
|--------|---------------------------|----------------------|-------------|-----------------|-------------|---------------|-------------|
| | | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| 1) | Audit fee | 0.27 | 0.21 | 0.45 | 0.40 | 0.06 | 0.06 |
| 2) | Tax Audit fee | 0.09 | 0.07 | 0.24 | 0.17 | - | - |
| 3) | Limited review fee | 0.13 | 0.12 | 0.21 | 0.18 | - | - |
| 4) | Certification charges | 0.07 | 0.13 | 0.04 | 0.03 | - | - |
| 5) | Reimbursement of expenses | 0.01 | 0.01 | 0.45 | 0.70 | - | 0.00 |
| | Total | 0.57 | 0.54 | 1.39 | 1.48 | 0.06 | 0.06 |

* Excluding service tax of ₹ 0.07 million (Previous Year ₹ 0.06 million) charged to the statement of profit and loss.

51. The previous year's figures have been regrouped/rearranged wherever necessary, to make them comparable to those of the current year.

As per our report of even date.

For and on behalf of

J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)
Date : May 6, 2015

Independent Auditor's Report

TO THE MEMBERS OF TRIVENI TURBINE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of TRIVENI TURBINE LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- a) We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹ 1,132.77 million as at 31st March, 2015, total revenues of ₹ 758.47 million and net cash flows amounting to ₹ 49.97 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated

financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

- b) We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 10.43 million as at 31st March, 2015, total revenues of ₹ 5.24 million and net cash flows amounting to ₹ 5.28 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's report of the Holding company and subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of other auditor on separate financial statements of a subsidiary as mentioned in sub-paragraph (a) of the Other Matters paragraph, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditor on separate financial statements of a subsidiary as mentioned in sub-paragraph (a) of the Other Matters paragraph:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company and its subsidiary companies. Refer Note 30 to the consolidated financial statements.
- ii) The Holding Company and its subsidiary companies did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company, incorporated in India.

For J.C. Bhalla and Co.
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner

Place : Noida (U.P.)
Date : May 6, 2015

Membership No. 80051

Annexure to Independent Auditor's Report

Referred to in paragraph 1 of the Independent Auditor's Report of even date under the heading "Report on Other Legal and Regulatory Requirements" to the members of Triveni Turbine Limited on the consolidated financial statements as of and for the year ended March 31, 2015. The following statement is based on the comments in the Independent Auditor's Report on the standalone financial statements of the Holding Company and its subsidiary company, incorporated in India.

We report that:

- 1) a) In our opinion and based on the report of the other auditor, the Holding Company and its subsidiary company incorporated in India have maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) In our opinion and based on the report of the other auditor, the fixed assets have been physically verified by the respective management during the year and no material discrepancies were noticed on such verification as compared to the book records. The frequency of verification is reasonable having regard to the size of the Holding Company and its subsidiary company incorporated in India and nature of their activities.
- 2) a) In our opinion and based on the report of the other auditor, inventories have been physically verified by the respective management of the Holding Company and its subsidiary company incorporated in India to the extent practicable at reasonable intervals during the year. The frequency of such verification is reasonable.
- b) In our opinion and according to information given to us and based on the report of the other auditor, the procedures for physical verification of the inventories followed by the respective management are reasonable and adequate in relation to the size of the Holding Company and its subsidiary company incorporated in India and nature of their respective businesses.
- c) In our opinion and based on the report of the other auditor, the Holding Company and its subsidiary company incorporated in India are maintaining proper records of inventory. The discrepancies noticed on physical verification as compared to the book records were not material having regard to the size and nature of the operations of the Holding Company and its subsidiary company incorporated in India and have been properly adjusted in the books of account.
- 3) In our opinion and based on the report of the other auditor, the Holding Company and its subsidiary company incorporated in India have not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly paragraphs 3(iii)(a) and 3(iii)(b) of the Companies (Auditor's Report) Order, 2015 are not applicable.
- 4) In our opinion and according to the information and explanations given to us and based on the report of the other auditor of its subsidiary company incorporated in India, and having regard to the unique and specialized nature of the certain items involved, there are adequate internal control procedures commensurate with the size of the Holding Company and its subsidiary company incorporated in India and the nature of their respective businesses for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our and other auditor's audit, no continuing failure to correct major weaknesses in internal control system has been observed in any of these companies.
- 5) In our opinion and according to information given to us and based on the report of the other auditor, the Holding Company and its subsidiary company incorporated in India have not accepted any deposits from the public under the provisions of Sections 73 to 76 of the Act or other relevant provisions of the Act and rules framed there under.
- 6) In our opinion and according to the information and explanations given to us and based on the report of the other auditor, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for any of the products manufactured and services rendered by the Holding Company and its subsidiary company incorporated in India for the year.
- 7) a) In our opinion and based on the report of the other auditor, the Holding Company is generally regular and its subsidiary company incorporated in India is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and other statutory dues applicable to it except for slight delay in deposit of advance income tax dues in case of the said subsidiary company. According to the information and explanations given to us and based on the report of other auditor of its subsidiary company incorporated in India, no undisputed amounts payable in respect of aforesaid dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

- b) In our opinion and according to the information and explanations given to us and based on the report of the other auditor of its subsidiary company incorporated in India, there are no dues of sales tax, wealth tax, customs duty, value added tax and cess which have not been deposited on account of any dispute. Also, In case of a subsidiary company there are no dues of income tax, service tax and excise duty which have not been deposited on account of any dispute. Disputed income tax, service tax and excise duty which have not been deposited on account of matters pending before appropriate authorities by the Holding Company are as under:

| S. No. | Name of the Statute | Nature of Dues | Amount (₹ in Million) | Amount Paid (₹ in Million) | Period to which it relates | Forum where dispute is pending |
|--------|--------------------------|------------------------------------|-------------------------|----------------------------|-----------------------------|--------------------------------------|
| 1) | Income-tax Act 1961 | Income-tax | 4.58 | - | FY 2010-11 | Commissioner of Income-tax (Appeals) |
| 2) | Income-tax Act 1961 | Income-tax | 0.25 | - | FY 2011-12 | Commissioner of Income-tax (Appeals) |
| 3) | Finance Act 1994 | Service Tax Interest Penalty | 3.25 3.14 3.25 | 3.57 | FY 2008-09 to FY 2011-12 | CESTAT, Bangalore |
| 4) | Finance Act 1994 | Service Tax Interest Penalty | 10.32 12.67 10.32 | 1.27 | FY 2007-08 to FY 2011-12 | CESTAT, Bangalore |
| 5) | Central Excise Act, 1944 | Excise Duty Interest Penalty | 2.16 2.47 2.16 | 0.09 | FY 2007-08 | CESTAT, Bangalore |

- c) In our opinion and according to the information and explanations given to us and based on the report of the other auditor of its subsidiary company incorporated in India, there were no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956(1 of 1956) and rules made thereunder.
- 8) On a consolidated basis, the Holding Company and its subsidiary company incorporated in India do not have accumulated losses as at March 31, 2015 and have not incurred any cash losses in the financial year and in the immediately preceding financial year.
- 9) In our opinion and according to information given to us and based on the report of the other auditor, the Holding Company and its subsidiary company incorporated in India have not defaulted in repayment of their respective dues to their banks during the year. The Holding Company and its subsidiary company incorporated in India have no outstanding dues in respect of financial institutions or debenture holders.
- 10) In our opinion and according to information given to us and based on the report of the other auditor, the Holding Company and its subsidiary company incorporated in India have not given any guarantee for loans taken by others from banks or financial institutions.

- 11) In our opinion and according to information given to us and based on the report of the other auditor, the term loans have been applied for the purpose for which they were raised by the Holding Company and its subsidiary company, incorporated in India.
- 12) During the course of examination of the books of accounts and records, of the Holding Company and its subsidiary company incorporated in India, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us and based on the report of the other auditor, no instances of fraud on or by the Holding Company and its subsidiary company incorporated in India have been noticed or reported during the year.

For J.C. Bhalla and Co.
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner

Place : Noida (U.P.)
Date : May 6, 2015

Membership No. 80051

Consolidated Balance Sheet

as at 31st March 2015

(₹ In Million)

| Particulars | Note No. | 31.03.2015 | 31.03.2014 |
|-----------------------------------|----------|-----------------|-----------------|
| I EQUITY AND LIABILITIES | | | |
| 1. Shareholder's Funds | | | |
| Share capital | 2 | 329.97 | 329.94 |
| Reserves and surplus | 3 | 1,956.30 | 1,417.65 |
| | | 2,286.27 | 1,747.59 |
| 2. Minority interest | | 67.45 | 40.52 |
| 3. Non-current liabilities | | | |
| Long-term borrowings | 4 | 122.68 | 118.65 |
| Deferred tax liabilities (net) | 5 | 77.35 | 96.43 |
| Other long-term liabilities | 6 | - | 8.06 |
| Long-term provisions | 7 | 44.75 | 34.20 |
| | | 244.78 | 257.34 |
| 4. Current liabilities | | | |
| Short-term borrowings | 8 | 6.60 | 69.19 |
| Trade payables | 9 | 1,324.48 | 1,357.24 |
| Other current liabilities | 10 | 1,415.22 | 1,084.10 |
| Short-term provisions | 7 | 407.33 | 400.94 |
| | | 3,153.63 | 2,911.47 |
| TOTAL | | 5,752.13 | 4,956.92 |
| II ASSETS | | | |
| 1. Non-current assets | | | |
| Fixed assets | | | |
| (i) Tangible assets | 11 | 1,476.75 | 1,019.77 |
| (ii) Intangible assets | 12 | 73.93 | 92.65 |
| (iii) Capital work-in-progress | | 61.02 | 192.05 |
| | | 1,611.70 | 1,304.47 |
| Long-term loans and advances | 13 | 111.32 | 514.77 |
| Other non-current assets | 18 | 169.43 | 114.81 |
| | | 1,892.45 | 1,934.05 |
| 2. Current assets | | | |
| Current Investments | 14 | 228.97 | - |
| Inventories | 15 | 1,348.89 | 1,116.20 |
| Trade receivables | 16 | 1,482.64 | 1,125.85 |
| Cash and bank balances | 17 | 108.14 | 92.22 |
| Short-term loans and advances | 13 | 554.72 | 232.98 |
| Other current assets | 18 | 136.32 | 455.62 |
| | | 3,859.68 | 3,022.87 |
| TOTAL | | 5,752.13 | 4,956.92 |

Summary of Significant Accounting Policies

1

The accompanying Note Nos. 1 to 50 form an integral part of the financial statements.

As per our report of even date.

For and on behalf of

J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)

Date : May 6, 2015

Consolidated Statement of Profit and Loss

for the year ended 31st March 2015

(₹ in Million)

| Particulars | Note No. | 31.03.2015 | 31.03.2014 |
|---|----------|-----------------|-----------------|
| Continuing operations | | | |
| INCOME | | | |
| Revenue from operations (gross) | 19 | 6,670.42 | 5,340.42 |
| Less : Excise duty | | 162.75 | 160.88 |
| Revenue from operations (net) | | 6,507.67 | 5,179.54 |
| Other Income | 20 | 340.85 | 82.29 |
| Total revenue | | 6,848.52 | 5,261.83 |
| EXPENSES | | | |
| Cost of raw material and components consumed | 21 | 3,903.96 | 3,131.20 |
| Decrease/ (Increase) in inventories of finished goods and work-in-progress | 22 | (74.94) | (293.15) |
| Employee benefit expenses | 23 | 621.58 | 578.50 |
| Other expenses | 24 | 831.56 | 701.35 |
| Total | | 5,282.16 | 4,117.90 |
| Earnings before exceptional item,extraordinary item,interest, tax,depreciation and amortisation (EBITDA) | | 1,566.36 | 1,143.93 |
| Depreciation and amortisation expenses | 25 | 157.76 | 135.36 |
| Finance costs | 26 | 17.54 | 11.75 |
| Profit before exceptional item,extraordinary item and tax | | 1,391.06 | 996.82 |
| Exceptional item | 27 | 27.98 | - |
| Profit before extraordinary item and tax | | 1,363.08 | 996.82 |
| Extraordinary item | | - | - |
| Profit before tax | | 1,363.08 | 996.82 |
| Tax expense | 28 | 430.89 | 329.09 |
| Profit after tax but before Minority interest | | 932.19 | 667.73 |
| Less/(Add): Minority interest in subsidiary | | 26.93 | (11.83) |
| Profit for the year after Minority interest | | 905.26 | 679.56 |
| Earning per equity share of ₹ 1/- each | 29 | | |
| Basic (in ₹) | | 2.74 | 2.06 |
| Diluted (in ₹) | | 2.74 | 2.06 |

Summary of Significant Accounting Policies

1

The accompanying Note Nos. 1 to 50 form an integral part of the financial statements.

As per our report of even date.

For and on behalf of

J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)

Date : May 6, 2015

Consolidated Cash Flow Statement for the year ended 31st March 2015

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| A Cash Flow from Operating Activities | | |
| Profit before tax | 1,363.08 | 996.82 |
| Non-cash adjustment to reconcile profit before tax to net cash flows | | |
| Depreciation / amortisation | 157.76 | 135.36 |
| Loss on sale of fixed assets | 1.23 | 3.72 |
| Net gain on sale of current investments | (13.54) | (11.36) |
| Exchange difference (Translation Reserve) | (0.01) | - |
| Interest expense | 17.54 | 11.75 |
| Interest income | (10.10) | (3.14) |
| Operating profit before working capital changes | 1,515.96 | 1,133.15 |
| Movements in working capital : | | |
| Change in Liabilities | 282.07 | 366.39 |
| Change in Trade Receivables | (411.40) | 5.10 |
| Change in Inventories | (232.70) | (451.09) |
| Change in Loans and Advances | (287.93) | (72.07) |
| Change in Other Current Assets | 319.72 | (304.19) |
| Cash generated from / (used in) operations | 1,185.72 | 677.29 |
| Direct taxes paid (net of refunds) | (462.25) | (302.63) |
| Corporate Social Responsibility payment | (17.61) | - |
| Net cash flow from / (used in) operating activities (A) | 705.86 | 374.66 |
| B Cash Flow from Investing Activities | | |
| Purchase of fixed assets | (112.69) | (532.21) |
| Proceeds from sale of fixed assets | 2.01 | 0.28 |
| Purchase of current investments | (2,143.40) | (1,120.00) |
| Proceeds from sale / maturity of current investments | 1,927.97 | 1,181.36 |
| Bank deposits (having original maturity of more than three months) | (26.85) | 20.11 |
| Interest received | 9.67 | 3.66 |
| Net cash flow from / (used in) investing activities (B) | (343.29) | (446.80) |

Consolidated Cash Flow Statement

for the year ended 31st March 2015

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|-----------------|
| C Cash Flow from Financing Activities | | |
| Proceeds from issuance of share capital | 1.44 | 3.35 |
| Redemption of preference share capital | - | (28.00) |
| Proceeds from long-term borrowings | 3.84 | 122.42 |
| Repayment of long-term borrowings | (0.15) | (4.53) |
| Increase / (Decrease) in of short-term borrowings | (62.59) | 69.19 |
| Interest paid | (7.54) | (6.10) |
| Dividend paid on equity shares | (263.81) | (249.79) |
| Tax on equity dividend paid | (44.86) | (42.49) |
| Net cash flow from / (used in) financing activities (C) | (373.67) | (135.95) |
| Net increase / (decrease) in cash and cash equivalents (A + B+ C) | (11.11) | (208.09) |
| Cash and cash equivalents at the beginning of the year | 91.61 | 299.70 |
| Cash and cash equivalents at the end of the year | 80.50 | 91.61 |

As per our report of even date.

For and on behalf of

J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)
Date : May 6, 2015

Notes to Consolidated Financial Statements

for the year ended 31st March 2015

1. Significant Accounting Policies

a) Basis and Principles of Consolidation

- i) The consolidated financial statements of Triveni Turbine Ltd and its subsidiaries ("the Group"/"the Company") have been prepared in accordance with the applicable accounting standard relating to preparation of consolidated financial statements.
- ii) The consolidated financial statements comprise the financial statements of following entities :
 - Triveni Turbine Ltd (TTL), the holding company, incorporated in India
 - GE Triveni Ltd (GETL), a subsidiary company, incorporated in India and in which TTL holds fifty percent of the equity share capital plus one share.
 - Triveni Turbine Europe Pvt Ltd (TTEPL), a wholly owned subsidiary company incorporated in United Kingdom.
 - Triveni Turbine DMCC (TTD), a wholly owned subsidiary company of TTEPL, incorporated in the United Arab Emirates.
- iii) The consolidated financial statements have been prepared by a line-by-line consolidation using uniform accounting policies. Inter-company transactions are eliminated in consolidation.

b) Basis of Preparation

The financial statements of the Group have been prepared as a going concern on an accrual basis of accounting under the historical cost convention in accordance with generally accepted accounting principles in India. The financial statements comply in all material respects with the applicable accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) in accordance with section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the criteria set out in Schedule III of the Companies Act, 2013. In line with the accounting and disclosure standards applicable and normal operating cycle of the main product, i.e., manufacture and supply of turbine packages, the Group has considered a period of 12 months for the purpose of determination of classification between current and non-current assets and liabilities.

c) Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known/materialise.

d) Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes taxes, duties (excluding excise duty and VAT for which CENVAT/VAT credit is available), freight and other incidental expenses relating to acquisition and installation of such fixed assets.

e) Recognition of Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria are applied for revenue recognition:

- i) Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Group collects sales taxes and/ or value added taxes (VAT) on behalf of the government and therefore, these are not economic benefits flowing to the Group and accordingly they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross).
- ii) In contracts involving the rendering of services, revenue is recognised as and when the services are rendered. The Group collects service tax on behalf of the government and therefore, it is not an economic benefit flowing to the Group and accordingly it is excluded from revenue.
- iii) Revenue from construction contracts is recognised on the percentage of completion method, measured by the proportion that contract costs incurred for work performed till the reporting date bear to the estimated total contract cost. Contract cost for this purpose includes:
 - a) Costs that relate directly to the specific contract;

- b) Costs that are attributable to contract activity in general and can be allocated to the contract; and
- c) Such other costs as are specifically chargeable to the customer under the terms of the contract.

Foreseeable losses, if any, are provided for immediately.

f) Foreign Currency Transactions

- i) Transactions denominated in foreign currencies are recorded at exchange rates prevailing on the dates of the transactions.
- ii) Foreign currency monetary items (including forward contracts) are translated at rates prevailing at the reporting date. Exchange differences arising on settlement of transactions and translation of monetary items (including forward contracts) are recognised as income or expense in the year in which they arise.
- iii) The premium or discount on foreign currency forward contracts not relating to firm commitments or highly probable forecast transactions and not intended for trading or speculative purposes is amortised as expense or income over the life of each contract.
- iv) In respect of derivative contracts relating to firm commitments or highly probable forecast transactions, provision is made for mark-to-market losses, if any, at the balance sheet date. Gains, if any, on such contracts are not recognised till settlement.
- v) Assets and liabilities pertaining to the Group's foreign operations, being non-integral in nature, are translated at exchange rates prevailing on the balance sheet date. Income and expenditure of such operations are translated at the average exchange rates prevailing during the relevant period of time when they are recognised. Exchange differences arising on consolidation of such non integral foreign operations are recognised in the "Foreign Exchange Translation Reserve" classified under Reserves and Surplus.

g) Investments

Investments, that are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are

carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments, such reduction being determined and made for each investment individually.

h) Inventories

- i) Inventories of raw materials and components, stores and spares are valued at the lower of cost and net realisable value. Cost for the purpose of valuation of inventories is determined on the weighted average/FIFO basis.
- ii) Finished goods and work-in-progress are valued at the lower of cost and net realisable value. The cost of finished goods and work-in-progress includes raw material costs, direct cost of conversion and allocation of indirect costs incurred in bringing the inventories to their present location and condition. Excise duty is included in the value of finished goods.
- iii) Patterns, loose tools, jigs and fixtures are amortised equally over three years.

i) Depreciation

- i) Depreciation on fixed assets is provided on the straight line method in accordance with Schedule II of the Companies Act, 2013. Schedule II provides the useful lives of various categories of fixed assets and allows the Company to use higher / lower useful lives and residual values if such lives and residual values can be technically supported and the justification for any difference is disclosed in the financial statements.

Accordingly, the management has re-estimated the useful lives and residual values of all its fixed assets and adopted useful lives as stated in Schedule II along with residual values of 5% except for the following in the case of the holding company:

- Based on the experience and assessment, mobile phones costing ₹ 5,000/- or more are depreciated over 2 years.
 - Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.
- ii) Double or triple shift depreciation, as the case may be, is provided in respect of machines on the basis of actual number of days for which such machines work on double or triple shift.

- iii) Intangible assets are recognised as specified in the applicable accounting standard and are amortised as follows:

| Particulars | Period of amortization |
|--------------------------|------------------------|
| Computer software | 36 months |
| Website development cost | 36 months |
| Design and drawings | 72 months |

- iv) Technical Know-how

The cost relating to Technical Know-how, which is acquired, are capitalised and amortised on a straight-line basis over their useful lives, not exceeding ten years.

j) Employee Benefits

- i) Short term Employee Benefits

All employee benefits payable wholly within 12 months after the end of the period in which the employees render related services are classified as short term employee benefits and are recognised as expenses in the period in which the employees render the related service. The Group recognises the undiscounted amount of short term employee benefits expected to be paid (including compensated absences) in exchange for services rendered, as a liability.

- ii) Post-employment benefits

- a) *Defined contribution plans:*

Defined contribution plans are retirement benefit plans under which the Group pays fixed contributions to separate entities (funds) or financial institutions or state managed benefit schemes. The Group's contributions under the Employees' Provident Fund Scheme, Employees' State Insurance Scheme and Officers' Pension Scheme for certain employees are defined contributions plans. The Contributions paid/payable under the schemes are recognised during the period in which the employees render the related service.

- b) *Defined benefit plans:*

Defined benefit plans are plans under which the Group pays certain defined benefits to employees following their retirement/resignation/death based on rules framed for such schemes. The Employees' Gratuity Scheme is a defined benefit plan. The present value of the obligation under a defined benefit plan is determined based on the actuarial valuation using the Projected Unit Credit method, which

recognises each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under a defined benefit plan is based on the market yields on Government securities as at the balance sheet date, with maturity periods approximating the terms of the related obligation.

Actuarial gains and losses are recognised immediately in the statement of profit and loss.

Gains or losses on the curtailment or settlement of any defined benefits plan are recognised when the curtailment of settlement occurs. Past service cost is recognised as an expense on a straight-line basis over the average period until the benefits become vested.

- iii) Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date on the basis of an actuarial valuation. The discount rates used for determining the present values of the obligation under defined benefit plans, are based on the appropriate market yields on Government securities as at the balance sheet date.

- iv) Employee Stock Options :

Compensation cost in respect of stock options granted to eligible employees is recognised using the intrinsic value of the stock options and is amortised over the vesting period of such options granted.

k) Borrowing costs

Borrowing costs that are attributable to the acquisition of qualifying assets are capitalised upto the period such assets are ready for their intended use. All other borrowing costs are charged in the statement of profit and loss.

l) Taxes on Income

- i) Current tax on income is determined on the basis of taxable income computed in accordance with the applicable provisions of the Income-tax Act, 1961.

- ii) Deferred tax is recognised for all timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.
- iii) Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised, except in the case of unabsorbed depreciation or carried forward of losses under the Income-tax Act 1961, where deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised.
- iv) Minimum alternate tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will be in a position to avail of such credit under the provisions of the Income-tax Act 1961.

m) Impairment of Assets

Impairment of individual assets/cash generating unit (a group of assets that generates identified independent cash flows) are identified using external and internal sources of information and impairment loss, if any, is determined and recognised in accordance with the applicable accounting standard.

n) Provisions, Contingent liabilities and Contingent assets

Provisions are recognised, if:

- a) the Group has a present obligation as a result of a past event.;

- b) a probable outflow of resources is expected to settle the obligation ;and
- c) the amount of the obligation can be reliably estimated.

Reimbursements expected in respect of expenditure required to settle a provision are recognised only when it is virtually certain that the reimbursement will be received.

A contingent liability is disclosed in the case of

- a) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
- b) a possible obligation, unless the probability of outflow of resources is remote.

Contingent assets are not recognised .

o) Research and Development

Revenue expenditure on research and development is charged under the respective heads of account. Capital expenditure on research and development is included as part of fixed assets and depreciated on the same basis as other fixed assets.

p) Corporate Social Responsibility (CSR)

CSR spends by the Company, not being a part of its normal business activity, are considered as an appropriation of profit. No provision is made in the accounts in respect of any shortfall in CSR spends, as determined in accordance with section 135 of the Companies Act 2013 unless a contractual liability has been incurred under a CSR activity already undertaken by the Group.

2. Share Capital

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|---------------|---------------|
| AUTHORISED | | |
| 450,000,000 Equity Shares of ₹ 1/- each | 450.00 | 450.00 |
| 5,000,000 8% Cumulative Redeemable Preference Shares of ₹ 10/- each | 50.00 | 50.00 |
| | 500.00 | 500.00 |
| ISSUED, SUBSCRIBED AND FULLY PAID UP | | |
| Equity | | |
| 329,972,150 (329,944,550) Equity Shares of ₹ 1/- each | 329.97 | 329.94 |
| | 329.97 | 329.94 |

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year Equity Shares

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|--|--------------------|---------------|--------------------|---------------|
| | No of Shares | ₹ in Million | No of Shares | ₹ in Million |
| At the beginning of the year | 329,944,550 | 329.94 | 329,880,150 | 329.88 |
| Add: Issued during the year pursuant to exercise of employee stock options | 27,600 | 0.03 | 64,400 | 0.06 |
| Outstanding at the end of the year | 329,972,150 | 329.97 | 329,944,550 | 329.94 |

Preference Shares

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|------------------------------------|------------------|--------------|------------------|--------------|
| | No of Shares | ₹ in Million | No of Shares | ₹ in Million |
| At the beginning of the year | - | - | 2,800,000 | 28.00 |
| Less : Redeemed during the year | - | - | 2,800,000 | 28.00 |
| Outstanding at the end of the year | - | - | - | - |

b) Terms/rights attached to equity shares

The holding Company has only one class of equity shares with a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The holding Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors of the holding Company is subject to the approval of its shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the holding Company, the holders of equity shares are entitled to receive the remaining assets of the Company, after meeting all liabilities and distribution of all preferential amounts, in proportion to their shareholding.

c) Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash (during the 5 years immediately preceding)

257,880,150 equity shares of ₹ 1/- each of the holding Company were allotted on May 10, 2011, as fully paid up to the shareholders of Triveni Engineering & Industries Ltd (TEIL) in the ratio of one equity share for every one equity share held by them in TEIL, pursuant to the Scheme.

d) Details of shareholders holding more than 5% shares in the holding Company

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|---|------------------|-----------|------------------|-----------|
| | No of Shares | % holding | No of Shares | % holding |
| Equity Shares of ₹ 1/- each fully paid | | | | |
| Triveni Engineering & Industries Limited | 72,000,000 | 21.82 | 72,000,000 | 21.82 |
| Dhruv M. Sawhney | 24,924,645 | 7.55 | 28,124,645 | 8.52 |
| Nalanda India Fund Limited | 25,788,000 | 7.82 | 25,788,000 | 7.82 |
| Umananda Trade & Finance Limited | 20,157,589 | 6.11 | 20,157,589 | 6.11 |
| Rati Sawhney | 13,706,914 | 4.15 | 16,824,914 | 5.10 |
| Tarnik Investments & Trading Limited | 18,680,527 | 5.66 | 18,680,527 | 5.66 |

e) Shares reserved for issue under options - Nil

Refer Note No. 36

3. Reserves and Surplus

General reserve

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|---------------|---------------|
| Balance as per the last consolidated financial statements | 700.00 | 600.00 |
| Add: Amount transferred from surplus in the consolidated statement of profit and loss | 150.00 | 100.00 |
| Less: Impact of revision of useful lives of fixed assets pursuant to Schedule II to the Companies Act, 2013 (Refer Note No.34) | 10.77 | - |
| Closing balance | 839.23 | 700.00 |

Capital redemption reserve

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|--------------|--------------|
| Balance as per the last consolidated financial statements | 28.00 | - |
| Add: Amount transferred from surplus in the consolidated statement of profit and loss | - | 28.00 |
| Closing Balance | 28.00 | 28.00 |

Securities premium

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| Balance as per the last consolidated financial statements | 3.28 | - |
| Add: Amount received during the year pursuant to exercise of employee stock options | 1.41 | 3.28 |
| Closing Balance | 4.69 | 3.28 |

Foreign exchange translation reserve

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|---------------|------------|
| Balance as per the last consolidated financial statements | - | - |
| Add/(Less): Exchange fluctuation on consolidation for the year | (0.01) | - |
| Closing Balance | (0.01) | - |

Surplus in the consolidated statement of profit and loss

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| Balance as per the last consolidated financial statements | 686.37 | 424.75 |
| Add: Net profit after tax transferred from consolidated statement of profit and loss | 905.26 | 679.56 |
| Amount available for appropriation (A) | 1,591.63 | 1,104.31 |
| Appropriations: | | |
| Transfer to General reserve | 150.00 | 100.00 |
| Transfer to Capital redemption reserve | - | 28.00 |
| Corporate social responsibility expenditure | 22.41 | - |
| Dividend on equity shares (Interim) | 82.50 | 65.98 |
| Dividend on equity shares (Earlier year) | 0.02 | 0.01 |
| Dividend on preference share | - | 0.37 |
| Proposed dividend on equity shares | 197.98 | 181.47 |
| Tax on equity dividend (Interim) | 14.03 | 11.21 |
| Tax on equity dividend (Earlier year) [Current year ₹ 3,484/- (Previous year ₹ 1,006/-)] | 0.00 | 0.00 |
| Tax on preference dividend | - | 0.06 |
| Tax on proposed equity dividend | 40.30 | 30.84 |
| Total appropriations (B) | 507.24 | 417.94 |
| Net surplus in the consolidated statement of profit and loss (A-B) | 1,084.39 | 686.37 |
| Total reserves and surplus | 1,956.30 | 1,417.65 |

4. Long-Term Borrowings

(₹ in Million)

| Particulars | Non- Current portion | | Current maturities | |
|---|----------------------|---------------|--------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Term loans | | | | |
| - From Banks | | | | |
| Rupee term loans | - | 0.20 | 0.20 | 1.06 |
| Foreign currency loan | 117.59 | 112.80 | - | - |
| - From Others | 5.09 | 5.65 | 3.14 | 2.62 |
| | 122.68 | 118.65 | 3.34 | 3.68 |
| The above amount includes: | | | | |
| Secured loans | 5.09 | 5.85 | 3.34 | 3.68 |
| Unsecured loans | 117.59 | 112.80 | - | - |
| | 122.68 | 118.65 | 3.34 | 3.68 |
| Less : Amount disclosed under the head "other current liabilities" (Refer Note No 10) | | | 3.34 | 3.68 |
| | 122.68 | 118.65 | - | - |

Details of Securities and other terms :-

| Name of the Bank / Others | Total loan outstanding (₹ in Million) | Repayment terms of loan outstanding | Rate of interest (per annum) | Nature of Security |
|--|---------------------------------------|---|---|---|
| 1. Axis Bank (Vehicle loan) | 0.20 (1.26) | In equated monthly instalments ranging from Nil to 8 months (5 to 20 months) | At fixed rates ranging from 9.90% to 10.00% | Secured by hypothecation of vehicles acquired under the respective vehicle loans. |
| 2. Kotak Mahindra Prime Ltd (Vehicle loan) | 8.23 (8.27) | In equated monthly instalments ranging from 15 to 56 months (24 to 46 months) | At fixed rates ranging from 9.93% to 10.92% | Secured by hypothecation of vehicles acquired under the respective vehicle loans. |
| 3. Bank of India, New York, U.S.A. | 117.59 (112.80) | Initial term of one year and roll over term of upto two years. | USD Libor plus 55 basis points p.a. | Unsecured |

Figures in brackets relate to the previous year.

5. Deferred Tax Liabilities (Net)

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|--------------|--------------|
| Deferred Tax Liabilities : | | |
| Difference in net book value of fixed assets as per books and tax laws | 145.48 | 145.51 |
| Deferred Tax Assets : | | |
| Expenses allowable on payment basis | 11.95 | 12.01 |
| Unabsorbed depreciation/business loss * | 30.60 | 6.97 |
| Others | 25.58 | 30.10 |
| Net Deferred Tax Liabilities | 77.35 | 96.43 |

* Represents unabsorbed depreciation / business losses in respect of subsidiary company.

6. Other Long-Term Liabilities

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|------------|-------------|
| Deposit from customers (Refer Note No.33) | - | 8.06 |
| | - | 8.06 |

7. Provisions

(₹ in Million)

| Particulars | Long-term | | Short-term | |
|--|--------------|--------------|---------------|---------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Provisions for Employee Benefits | | | | |
| Gratuity (Refer Note No. 44) | 9.13 | 4.70 | 0.00 | 0.00 |
| Compensated absences | 18.35 | 18.00 | 4.72 | 3.36 |
| Other provisions | | | | |
| Proposed dividend * | - | - | 197.98 | 181.47 |
| Tax on proposed dividend | - | - | 40.30 | 30.84 |
| Warranty | 17.27 | 11.50 | 14.48 | 17.96 |
| Liquidated damages | - | - | 38.66 | 49.50 |
| Cost to completion | - | - | 62.43 | 75.27 |
| Corporate social responsibility (Refer Note No. 45) | - | - | 4.80 | - |
| Excise duty on closing stock | - | - | 16.84 | - |
| Income Tax [net of advance tax of ₹ 455.36 million (₹ 761.65 million) & includes wealth tax ₹ 0.18 million (₹ 0.12 million)] | - | - | 27.12 | 42.54 |
| | 44.75 | 34.20 | 407.33 | 400.94 |

* Represents dividend proposed by the Board of Directors of the holding Company at ₹ 0.60 (previous year ₹ 0.55) per equity share of ₹ 1/- each, which is subject to the approval by the shareholders.

Disclosures required by Accounting Standard (AS) 29 - Provisions, Contingent liabilities and Contingent assets.

Movement in provisions

(₹ in Million)

| Particulars of disclosure | Nature of Provisions | | | |
|---------------------------------------|----------------------|--------------------|--------------------|--------------------------------------|
| | Warranty | Liquidated Damages | Cost to Completion | Loss on foreign exchange derivatives |
| Opening balance | 29.46 | 49.50 | 75.27 | - |
| | (66.90) | (60.43) | (149.56) | (1.79) |
| Provision made during the year | 30.89 | 4.38 | 2.10 | - |
| | (19.69) | (1.11) | (5.50) | (-) |
| Provision used during the year | 11.61 | 0.91 | 12.80 | - |
| | (40.67) | (2.18) | (28.19) | (-) |
| Provision no longer required reversed | 16.99 | 14.31 | 2.14 | - |
| | (16.46) | (9.86) | (51.60) | (1.79) |
| Closing balance | 31.75 | 38.66 | 62.43 | - |
| | (29.46) | (49.50) | (75.27) | (-) |

Figures in brackets relate to the previous year.

Nature of Provisions

Warranties: The Group gives warranties on certain products and services, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Provisions made as at March 31, 2015 represent the amount of the expected cost of meeting such obligations. The timing of the outflows is expected to be within the period of two years.

Liquidated damages: In respect of certain products, the Group has contractual obligations towards customers for matters relating to delivery and performance. The provisions represent the amount estimated to meet the cost of such obligations. The timing of the outflow is expected to be within one year.

Cost to completion: The provision represents the costs of materials and services required for erection and integration of turbine packages at the site, prior to commissioning.

Loss on foreign exchange derivatives: Represents provision made for mark-to-market losses on derivative contracts outstanding at the year-end which were entered into for hedging certain firm commitments or highly probable forecast transactions.

8. Short-Term Borrowings

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|-------------------------------|-------------|--------------|
| Repayable on demand (Secured) | | |
| Cash credits from banks * | 6.60 | 69.19 |
| | 6.60 | 69.19 |

* Secured by hypothecation of stocks-in-trade, raw materials, stores & spare parts, work-in-progress and trade receivables and a second charge on movable and immovable assets both present and future on a pari-passu basis. Interest rates range from 12.25% to 12.50% per annum.

9. Trade Payables

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| Trade payables (Refer Note No.38 for details of dues to micro and small enterprises) | 1,324.48 | 1,357.24 |
| | 1,324.48 | 1,357.24 |

10. Other Current Liabilities

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| Current maturities of long term borrowings (Refer Note No 4) | 3.34 | 3.68 |
| Creditors for purchases of capital assets | 5.52 | 22.47 |
| Advances from customers | 1,337.23 | 995.59 |
| Security deposits | 0.02 | 0.02 |
| Interest accrued but not due on borrowings | 0.70 | 0.87 |
| Interest payable pursuant to court decision (Refer Note No.33) | 10.17 | - |
| Employee benefits & other dues | 16.67 | 22.70 |
| Deferred premium on foreign exchange forward contracts | 11.04 | 17.21 |
| Indirect taxes & duties payable | 2.47 | 2.11 |
| Statutory dues relating to employees | 5.15 | 5.22 |
| Income tax deducted at source | 11.52 | 8.13 |
| Unpaid dividend * | 0.78 | 0.61 |
| Creditors for other liabilities | 10.61 | 5.49 |
| | 1,415.22 | 1,084.10 |

* There are no amounts as at the end of the year which are due and outstanding to be credited to the Investors Education and Protection Fund.

11. Tangible Assets

(₹ in Million)

| Particulars | Land Freehold* | Buildings | Plant and Machinery | Office Equipment | Furniture and Fixtures | Vehicles | Computers | Total |
|------------------------------|----------------|---------------|---------------------|------------------|------------------------|--------------|--------------|-----------------|
| Gross block | | | | | | | | |
| As at April 1, 2013 | 36.42 | 334.28 | 1,116.47 | 25.77 | 43.23 | 28.02 | 61.35 | 1,645.54 |
| Additions | - | 7.58 | 0.93 | 0.46 | 0.45 | 6.57 | 4.71 | 20.70 |
| Deductions | - | - | 13.06 | - | - | - | 1.61 | 14.67 |
| As at March 31, 2014 | 36.42 | 341.86 | 1,104.34 | 26.23 | 43.68 | 34.59 | 64.45 | 1,651.57 |
| Additions | 388.65 | 0.42 | 197.13 | 1.73 | 1.45 | 7.34 | 11.10 | 607.82 |
| Deductions | - | 0.01 | 0.57 | 2.57 | 2.95 | 3.90 | 3.40 | 13.40 |
| As at March 31, 2015 | 425.07 | 342.27 | 1,300.90 | 25.39 | 42.18 | 38.03 | 72.15 | 2,245.99 |
| Depreciation | | | | | | | | |
| As at April 1, 2013 | - | 74.24 | 385.92 | 7.61 | 15.64 | 6.10 | 43.05 | 532.56 |
| Charge for the year | - | 10.89 | 87.21 | 1.30 | 2.61 | 3.03 | 4.87 | 109.91 |
| Deductions | - | - | 9.14 | - | - | - | 1.53 | 10.67 |
| As at March 31, 2014 | - | 85.13 | 463.99 | 8.91 | 18.25 | 9.13 | 46.39 | 631.80 |
| Charge for the year** | - | 7.95 | 99.43 | 6.93 | 6.54 | 3.82 | 6.62 | 131.29 |
| Transfer to General Reserve# | - | 8.04 | 0.26 | 4.40 | 0.33 | 0.32 | 2.96 | 16.31 |
| Deductions | - | 0.01 | 0.23 | 2.39 | 2.80 | 1.50 | 3.23 | 10.16 |
| As at March 31, 2015 | - | 101.11 | 563.45 | 17.85 | 22.32 | 11.77 | 52.74 | 769.24 |
| Net Block | | | | | | | | |
| As at March 31, 2014 | 36.42 | 256.73 | 640.35 | 17.32 | 25.43 | 25.46 | 18.06 | 1,019.77 |
| As at March 31, 2015 | 425.07 | 241.16 | 737.45 | 7.54 | 19.86 | 26.26 | 19.41 | 1,476.75 |

* Refer Note No. 46.

** Includes amount capitalised ₹ 0.12 Million (Previous year ₹ Nil)

Refer Note No. 34.

12. Intangible Assets (Other than internally generated)

(₹ in Million)

| Particulars | Computer Software | Website | Technical Knowhow | Design and Drawings | Total |
|-----------------------------|-------------------|-------------|-------------------|---------------------|---------------|
| Gross block | | | | | |
| As at April 1, 2013 | 108.06 | 1.25 | 41.16 | 58.19 | 208.66 |
| Additions | 12.35 | 0.18 | - | 28.31 | 40.84 |
| Disposals | - | - | - | - | - |
| As at March 31, 2014 | 120.41 | 1.43 | 41.16 | 86.50 | 249.50 |
| Additions | 7.37 | - | - | 0.50 | 7.87 |
| Disposals | - | - | - | - | - |
| As at March 31, 2015 | 127.78 | 1.43 | 41.16 | 87.00 | 257.37 |
| Amortisation | | | | | |
| As at April 1, 2013 | 89.85 | 0.31 | 4.22 | 37.02 | 131.40 |
| Charge for the year | 12.72 | 0.45 | 4.12 | 8.16 | 25.45 |
| Disposals | - | - | - | - | - |
| As at March 31, 2014 | 102.57 | 0.76 | 8.34 | 45.18 | 156.85 |
| Charge for the year | 11.03 | 0.44 | 4.12 | 11.00 | 26.59 |
| Disposals | - | - | - | - | - |
| As at March 31, 2015 | 113.60 | 1.20 | 12.46 | 56.18 | 183.44 |
| Net Block | | | | | |
| As at March 31, 2014 | 17.84 | 0.67 | 32.82 | 41.32 | 92.65 |
| As at March 31, 2015 | 14.18 | 0.23 | 28.70 | 30.82 | 73.93 |

13. Loans and Advances

(₹ in Million)

| Particulars | Long-term | | Short-term | |
|---|---------------|---------------|---------------|---------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Capital advances | | | | |
| Unsecured, considered good | 1.78 | 373.62 | - | - |
| (A) | 1.78 | 373.62 | - | - |
| Security deposit | | | | |
| Unsecured, considered good | 2.59 | 2.76 | 1.02 | 0.91 |
| (B) | 2.59 | 2.76 | 1.02 | 0.91 |
| Other loans and advances | | | | |
| Unsecured, considered good | 1.73 | 2.02 | 23.78 | 17.92 |
| Prepaid expenses | 0.30 | 0.47 | 2.45 | 2.48 |
| Loans to employees | - | - | 279.96 | 123.47 |
| Advances to suppliers | 5.33 | 5.00 | 7.87 | 12.83 |
| Service tax recoverable | - | - | 48.76 | 19.86 |
| Excise duty (Cenvat Balance) | - | - | 1.88 | 3.89 |
| Earnest money deposit | - | - | 1.25 | 0.87 |
| Works contract tax recoverable | 3.50 | - | - | - |
| Advance payment of tax | 12.88 | 14.00 | - | - |
| Amount recoverable from hedging banks | - | - | 89.48 | 6.30 |
| VAT recoverable | 82.89 | 90.80 | 97.32 | 23.90 |
| Excise duty recoverable (Refer Note No. 33) | 0.09 | 25.87 | 0.49 | 20.43 |
| Other amounts recoverable | 0.23 | 0.23 | 0.46 | 0.12 |
| (C) | 106.95 | 138.39 | 553.70 | 232.07 |
| Total (A+B+C) | 111.32 | 514.77 | 554.72 | 232.98 |

14. Current Investments

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|---------------|------------|
| (valued at lower of cost or fair value) | | |
| UNQUOTED | | |
| 134,076.954 (Nil) Mutual Funds Units of Birla Sun Life Cash Plus Growth - Direct Plan | 30.00 | - |
| 787,711.698 (Nil) Mutual Funds Units of JM High Liquidity Fund - Direct Growth Option | 30.00 | - |
| 23,733.05 (Nil) Mutual Funds Units of Axis Liquidity Fund - Direct Growth Option | 36.76 | - |
| 48,356.25 (Nil) Mutual Funds Units of ICICI Prudential Liquidity Plan - Direct Growth Option | 10.00 | - |
| 20,901.54 (Nil) Mutual Funds Units of IDBI Liquidity Fund - Direct Growth Option | 31.30 | - |
| 30,105.69 (Nil) Mutual Funds Units of Principal Cash Management Fund - Direct Growth Option | 40.91 | - |
| 22,228.34 (Nil) Mutual Funds Units of Reliance Liquidity Fund -Cash Plan - Direct Growth Option | 50.00 | - |
| | 228.97 | - |
| Aggregate book value of unquoted investments | 228.97 | - |

15. Inventories

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|-----------------|
| (valued at lower of cost and net realisable value) | | |
| Raw material and components [includes stock in transit ₹ 29.80 million (previous year: ₹ 2.84 million)] | 581.82 | 440.55 |
| Work-in-progress | 462.65 | 500.32 |
| Finished goods [Includes stock in transit ₹ 134.70 million (previous year ₹ 160.25 million)] | 289.70 | 160.25 |
| Stores and spares | 0.25 | 0.18 |
| Patterns | 11.15 | 12.43 |
| Tools, jigs and fixtures | 3.28 | 2.43 |
| Others (Scrap) | 0.04 | 0.04 |
| | 1,348.89 | 1,116.20 |

16. Trade Receivables

(₹ in Million)

| Particulars | Non-Current | | Current | |
|--|---------------|---------------|-----------------|-----------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Over Six Months | | | | |
| Secured - considered good | - | - | - | - |
| Unsecured - considered good | - | - | 324.65 | 297.70 |
| Considered doubtful | - | - | 42.70 | 48.70 |
| | - | - | 367.35 | 346.40 |
| Less : Provision for doubtful debts | - | - | 42.70 | 48.70 |
| (A) | - | - | 324.65 | 297.70 |
| Others | | | | |
| Secured - considered good | - | - | - | - |
| Unsecured - considered good | 169.30 | 114.69 | 1,157.99 | 828.15 |
| (B) | 169.30 | 114.69 | 1,157.99 | 828.15 |
| Total (A+B) | 169.30 | 114.69 | 1,482.64 | 1,125.85 |
| Less: Amount disclosed under other non-current assets (Refer Note No 18) | 169.30 | 114.69 | | |
| | - | - | 1,482.64 | 1,125.85 |

17. Cash and Bank Balances

(₹ in Million)

| Particulars | Non-Current | | Current | |
|--|-------------|-------------|---------------|--------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Cash and cash equivalents | | | | |
| Balance with banks | | | | |
| Current accounts | - | - | 49.10 | 8.81 |
| Demand deposits (original maturity of less than three months) | - | - | 31.00 | 82.50 |
| Cheques /drafts on hand (Current year ₹ 738/-) | - | - | 0.00 | - |
| Cash on hand | - | - | 0.40 | 0.30 |
| (A) | - | - | 80.50 | 91.61 |
| Other bank balances | | | | |
| Earmarked balances: | | | | |
| Unpaid dividend account | - | - | 0.79 | 0.61 |
| Balances under lien/margin/kept as security: | | | | |
| Fixed/margin deposits (original maturity more than one year) | 0.10 | 0.10 | - | - |
| Other balances: | | | | |
| Demand deposits (original maturity exceeding three months but upto one year) | - | - | 26.85 | - |
| (B) | 0.10 | 0.10 | 27.64 | 0.61 |
| Total (A+B) | 0.10 | 0.10 | 108.14 | 92.22 |
| Less: Amount disclosed under other non-current assets (Refer Note No.18) | 0.10 | 0.10 | | |
| | - | - | 108.14 | 92.22 |

18. Other Assets

(₹ in Million)

| Particulars | Non-Current | | Current | |
|---|---------------|---------------|---------------|---------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Long-term trade receivables (Refer Note No 16) | 169.30 | 114.69 | - | - |
| Non-current cash and bank balances (Refer Note No 17) | 0.10 | 0.10 | - | - |
| Interest accrued on fixed deposits | 0.03 | 0.02 | 0.61 | 0.19 |
| Due from customers (Turnkey Project revenue adjustment) | - | - | 93.80 | 433.41 |
| Duty drawback receivable | - | - | 37.78 | 17.72 |
| Unamortised premium on forward exchange contracts | - | - | 4.13 | 4.30 |
| | 169.43 | 114.81 | 136.32 | 455.62 |

19. Revenue from Operations

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|-----------------|-----------------|
| Sale of products | | |
| Finished goods | | |
| Turbines (including related equipments and supplies) | 4,837.73 | 3,167.09 |
| Spares | 1,199.49 | 755.57 |
| Others | - | 0.21 |
| Sale of services | | |
| Servicing, operation and maintenance | 377.77 | 440.64 |
| Erection, commissioning and engineering services | 58.85 | 153.69 |
| Turbine extended scope project | 145.47 | 790.53 |
| Other operating revenue | | |
| Sale of scrap | 3.96 | 6.85 |
| Selling commission | - | 0.06 |
| Export incentives | 47.15 | 25.78 |
| | 6,670.42 | 5,340.42 |

20. Other Income

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|---------------|--------------|
| Profit on sale/redemption of current investment | 13.54 | 11.36 |
| Rent received (Current year ₹ 3,000/-) | 0.00 | 0.04 |
| Interest income | | |
| Bank Deposits | 9.95 | 1.39 |
| Customers | 0.15 | 1.75 |
| Exchange fluctuation gains * | 290.67 | 1.79 |
| Credit balances written back | 6.99 | 2.90 |
| Provision of liquidated damages reversed (net) - (Refer Note No 7) | 9.93 | 8.75 |
| Provision for doubtful debts and advances written back | 6.00 | - |
| Provision of cost to completion for earlier year reversed (Refer Note No 7) | 2.14 | 51.60 |
| Excess provision of expenses written back | - | 1.41 |
| Miscellaneous Income | 1.48 | 1.30 |
| | 340.85 | 82.29 |

* Includes premium/discount earned on foreign currency forward contracts ₹ 112.53 million (previous year ₹ Nil) and reversal of provision against mark to market losses ₹ Nil (previous year ₹ 1.79 million).

21. Cost of Raw Material and Components Consumed

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|-----------------|
| Stock at commencement | 440.55 | 280.16 |
| Purchases | 4,045.23 | 3,291.59 |
| | 4,485.78 | 3,571.75 |
| Less: Stock at close | 581.82 | 440.55 |
| | 3,903.96 | 3,131.20 |
| Details of raw material and components consumed | | |
| Alternators, electric panels and other direct bought-outs | 1,395.19 | 1,299.59 |
| Iron and steel | 410.79 | 249.36 |
| Gear boxes and accessories | 440.65 | 337.82 |
| Others | 1,657.33 | 1,244.43 |
| | 3,903.96 | 3,131.20 |

22. Decrease/ (Increase) in Inventories of Finished Goods and Work-in-Progress

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|----------------|-----------------|
| Stock at commencement | | |
| - Work-in-progress (Turbines) | 500.32 | 367.42 |
| - Finished goods (Turbines) | 160.25 | - |
| | 660.57 | 367.42 |
| Stock at close | | |
| - Work-in-progress (Turbines) | 462.65 | 500.32 |
| - Finished goods (Turbines) | 289.70 | 160.25 |
| | 752.35 | 660.57 |
| Add/(Less): Impact of excise duty on finished goods | 16.84 | - |
| | (74.94) | (293.15) |

23. Employee Benefit Expenses

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|---------------|---------------|
| Salaries, wages and bonus | 527.30 | 487.31 |
| Contributions to provident and other funds | 35.89 | 34.97 |
| Gratuity | 15.20 | 14.98 |
| Employee welfare | 43.76 | 41.24 |
| | 622.15 | 578.50 |
| Less: Amount capitalised | 0.57 | - |
| | 621.58 | 578.50 |

24. Other Expenses

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|---------------|---------------|
| Stores,spares and tools consumed | 140.06 | 106.27 |
| Power and fuel | 22.34 | 18.32 |
| Design and engineering charges | 9.92 | 3.16 |
| Repairs and maintenance | | |
| Machinery | 4.63 | 10.31 |
| Building | 1.73 | 4.28 |
| Others | 10.19 | 8.95 |
| Travelling and conveyance | 120.91 | 97.78 |
| Rent | 5.54 | 6.58 |
| Rates and taxes | 44.62 | 20.31 |
| Insurance | 2.49 | 2.93 |
| Directors' sitting fees | 2.11 | 0.98 |
| Directors' commission | 6.00 | 5.00 |
| Certification & consultation | 38.92 | 36.57 |
| Group shared service cost | 39.18 | 33.96 |
| Bank charges and guarantee commission | 19.43 | 14.83 |
| Exchange fluctuation loss * | - | 31.46 |
| Provision for doubtful debts and advances | - | 10.59 |
| Bad debts / sundry amounts written off | 22.04 | 2.20 |
| Warranty expenses [Includes provision for warranty (net of reversals) of ₹ 13.90 million (Previous year: ₹ 3.23 million)] (Refer Note No 7) | 27.78 | 19.06 |
| Payments to Auditors (Refer Note No. 48) | 3.20 | 2.98 |
| Non moving /obsolete inventory written off | 2.54 | 18.11 |
| Loss on sale of assets | 1.23 | 3.72 |
| Packing and forwarding | 43.26 | 29.03 |
| Freight outward | 70.45 | 59.35 |
| Selling commission | 75.92 | 49.41 |
| Miscellaneous expenses | 118.00 | 105.21 |
| | 832.49 | 701.35 |
| Less: Amount capitalised | 0.93 | - |
| | 831.56 | 701.35 |

* Net off premium/discount earned on foreign currency forward contracts ₹ Nil (previous year ₹ 36.03 million)

25. Depreciation and Amortisation Expenses

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|--------------|---------------|---------------|
| Depreciation | 131.17 | 109.91 |
| Amortisation | 26.59 | 25.45 |
| | 157.76 | 135.36 |

26. Finance Costs

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|--------------|--------------|
| Interest expenses [Includes ₹ 0.20 million towards interest on income tax (previous year ₹ 0.46 million)] | 5.49 | 6.27 |
| Other borrowing cost [Includes ₹ 1.85 million towards prior period exps (previous year ₹ Nil)] | 2.34 | 0.63 |
| Premium paid on foreign currency forward contracts | 9.71 | 4.85 |
| | 17.54 | 11.75 |

27. Exceptional Item

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|--------------|------------|
| Excise duty liability (including interest of ₹ 10.17 million) pertaining to earlier years on dismissal of special leave petition by the Supreme Court of India (Refer Note No 33) | 27.98 | - |
| | 27.98 | - |

28. Tax Expense

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---------------------------------|---------------|---------------|
| For Current Year | | |
| - Current Tax Expense | 457.90 | 318.41 |
| - Deferred Tax Expense/(Income) | (23.89) | 13.86 |
| | 434.01 | 332.27 |
| For Earlier Years | | |
| - Current Tax Expense/(Income) | (9.96) | (7.92) |
| - Deferred Tax Expense/(Income) | 10.35 | 4.74 |
| | 0.39 | (3.18) |
| Less: MAT Credit Entitlement | 3.51 | - |
| | 430.89 | 329.09 |

29. Earnings per share (EPS)

(₹ in Million)

| Basic EPS | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| Net profit after tax | 905.26 | 679.56 |
| Less: Dividend on preference shares (including dividend distribution tax) | Nil | 0.44 |
| Adjusted net profit after tax and preference dividend [A] | 905.26 | 679.12 |
| Weighted average number of equity shares outstanding during the year [B] | 329,969,428 | 329,881,385 |
| Basic earnings per share ₹ / Share [A / B] | 2.74 | 2.06 |

| Diluted EPS | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| Adjusted net profit / (loss) after tax and preference dividend, as above [A] | 905.26 | 679.12 |
| Weighted average number of equity shares deemed to be issued under options without consideration, outstanding during the year [C] | Nil | 1,976 |
| Weighted average number of equity shares outstanding during the year [D=B+C] | 329,969,428 | 329,883,361 |
| Diluted earnings per share ₹ / Share [A / D] | 2.74 | 2.06 |

30. Contingent Liabilities (to the extent not provided for)

Claims against the Company not acknowledged as debts:

(₹ in Million)

| SL No | Particulars | Amount of Contingent Liability | Amount Paid |
|-------|--------------|--------------------------------|-------------------------------|
| 1 | Excise duty | 6.79 (40.15) | 0.09 (26.15) |
| 2 | Service tax | 42.97 (44.52) | 4.84 (4.52) |
| 3 | Others | 3.08 (2.08) | - (-) |
| | Total | 52.84 (86.75) | 4.93 (30.67) |

Figures in brackets pertains to the previous year.

The amounts shown above represent the best estimates arrived at on the basis of available information. The uncertainties, possible payments and reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants, as the case may be, and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong a legal position against such disputes.

- 31.** a) Estimated amount of contracts remaining to be executed on capital account and not provided for: ₹ 47.65 million (previous year ₹ 26.54 million) after adjusting advances paid aggregating ₹ 1.78 million (previous year ₹ 5.76 million).
b) The Company, during the previous year, had imported capital goods amounting to ₹ 164.61 million under Export Promotion Capital Goods (EPCG) Scheme at zero duty. The duty foregone is ₹ 44.82 million, subject to export obligation of USD 4.90 million over a period of 6 years.
- 32.** A charge has been created as security for non fund based facilities granted by a bank to GE Triveni Ltd (GETL), on its current assets (excluding assets charged to other banks) on a pari-passu basis and an exclusive charge on the moveable fixed assets, both present and future.
- 33.** A claim of ₹ 26.15 million against the Company in respect of excise duty which was the subject matter of special leave petition filed by the Company before the Supreme Court of India has been decided against the Company. The disputed duty had already been deposited by the Company under protest and the Company had also recovered and retained as a deposit, amount of ₹ 8.06 million from its customers. Upon dismissal of its special leave petition the Company has during the year recognized expenses of ₹ 17.81 million (net of recoveries of ₹ 8.06 million made from customers & ₹ 0.28 million recognised in earlier years) and interest of ₹ 10.17 million thereon, in the statement of profit and loss as an exceptional item of expense (Note No. 27 above).
- 34.** In accordance with the requirements of Schedule II of the Companies Act 2013, the estimated useful lives of tangible fixed assets have been technically assessed and revised with effect from 1st April, 2014. Accordingly, the depreciation expense for the current year is higher by ₹ 13.71 million and for the assets whose revised useful lives have expired prior to April 1, 2014, the net book value of ₹ 10.77 million (net of deferred tax of ₹ 5.54 million) has been adjusted from the General Reserve.
- 35.** Title to certain fixed assets vested in the holding Company under a Scheme of Arrangement and arising out of business conducted till the date the Scheme became effective, has not yet been transferred in the name of the Company. These assets are being held in trust, by Triveni Engineering & Industries Ltd. The requisite stamp duties, if any, on determination thereof by the Authorities, will be paid and accounted for by the Company appropriately.
- 36.** 40,000 stock options had been granted to an employee of the holding Company on April 30, 2010, while he was an employee of Triveni Engineering & Industries Ltd. (TEIL), prior to the demerger of its steam turbine business and vesting of the same in the holding Company under a Scheme of Arrangement, duly approved by the Court. As per the Scheme of Arrangement, an employee stock option scheme styled as 'New Stock Option Scheme' was formulated by the Company during Financial Year 2013-14 and the employee was granted 40,000 stock options in lieu of the stock options held by him in TEIL.

In accordance with the Scheme of Arrangement, and in line with the best practices, adjustment was made for the corporate action of demerger, by adjusting the exercise price and share entitlement ratio under the options granted, so as to ensure that the fair value of options immediately prior to and immediately subsequent to the corporate action remained unchanged.

Consequent to the grant of options under the 'New Stock Option Scheme' framed in accordance with the Scheme of Arrangement, the stock options were deemed to have been granted from the appointed date of the Scheme of Arrangement i.e., 01.10.2010. The required disclosures of the New Stock Option Scheme are as under:

(a) Employee Stock Option Scheme:

| | |
|---|--|
| No. of Options granted | 40,000 |
| Original grant date of Options | 30.04.2010 |
| Date of grant under New Stock Option Scheme (to give effect to corporate action) | 10.04.2013 |
| Number of equity shares entitlement in respect of the Options granted under the New Stock Option Scheme | 184,000 |
| Vesting Plan | Graded Vesting as under: 20,000 options to vest on 30.04.2011 20,000 options to vest on 30.04.2012 |
| Normal Exercise Period | Within 2 years from the date of vesting |
| Exercise Price per share (₹) | 52 |

(b) Movement of Options Granted

| | 31.03.2015 | 31.03.2014 |
|--|------------|------------|
| Outstanding at the beginning of the year | 6,000 | 40,000 |
| Granted during the year | Nil | Nil |
| Exercised during the year | 6,000 | 14,000 |
| Lapsed during the year | Nil | 20,000 |
| Outstanding at the end of the year | Nil | 6,000 |
| Unvested at the end of the year | Nil | Nil |
| Exercisable at the end of the year | Nil | 6,000 |

(c) Fair Valuation

The fair value of options used to compute proforma net income and earning per equity share has been done by an independent professional valuer using the Black Scholes Options pricing formula.

The key assumptions in Black Scholes Options pricing for calculating fair value are as follows:

| | |
|--|------------|
| (a) Risk free rate | 8.36% |
| (b) Option life | 1.99 years |
| (c) Expected volatility | 46.53% |
| (d) Expected dividend | 1.20% |
| (e) Exercise price of each underlying share under the option | ₹ 52 |

The weighted average fair value of each option of the holding Company as on the date of the corporate adjustment, issued under New Stock Option Scheme was ₹ 29.30.

Had the compensation cost for the stock options granted been determined based on the fair value approach, the holding Company's net profit/loss and earning per share would have been the proforma amounts indicated below:

(₹ in Million)

| | 31.03.2015 | 31.03.2014 |
|--|------------|------------|
| Net Profit (as reported) | 905.26 | 679.56 |
| Less : Preference dividend (including tax thereon) | Nil | 0.44 |
| Add : Compensation expense under ESOP considered in the net profit | Nil | Nil |
| Less/ (Add) : Compensation Cost/(Compensation cost reversals) under ESOP as per fair value * | Nil | (0.59) |
| Net Profit (fair value basis) attributable to equity shareholders | 905.26 | 679.71 |
| Basic earnings per share (as reported) – ₹ / Share | 2.74 | 2.06 |
| Basic earnings per share (fair value basis) – ₹ / Share | 2.74 | 2.07 |
| Diluted earnings per share (as reported) – ₹ / Share | 2.74 | 2.06 |
| Diluted earnings per share (fair value basis) – ₹ / Share | 2.74 | 2.07 |

* The compensation expenses on a fair value basis has been computed with reference to the fair value as on 03.05.2011, i.e., the date with reference to which the corporate adjustment was carried out in respect of the stock options originally granted.

37. The holding Company has incurred an expenditure of ₹ 61.66 million (₹ 80.89 million) on research and development activities as shown below:

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|------------------------|--------------|--------------|
| a) Capital expenditure | 7.71 | 30.21 |
| b) Revenue expenditure | 53.95 | 50.68 |
| Total | 61.66 | 80.89 |

38. Based on information received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the relevant information is provided below:-

(₹ in Million)

| S. No | Particulars | 31.03.2015 | 31.03.2014 |
|-------|---|------------|------------|
| 1 | Amounts due to Micro and Small enterprises as at the end of the year | | |
| | i) Principal amount | 90.47 | 60.24 |
| | ii) Interest due on above | Nil | Nil |
| 2 | i) Principal amount paid after due date or appointed day during the year | Nil | Nil |
| 3 | Interest due & payable (but not paid) on principal amounts paid during the year after the due date or appointed day. | Nil | Nil |
| 4 | Total interest accrued and remaining unpaid as at the end of the year | Nil | Nil |
| 5 | Further interest in respect of defaults of earlier years due and payable in current year upto the date when actually paid | Nil | Nil |

39. The Group has taken various residential and office premises under operating leases. These leases are not non-cancellable and the unexpired period ranges between six to forty eight months. The lease agreements are renewable by mutual consent on mutually agreeable terms. The Group has given refundable interest-free security deposits under certain agreements.

- Lease payments under operating leases aggregating ₹ 5.54 million (previous year ₹ 6.58 million) are recognised in the consolidated statement of profit and loss under "Other expenses" in Note No. 24.
- There are no minimum future lease payments as there are no non-cancellable leases.
- There are no contingent rent expenses recognised in the consolidated statement of profit and loss.
- There are no sub-lease arrangements entered into by the Group.

40. The information required to be disclosed in respect of construction contracts in progress as at the end of the year is shown below:

(₹ in Million)

| Sl No. | Particulars of disclosure | 31.03.2015 | 31.03.2014 |
|--------|--|------------|------------|
| i) | Amount of contract revenue recognized as revenue during the year | 145.47 | 790.53 |
| ii) | Aggregate amount of costs incurred and recognised profits (less recognised losses) upto the reporting date | 1,535.65 | 1,390.18 |
| iii) | Advances received | 157.10 | 157.10 |
| iv) | Retentions | 169.30 | 114.69 |
| v) | Gross amount due from customers for contract work | 93.80 | 433.41 |
| vi) | Gross amount due to customers for contract work | - | - |

41. The Group primarily operates in one business segment – Power Generating Equipment and Solutions. There are no reportable geographical segments.

42. Information regarding Related Parties and transactions with them is given below:

a) Related Party where control exists

Mr. Dhruv M. Sawhney-Chairman and Managing Director (Key Management Person)

b) Details of related parties with whom transactions have taken place during the year :

| Name of related Party | Relationship |
|---|--|
| Triveni Engineering & Industries Ltd (TEIL) | Investing company holding substantial interest |
| Mr. Dhruv M. Sawhney (DMS) | Chairman & Managing Director (Key Management Person) |
| Mr. Nikhil Sawhney (NS) | Vice Chairman and Managing Director (Key Management Person) |
| Mr. Tarun Sawhney (TS) | Relative of Key Management Person (Son of DMS) |
| Mr. Arun Mote (AM) | Executive Director (Key Management Person) |
| Tirath Ram Shah Charitable Trust (TRSCT) | Enterprise in which Key Management Personnel or their relatives have significant influence |

C) Details of transactions with the related parties during the year :

(₹ in Million)

| Sr. No. | Nature of Transaction | TEIL | DMS | NS | TS | AM | TR SCT | Total |
|---------|---|--------------------|------------------|------------------|----------------|------------------|-------------|--------------------|
| 1 | Sales and rendering of services | 544.63 (508.37) | - (-) | - (-) | - (-) | - (-) | - (-) | 544.63 (508.37) |
| 2 | Purchase of goods and receiving of services | 361.08 (300.56) | - (-) | - (-) | - (-) | - (-) | - (-) | 361.08 (300.56) |
| 3 | Donation paid | - (-) | - (-) | - (-) | - (-) | - (-) | - (7.50) | - (7.50) |
| 4 | Rent paid | 2.09 (2.97) | - (-) | - (-) | - (-) | - (-) | - (-) | 2.09 (2.97) |
| 5 | Expenses incurred by the party on behalf of the Company/ (-) by the Company on behalf of the party - net | 4.82 (5.38) | - (-) | - (-) | - (-) | - (-) | - (-) | 4.82 (5.38) |
| 6 | Remuneration | - (-) | 30.69 (32.76) | 27.74 (25.23) | - (-) | 20.40 (21.72) | - (-) | 78.83 (79.71) |
| 7 | Rent received | - (0.02) | - (-) | - (-) | - (-) | - (-) | - (-) | - (0.02) |
| 8 | Directors' sitting fee | - (-) | - (-) | - (-) | 0.29 (0.11) | - (-) | - (-) | 0.29 (0.11) |
| 9 | Directors' Commission | - (-) | - (-) | - (-) | 1.20 (1.00) | - (-) | - (-) | 1.20 (1.00) |
| 10 | Redemption of preference shares | - (28.00) | - (-) | - (-) | - (-) | - (-) | - (-) | - (28.00) |
| 11 | Amount received by company upon exercise of options under stock option scheme for issue of equity shares | - (-) | - (-) | - (-) | - (-) | 1.44 (3.35) | - (-) | 1.44 (3.35) |
| 12 | Corporate social responsibility expenditure | - (-) | - (-) | - (-) | - (-) | - (-) | 4.00 (-) | 4.00 (-) |
| 13 | Provision against corporate social responsibility | - (-) | - (-) | - (-) | - (-) | - (-) | 4.80 (-) | 4.80 (-) |
| 14 | Outstanding balances as at year end | | | | | | | |
| | A. Receivable | 209.61 (239.14) | - (-) | - (-) | - (-) | - (-) | - (-) | 209.61 (239.14) |
| | B. Payable | 43.86 (130.98) | 2.90 (0.09) | 0.04 (0.04) | - (-) | 0.41 (0.29) | - (-) | 47.21 (131.40) |

Figures in brackets pertain to the previous year.

43. a) Derivatives outstanding at the balance sheet date

| Forward Contract to Sell | Purpose |
|---|---|
| 1. US \$ 28.22 million (₹ 1,808.49 million) [Prev. Yr.: US\$ 25.12 million (₹ 1,590.52 million)] | Hedging of receivables and highly probable forecast transactions. |
| 2. Euro 15.22 million (₹ 1,018.11 million) [Prev. Yr.: Euro 0.39 million (₹ 31.79 million)] | Hedging of receivables and highly probable forecast transactions. |
| 3. Euro Nil Hedged to USD (USD Nil) [Prev. Yr.: Euro 0.25 million (USD 0.34 million)] | Hedging of receivables and highly probable forecast transactions |
| 4. GBP 0.43 million (₹ 38.94 million) [Prev. Yr.: GBP 1.13 million (₹ 110.90 million)] | Hedging of highly probable forecast transactions. |
| Forward Contract to Buy | Purpose |
| 1. Euro Nil (₹ Nil) (Prev. Yr. : Euro 0.43 million (₹35.99 million)) | Hedging of highly probable forecast transactions |
| 2. US\$ 1.86 million (₹ 117.59 million) [Prev. Yr. US\$ 1.86 million (₹ 126.81 million)] | Hedging of import payables |
| 3. GBP Nil (₹ Nil) [Prev. Yr. GBP 0.05 million (₹ 4.60 million)] | Hedging of import payables |
| 4. Euro Nil (₹ Nil) [(Prev. Yr. Euro 0.20 million (₹ 16.87 million)] | Hedging of liability towards fixed assets) |

The equivalent currency amounts for the foreign currency hedges have been considered at the corresponding exchange rates prevalent at the balance sheet date.

b) Particulars of un-hedged foreign currency exposures at the balance sheet date

Import trade payables

1. US\$ 1.21 million (₹ 76.15 million) [Prev. Yr.: US\$ 0.16 million (₹ 9.56 million)]
2. Euro 0.42 million (₹ 29.24 million) [Prev. Yr.: Euro 0.14 million (₹ 11.46 million)]
3. CHF 0.03 million (₹ 2.01 million) [Prev. Yr.: CHF 0.003 million (₹ 0.23 million)]
4. GBP 0.12 million (₹ 11.08 million) [Prev. Yr.: GBP 0.09 million (₹ 8.83 million)]
5. JPY 13.55 million (₹ 7.13 million) [Prev. Yr.: JPY 19.94 million (₹ 11.77 million)]

Export trade receivable

1. US\$ 3.11 million (₹ 194.07 million) [Prev. Yr.: US\$ 0.36 million (₹ 21.19 million)]
2. Euro 0.03 million (₹ 2.02 million) [Prev. Yr.: Euro 0.03 million (₹ 2.64 million)]
3. GBP 0.03 million (₹ 2.70 million) [Prev. Yr.: GBP 0.32 (₹ 31.34 million)]

Liabilities towards purchase of fixed assets

1. Euro Nil [Prev. Yr.: Euro 0.003 million (₹ 0.28 million)]

44. The Group has made provisions during the year for employee benefits relating to its obligations towards defined contributions and defined benefit plans. The required disclosures are given below:

i) Defined Contribution Plans

(₹ in Million)

| Particulars | 31.03.2015 | | 31.03.2014 | |
|---|------------|--|------------|--|
| | | | | |
| (i) Employer's contribution to employees' provident fund scheme | 25.43 | | 24.51 | |
| (ii) Employer's contribution to employees' state insurance scheme | 0.27 | | 0.32 | |
| (iii) Employer's contribution to officers' pension scheme | 7.94 | | 7.81 | |

ii) Defined Benefit Plans

Changes in present value of obligation

(₹ in Million)

| Particulars | Gratuity (Partly funded) | | Compensated absence (un-funded) | |
|---|--------------------------|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| | | | | |
| Present value of obligation as at the beginning of the year | 66.35 | 60.80 | 20.03 | 21.10 |
| Interest cost | 4.89 | 4.61 | 1.53 | 1.67 |
| Current service cost | 8.06 | 6.26 | 1.99 | 1.36 |
| Past service cost | 0.05 | - | - | - |
| Benefits paid | (10.78) | (13.07) | (1.93) | (2.82) |
| Actuarial (gain) / loss on obligation | 8.35 | 7.75 | (0.06) | (1.28) |
| Present value of obligation as at the end of the year | 76.92 | 66.35 | 21.56 | 20.03 |

Changes in Value of plan assets

(₹ in Million)

| Particulars | Gratuity (Partly funded) | | Compensated absence (un-funded) | |
|--|--------------------------|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| | | | | |
| Fair Value of Plan Assets at the beginning of the year | 61.65 | 40.50 | - | - |
| Expected Return on plan assets | 5.39 | 3.54 | - | - |
| Contributions | 10.56 | 30.58 | - | - |
| Benefits paid | (10.56) | (13.07) | - | - |
| Actuarial gain / (loss) on Plan Asset | 0.75 | 0.10 | - | - |
| Fair Value of plan assets at the end of year | 67.79 | 61.65 | - | - |

Amounts recognised in the balance sheet

(₹ in Million)

| Particulars | Gratuity (Partly funded) | | Compensated absence (un-funded) | |
|--|--------------------------|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| | | | | |
| Present value of obligation as at the end of the year | 76.92 | 66.35 | 21.56 | 20.03 |
| Fair Value of plan assets as at the end of the year | 67.79 | 61.65 | - | - |
| Funded status / difference | (9.13) | (4.70) | (21.56) | (20.03) |
| Net assets / (liability) recognised in the balance sheet | (9.13) | (4.70) | (21.56) | (20.03) |

Amounts recognised in the consolidated statement of profit and loss

(₹ in Million)

| Particulars | Gratuity (Partly funded) | | Compensated absence (un-funded) | |
|--|--------------------------|------------|---------------------------------|------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Current service cost | 8.06 | 6.26 | 1.99 | 1.35 |
| Past service cost | 0.04 | - | - | - |
| Interest cost | 4.89 | 4.61 | 1.53 | 1.67 |
| Expected return on plan assets | (5.39) | (3.54) | - | - |
| Net actuarial (gain) / loss recognised during the year | 7.60 | 7.65 | (0.06) | (1.28) |
| Expenses recognised in the consolidated statement of profit and loss | 15.20 | 14.98 | 3.46 | 1.74 |

Experience adjustment

(₹ in Million)

| Particulars | Gratuity | | | Compensated absence | | |
|---|----------|----------|----------|---------------------|----------|----------|
| | 31.03.15 | 31.03.14 | 31.03.13 | 31.03.15 | 31.03.14 | 31.03.13 |
| Defined benefit obligation | 76.92 | 66.35 | 60.80 | 21.56 | 20.03 | 21.10 |
| Fair value of plan assets | 67.79 | 61.65 | 40.50 | - | - | - |
| Surplus /(deficit) | (9.13) | (4.70) | 20.30 | (21.56) | (20.03) | (21.10) |
| Experience adjustment on plan liabilities-(gain) / loss | 1.89 | 2.90 | 2.19 | (2.55) | (4.02) | (3.43) |
| Experience adjustment on plan assets-(gain) / loss | (0.75) | 0.20 | - | - | - | - |

The amount of contribution expected to be made to the gratuity fund during the financial year ending 31-03-16 is ₹ 15.09 million.

Major actuarial assumptions

(₹ in Million)

| Particulars | Gratuity | | Compensated absence | |
|--|------------------------------|--------------|---------------------|--------------|
| | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| Discounting rate | 8.00% | 8.50%-9.00% | 8.00% | 8.50% |
| Future salary increase | 7.50% | 7.00% | 7.50% | 7.00% |
| Expected rate of return on plan assets | 8.75% | 8.75% | - | - |
| Mortality table | | IILM 2006-08 | | IILM 2006-08 |
| Method used | Projected unit credit method | | | |

The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

45. In accordance with the Companies Act, 2013, the holding Company was required to spend ₹ 26.39 million, being two percent of the average net profit of the holding Company for the preceding three financial years, to fulfill its obligation for Corporate Social Responsibility (CSR). Of this amount, the holding Company has during the year spent ₹ 17.61 million and a further sum of ₹ 4.80 million committed by the holding Company under a CSR project undertaken by it, has been provided in the accounts. This being the first year, it had taken time for the holding Company to organise and conceive suitable projects and hence there has been a shortfall of ₹ 3.98 million in meeting the obligations.
46. During the year, the holding Company has acquired land capitalised at ₹ 388.65 million from Karnataka Industrial Areas Development Board on a lease-cum-sale basis. The holding Company is required to pay ₹ 0.14 million per year towards lease and maintenance charges for an initial period of ten years. Thereafter the ownership of the land will be transferred in favour of the Company and accordingly the land has been disclosed as freehold land and no amortisation is required to be provided.

47. Statement of Additional Information :

(₹ in Million)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|------------|------------|
| a) Value of imports on CIF basis : | | |
| i) Raw materials | 361.10 | 183.72 |
| ii) Spare parts for machinery Maintenance | - | 6.18 |
| iii) Purchase of materials and Components | 93.92 | 1.85 |
| iv) Capital goods | 4.82 | 191.76 |
| b) Value of imports on CIF basis : | | |
| i) Travelling | 29.82 | 16.69 |
| ii) Selling commission | 72.30 | 34.01 |
| iii) Erection and commissioning | 11.39 | 6.48 |
| iv) Warranty Expenses | - | 21.24 |
| v) Exhibition Expenses | 6.12 | 5.84 |
| vi) Refurbishing Works | - | 7.14 |
| vii) Others | 13.66 | 10.35 |
| c) Earnings in foreign currency | | |
| i) Exports of goods on F.O.B. basis | 2,523.62 | 1,258.73 |
| ii) Service charges | 72.92 | 156.01 |
| iii) Selling commission | - | 0.06 |

d) Consumption of raw material, spare parts and components :

| Particulars | 31.03.2015 | | 31.03.2014 | |
|--------------------------------|-----------------|----------------|-----------------|----------------|
| | ₹ in Million | % | ₹ in Million | % |
| i) Raw Material | | | | |
| - Imported | 302.64 | 7.75% | 87.82 | 2.86% |
| - Indigenous | 3,601.32 | 92.25% | 3,043.38 | 97.14% |
| Total | 3,903.96 | 100.00% | 3,131.20 | 100.00% |
| ii) Components and Spare Parts | | | | |
| - Imported | - | - | - | - |
| - Indigenous | 140.06 | 100.00% | 106.27 | 100.00% |
| Total | 140.06 | 100.00% | 106.27 | 100.00% |

e) Remittance in foreign currencies of dividend :

The holding Company has not remitted any amount in foreign currencies on account of dividend during the year and does not have information as to the extent to which remittances, if any, in foreign currencies on account of dividend have been made by/ on behalf of non-resident shareholders. The particulars of dividend paid to non-resident shareholders (including non-resident Indian shareholders) which were declared during the year are as under :-

| Particulars | Dividend paid during FY 2014-15 | | Dividend paid during FY 2013-14 | |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | Final dividend for FY 2013-14 | Interim Dividend for FY 2014-15 | Final dividend for FY 2013-14 | Interim Dividend for FY 2013-14 |
| i) Number of non-resident shareholders | 368 | 360 | 403 | 386 |
| ii) Number of Ordinary Shares held by them | 62,033,506 | 62,766,575 | 42,620,795 | 56,672,353 |
| iii) Gross amount of dividend - ₹ in million | 34.12 | 15.69 | 23.44 | 11.33 |

48. Payment to Auditors represents amount paid / payable to the auditors on account of :

(₹ in Million)

| S. No. | Particulars | Statutory auditors * | | Branch auditors | | Cost auditors | |
|--------|---------------------------|----------------------|-------------|-----------------|-------------|---------------|-------------|
| | | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 |
| 1) | Audit fee | 0.92 | 0.74 | 0.45 | 0.40 | 0.06 | 0.06 |
| 2) | Tax Audit fee | 0.24 | 0.19 | 0.24 | 0.17 | - | - |
| 3) | Limited review fee | 0.13 | 0.11 | 0.21 | 0.18 | - | - |
| 4) | Certification charges | 0.32 | 0.27 | 0.04 | 0.03 | - | - |
| 5) | Reimbursement of expenses | 0.07 | 0.06 | 0.45 | 0.70 | - | 0.00 |
| | Total | 1.68 | 1.37 | 1.39 | 1.48 | 0.06 | 0.06 |

* Excluding service tax of ₹ 0.07 million (Previous Year ₹ 0.07 million) charged to the consolidated statement of profit and loss.

49. The financial information as required under Schedule III of the Companies Act 2013 is shown below:

| Name of the entity | Net Assets i.e total assets minus total liabilities | | Share in profit or loss | |
|---|---|-----------------------|---------------------------------------|-----------------------|
| | As a % of consolidated net assets | Amount (₹ in Million) | As a % of consolidated profit or loss | Amount (₹ in Million) |
| Parent | | | | |
| Triveni Turbine Ltd | 92.26% | 2,171.62 | 94.92% | 884.83 |
| Subsidiaries | | | | |
| Indian | | | | |
| GE Triveni Ltd | 7.67% | 180.54 | 5.67% | 52.92 |
| Foreign | | | | |
| Triveni Turbines Europe Pvt Ltd | 0.16% | 3.67 | -0.16% | (1.52) |
| Triveni Turbines DMCC | -0.09% | (2.11) | -0.43% | (4.04) |
| Total before minority interests | 100.00% | 2,353.72 | 100.00% | 932.19 |
| Minority Interests in all subsidiaries | 2.87% | 67.45 | 2.89% | 26.93 |

50. The previous year's figures have been rearranged wherever necessary, to make them comparable to those of the current year.

As per our report of even date.

For and on behalf of
J. C. Bhalla & Company
Chartered Accountants
FRN : 001111N

Sudhir Mallick
Partner
Membership No. 80051

Deepak Kumar Sen
General Manager & CFO

Rajiv Sawhney
Company Secretary

Dhruv M. Sawhney
Chairman & Managing Director

Amal Ganguli
Director & Chairman Audit Committee

Place : Noida (U.P.)
Date : May 6, 2015

Information on company's business locations

Registered Office

A-44, Hosiery Complex,
Phase II Extension,
Noida-201305, U.P.
STD Code: 0120
Phone: 4748000
Fax: 4243049
CIN: L29110UP1995PLC041834
Website: www.triveniturbines.com

Corporate Office

'Express Trade Towers', 8th Floor
15-16, Sector-16A,
Noida-201 301, U.P.
STD Code: 0120
Phone: 4308000
Fax: 4311010-11

Share Department/ Investors' Grievances

'Express Trade Towers', 8th Floor
15-16, Sector-16A,
Noida-201 301, U.P.
STD Code: 0120
Phone: 4308000
Fax: 4311010-11
Email: shares.ttl@trivenigroup.com

Registrar and Share Transfer Agents

**For Equity shares held in physical and
electronic mode**

(Correspondence Address)

M/s Alankit Assignments Ltd.,
Unit: Triveni Turbine Limited
205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi-110 055.
Phone: 011-42541234, 23451234,
Fax: 011-42541967
Email: rta@alankit.com

Manufacturing Facility

12-A, Peenya Industrial Area,
Peenya, Bengaluru-560 058
STD Code: 080
Phone: 22164000
Fax: 22164100

Subsidiary Companies

GE Triveni Limited

12-A, Peenya Industrial Area,
Peenya, Bengaluru-560 058
STD Code: 080
Phone: 22164000
Fax: 22164100

Triveni Turbines Europe Private Limited

Foreign Subsidiary
UK

Triveni Turbines DMCC

Foreign Subsidiary
Dubai, UAE

Corporate Information

Chairman and Managing Director (CMD)

Mr. Dhruv M. Sawhney (DIN-00102999)

Vice Chairman and Managing Director (VCMD)

Mr. Nikhil Sawhney (DIN-00029028)

Executive Director (ED)

Mr. Arun Prabhakar Mote (DIN-01961162)

Directors

Mr. Tarun Sawhney (DIN-00382878)
Lt. Gen. K. K. Hazari (Retd.) (DIN-00090909)
Mr. Amal Ganguli (DIN-00013808)
Mr. Shekhar Datta (DIN-00045591)
Dr. Mrs. Vasantha S Bharucha (DIN-02163753)

Chief Financial Officer

Mr. Deepak K. Sen

Company Secretary

Mr. Rajiv Sawhney

Bankers

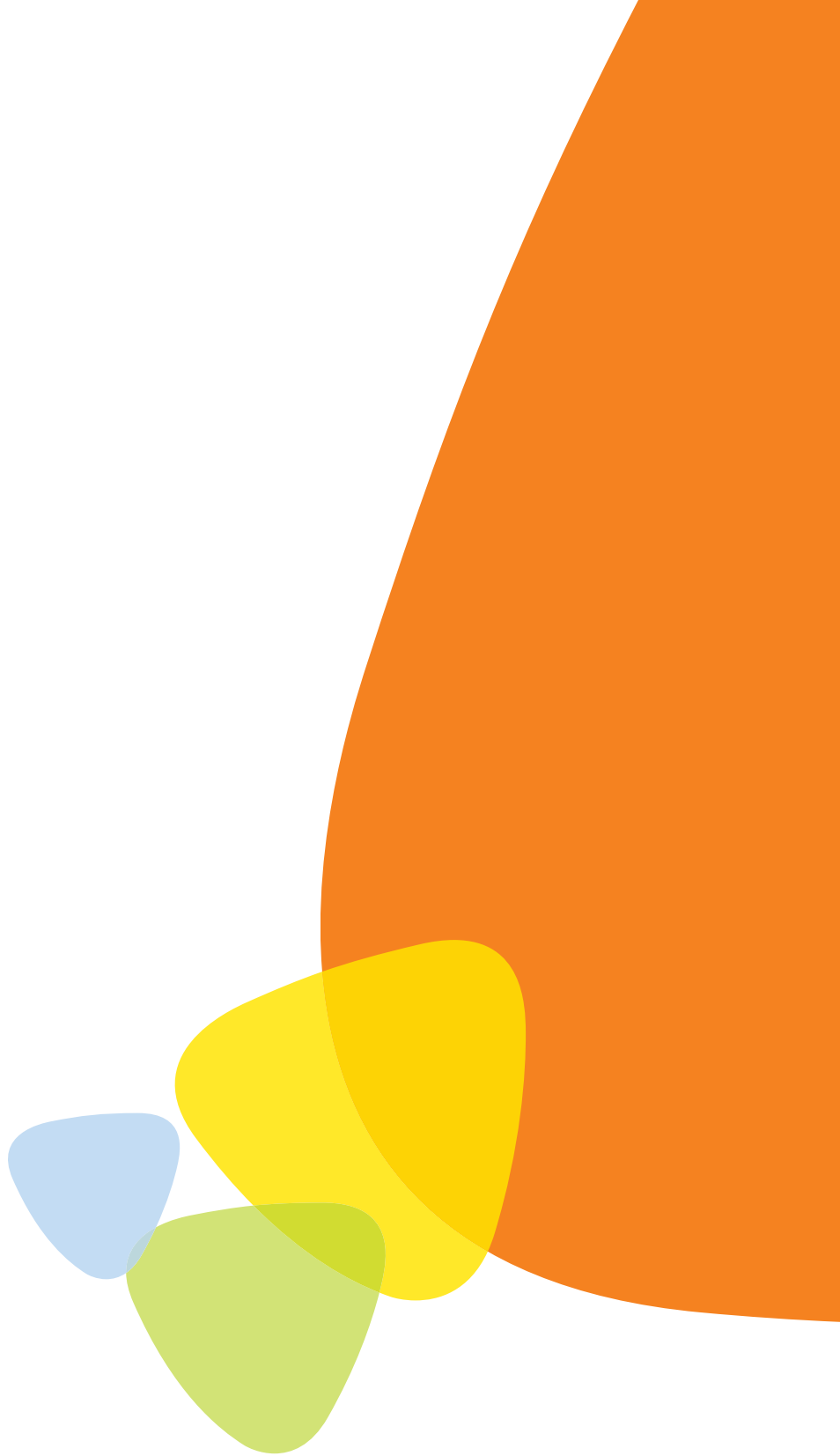
Axis Bank Ltd.
IDBI Bank Ltd.
Punjab National Bank
Yes Bank Ltd.

Auditors

M/s J.C. Bhalla & Co.

Triveni Group website: www.trivenigroup.com





CIN: L29110UP1995PLC041834
12-A, Peenya Industrial Area,
Peenya, Bengaluru, Karnataka-560 058
Website: www.triveniturbines.com