

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, ACS

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
Telefax : +91 80 41231106
e-mail : parameshwar@vjkt.in
parameshwar.g.bhat@gmail.com

REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Private & Confidential

{Strictly to the addressee only}

22nd March, 2019

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, 2nd Floor, 10th 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 13th February, 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 13th February, 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 21st March, 2019.



In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from 20th February, 2019 (9.00 A.M. IST) till 21st March, 2019 (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 and based on such reports,

- a. 46 members (folio wise) have cast their votes through remote e-voting.
- b. 77 (folio wise) members have cast their votes through Physical Postal Ballot.

On verification of 123 (One Hundred and Twenty Three) Ballots received by post and voting through e-Voting, up to 21st March, 2019 from the Shareholders of Triton Valves Limited, 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	28	26263	56	6542	84	32805	96.21
Dissent	9	146	15	1146	24	1292	3.7
Total	37	26409	71	7688	108	34097	100.00
Invalid/ Abstained	9	499704	6	66	15	499770	NA

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	29	26315	53	6500	82	32815	96.79
Dissent	8	94	14	986	22	1080	3.21
Total	37	26409	67	7496	104	33905	100.00
Invalid/ Abstained	9	499704	10	268	19	499972	NA

Item No. 3- Continuation of Directorship of Mrs. Anuradha M Gokarn (DIN: 00185509) as Non-Executive Director of the Company, who has attained the age of 75 years:

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	38	246005	55	6687	93	252692	99.66
Dissent	5	67	12	799	17	866	0.34
Total	43	246072	67	7486	110	253558	100.00
Invalid/ Abstained	3	280041	10	268	13	280309	NA

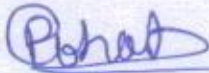
Votes cast by the Promoters for the issue of Equity Shares and Warrants to Promoter and Promoter Group, the votes cast for the own appointment and the Ballots where there were mis-match in signatures with the respective specimen signatures maintained by the RTA have been treated as invalid.

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



Encl: As above