

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, FCS

Company Secretary

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**REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS**

Private & Confidential  
{Strictly to the addressee only}

23<sup>rd</sup> January, 2020

To  
Mr. S. K. Welling  
Chairman  
Triton Valves Limited  
Sunrise Chambers  
22, Ulsoor Road  
Bengaluru - 560 042

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No 8860, CP No. 11004), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru-560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot undertaken by the Company vide Notice dated 11<sup>th</sup> December, 2019 and facility provided as per Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules') and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolution proposed in the Notice dated 11<sup>th</sup> December, 2019 based on the report provided by National Securities Depository Limited (NSDL), the Agency engaged by the Company to provide e-voting facility and ballots received through post up to 22<sup>nd</sup> January, 2020.

In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from Tuesday, 24<sup>th</sup> December, 2019 (9.00 A.M. IST) till



Wednesday, 22<sup>nd</sup> January, 2020 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform.

The details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolutions that were put to vote, was derived from the Ballots received and the report generated from the e-voting website of National Securities Depository Limited i.e. [www.evotingin.nsdl.com](http://www.evotingin.nsdl.com) and based on such reports,

- a. 33 Members (folio wise) have cast their votes through remote e-voting.
- b. 51 (folio wise) members have cast their votes through Physical Postal Ballot.

On verification of 84 (Eighty Four) Ballots received by post and voting through e-Voting, up to 22<sup>nd</sup> January, 2020 from the Shareholders holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:

**VOTING ANALYSIS CONSIDERING BOTH E-VOTING AND PHYSICAL POSTAL BALLOT PAPERS RECEIVED:**

**SPECIAL BUSINESS:**

**Item No. 1- Issue of Equity Shares to Promoter and Promoter Group on Preferential Basis:**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in						% on Total Valid Votes Cast
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	26	501414	35	3271	61	504685	97.76
Dissent	7	10130	14	1413	21	11543	2.24
Total	33	511544	49	4684	82	516228	100
Invalid/ Abstained	0	0	3	21	3	21	



**Item No. 2- Issue of Warrants, Convertible into Equity Shares to Promoter and Promoter Group on Preferential Basis:**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in						% on Total Valid Votes Cast
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	26	501414	33	3186	59	504600	97.75
Dissent	7	10130	15	1468	22	11598	2.25
Total	33	511544	48	4654	81	516198	100
Invalid/ Abstained	0	0	4	51	4	51	

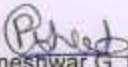
The physical Ballots which was not duly signed and filled up and where there were voting twice i.e. electronically and ballot have been treated as invalid. Further one member who has voted for part of his shares and abstained for remaining was taken as valid Ballot and the part of shares for which he has not voted was taken as abstained and remaining part of shares for which he cast his vote was taken as valid.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the Postal Ballot Papers received as per details above. E-voting statement is being furnished to you.

Thanking you

Yours faithfully

  
Parameshwar G. Bhat  
Company Secretary  
FCS: 8860; CP: 11004  
UDIN: F008860B000090381



Encl: As above