

35th Annual Report 2011



TRITON
VALVES LTD

Challenging Excellence

OUR MISSION

WE DON'T JUST
MANUFACTURE
TYRE VALVES.
OUR GREATER CAUSE
IS SAFETY IN THE
MOVEMENT OF PEOPLE
AND GOODS IN INDIA.

OUR VISION

OUR VISION IS TO SET
GLOBAL BENCHMARKS OF
EXCELLENCE IN EVERY
ASPECT OF BUSINESS.

OUR VALUES

PEOPLE

AT TRITON, WE HAVE TRAVELLED MANY A MILE ON THE ROUGH ROAD TO SUCCESS. BUT WE HAVE RACED PAST EVERY FRONTIER AND MILESTONE, RIDING ON THE UNPARALLELED STRENGTH OF OUR PEOPLE. AS THE MOST IMPORTANT FORCE OF OUR BUSINESS, WE HAVE ALWAYS ENDEAVOURED TO RESPECT AND EMPOWER THEM, THEREBY BRINGING OUT THE BEST IN EACH.

CRAFTSMANSHIP

AT TRITON, THE SPIRIT OF CRAFTSMANSHIP IS AT THE HEART OF ALL THAT WE DO. PAYING ATTENTION TO THE SMALLEST DETAILS AND BEING METICULOUS AND THOUGHTFUL IN OUR DAILY ACTIVITIES MEANS THAT OUR VALVES AND CORES ARE PRECISION CRAFTED PRODUCTS.

EXCELLENCE

WE HAVE AN INNATE DESIRE TO EXCEL IN WHATEVER WE DO, HOWEVER SMALL OR BIG THE TASK MAY BE. ALWAYS ON THE TRAIL OF NEWER FRONTIERS AND BENCHMARKS, PHILOSOPHIES LIKE 'GET IT RIGHT THE FIRST TIME'; 'ZERO-DEFECT' AND 'CUSTOMER COMES FIRST' ARE A WAY OF LIFE WITH US.

PASSION

WE WEAR THE TRITON BADGE ON OUR HEARTS AND IT IS THIS PASSION THAT ALLOWS US COMMON PEOPLE TO ATTAIN UNCOMMON RESULTS EVERY TIME. TEAM TRITON HAS ALWAYS BEEN ABOUT COMING TOGETHER, SHARING TOGETHER, WORKING TOGETHER, AND SUCCEEDING TOGETHER.

CUSTOMER SUCCESS

AT TRITON, WE DON'T AIM TO MERELY SATISFY OUR CUSTOMERS. IT IS THE SUCCESS OF OUR CUSTOMERS FOR WHICH WE STRIVE. WE TRULY BELIEVE THAT OUR CUSTOMERS' SUCCESS IS OUR SUCCESS.

ETHICS

AT TRITON, UNCOMPROMISING ETHICS IS ROOTED IN OUR VERY DNA. WE ARE COMMITTED TO BEING TRANSPARENT, FAIR AND HONEST AND WE WORK WITH THE HIGHEST LEVELS OF INTEGRITY WITH RESPECT TO OUR PEOPLE, THE ENVIRONMENT AND SOCIETY AT LARGE.

JOY OF LIFE

THE SMILE ON A CUSTOMER'S FACE, THE THRILL OF SOLVING A PROBLEM, THE SHEER JOY OF SUCCESS. AT THE END OF THE DAY, ENJOYING WHAT WE DO IS WHY WE GO TO WORK. WE STRIVE TO BUILD AN ECOSYSTEM CALLED TRITON BASED ON THIS JOY OF LIFE.

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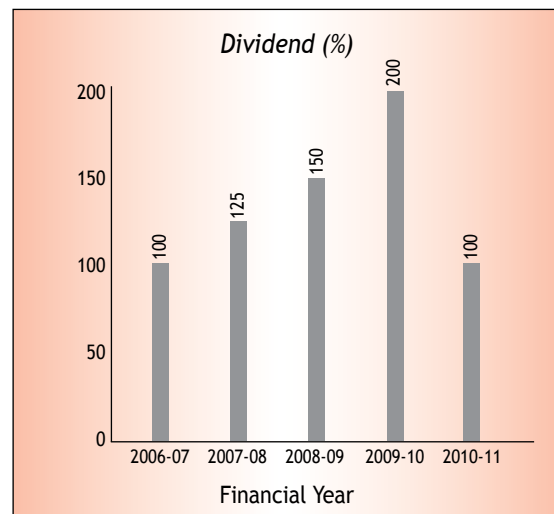
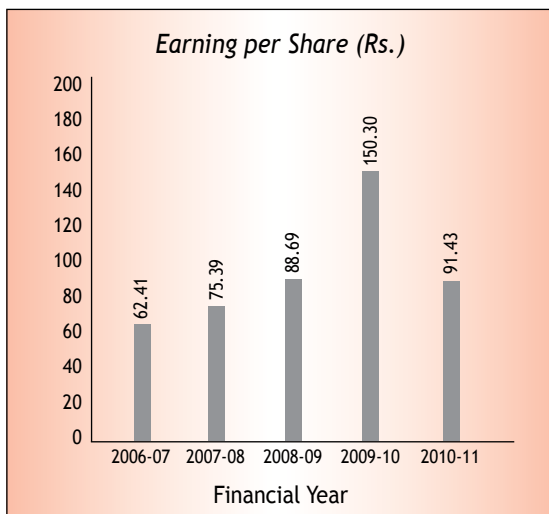
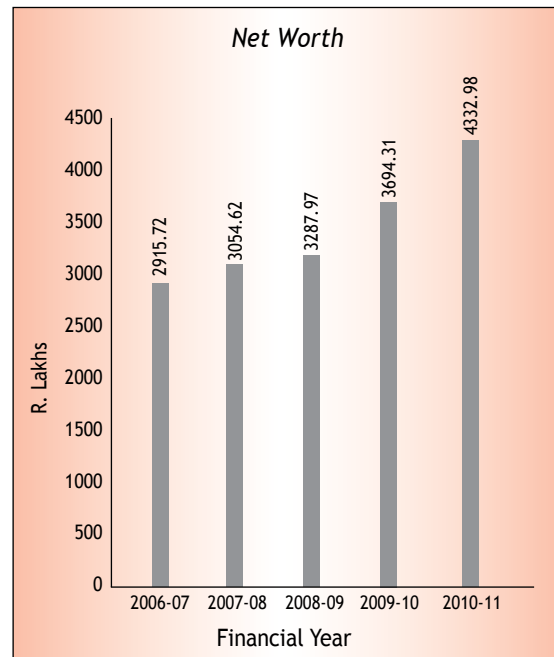
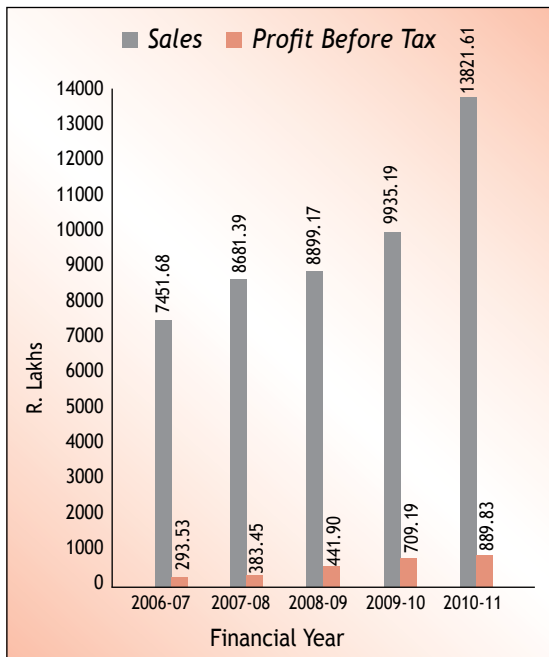
General Shareholders' Information:

- | | | |
|--|---|--|
| 1. Time & Date of AGM | : | 4.30 p.m. on Friday, 15th July, 2011 |
| 2. Venue of AGM | : | Hotel Ajantha, 22-A, M.G.Road,
Bangalore-560001 |
| 3. Dates of Book Closure | : | July 6th 2011 to July 15th 2011 |
| 4. Financial Year | : | 1st April to 31st March each year |
| 5. Dividend Payment Date | : | Before 14th August 2011 |
| 6. The equity shares of Rs.10/- each listed at | : | Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001. |

TEN YEARS AT A GLANCE

Rs. Lakhs

Particulars	2001-02	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11
Sales	3007.65	3553.86	4026.71	4552.90	4910.12	7451.68	8681.39	8899.17	9935.19	13821.61
Profit Before Tax	257.52	661.40	739.83	687.04	372.50	293.53	383.45	441.90	709.19	889.83
Profit After Tax	150.17	365.40	418.81	439.13	245.43	199.72	241.24	283.82	480.98	603.72
Dividend (%)	72%	150%	150%	140%	125%	100%	125%	150%	200%	100%
EPS (Rs.)	46.93	114.18	130.87	137.22	76.69	62.41	75.39	88.69	150.30	91.43
Gross Fixed Assets	1371.41	1399.91	1431.32	1528.08	1796.44	2372.06	3664.40	4412.69	4772.14	6127.05
Net Worth	1429.51	1749.69	2116.03	2504.50	2753.44	2915.72	3054.62	3287.97	3694.31	4332.98



BOARD OF DIRECTORS

M.R. Hosangady, Chairman
Anuradha M. Gokarn, Managing Director
Dr. M.N. Srinivasan
Dr. B.R. Pai
S.K. Welling
N.S.S. Murthy (upto 27.10.2010)
Aditya M. Gokarn, Executive Director

BANKERS

HDFC Bank Limited
Citibank N.A.
Standard Chartered Bank
Kotak Mahindra Bank

AUDITORS

Brahmayya & Co
Chartered Accountants
10/2, Kasturba Road
Bangalore - 560 001

REGISTERED OFFICE

Sunrise Chambers
22, Ulsoor Road
Bangalore - 560 042

FACTORY

Mercara Road
Belavadi
Mysore - 570 018

SHARE TRANSFER AGENT

Canbank Computer Services Ltd.,
218, JP Royale, 1st Floor, 2nd Main,
Sampige Road, Bangalore - 560 003

NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of Triton Valves Limited will be held at Hotel Ajantha, 22-A, M.G.Road, Bangalore-560001 on Friday the 15th of July 2011 at 04.30 P.M to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011, Profit and Loss Account for the year ended on that date, the reports of the Board of Directors & Auditors and Compliance Certificate thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. M.R.Hosangady who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint a Director in place of Dr.B.R.Pai who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business

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

“RESOLVED THAT, Mr. S.K.Welling who was appointed as an additional Director and holds office until the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act 1956 proposing his candidature for the office of a Director be and is hereby appointed as a Director.”

7. 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 Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, the approval of the Company be and is hereby accorded to the re-appointment of Mrs. Anuradha M. Gokarn as the Managing Director of the Company for a further period of 3 years with effect from 1st October 2010 on the remuneration and other terms and conditions as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors and Mrs. Anuradha M. Gokarn.

FURTHER RESOLVED THAT, in the event of the Company having no profit or inadequacy of profit during any financial year during her tenure of appointment the aforesaid remuneration shall be paid to Mrs. Anuradha M. Gokarn as the minimum remuneration subject however to the conditions and the limits laid down under Section II of Part II of Schedule XIII to the Companies Act 1956”.

8. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution.

“RESOLVED THAT, pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 a sum not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from April 1, 2011 to March 31, 2016”.

By order of the Board of Directors of
Triton Valves Limited

Bangalore
26th May 2011

ANURADHA M. GOKARN
Managing Director

Registered Office:
Sunrise Chambers
22, Ulsoor Road, Bangalore - 560 042

NOTES

1. The Explanatory Statement in regard to Special Business as required pursuant to Section 173(2) of the Companies Act, 1956 is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The Instrument appointing the proxy, in order to be valid, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 6th July 2011 to 15th July 2011 (both days inclusive).
5. The dividend recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 14th August 2011 to the Shareholders whose names appear in the Register of Members of the Company as on 15th July 2011 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as at the close of business hours on 15th July 2011.
6. Members who wish to claim dividends which have remained unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent, Canbank Computer Services Ltd. 218, J.P.Royale, 1st Floor, 2nd Main, Sampige Road, Malleswaram, Bangalore-560 003. Members are requested to note that dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment will, as per Section 205A(5) read with Section 205C of the Companies Act, 1956, be transferred to the Investors Education and Protection Fund. The Company has transferred the unclaimed dividend up to the Financial Year ended 31st March 2003 to the Fund.

After completion of seven years as aforesaid, no claims shall stand against the Investors Education and Protection Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

7. Details of Directors seeking Appointment at the Annual General Meeting

Particulars	Mr.M.R.Hosangady	Dr.B.R.Pai
Date of Birth	November 11, 1926	November 27, 1944
Date of Appointment	September 25, 1991	January 22, 2006
Qualifications	B.E.	B.Tech., M.Sc. Engg. & D.I.C., Ph.D
Expertise in specific functional area	Wide experience in Corporate Management	Research in the field of combustion, heat transfer and energy systems
Directorships held in other Public Companies	AFD Industries Ltd.	Nil
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholder Grievance Committees)	Nil	Nil
No. of shares held in the Company	Nil	100

Particulars	Mr.S.K.Welling	Mrs.Anuradha M. Gokarn
Date of Birth	November 15, 1946	December 25, 1942
Date of Appointment	January 28, 2011	July 12, 1986
Qualifications	B.E., M.B.A.	M.Phil
Expertise in specific functional area	Wide experience in Corporate Management	Management of the Company
Directorships held in other Public Companies	AUMA India Pvt. Ltd. Fortune Technologies Pvt. Ltd.	Nil
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholder Grievance Committees)	Nil	Nil
No. of shares held in the Company	Nil	280041

By order of the Board of Directors of
Triton Valves Limited

ANURADHA M. GOKARN
Managing Director

Bangalore
26th May 2011

Registered Office:
Sunrise Chambers
22, Ulsoor Road, Bangalore - 560 042

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF COMPANIES ACT, 1956

Item 6

In order to strengthen the Board, Mr.S.K.Welling was inducted as an Additional Director by the Board of Directors of the Company on 28th January 2011. In terms of Section 260 of the Companies Act, 1956, Mr.S.K.Welling holds office until the date of the Annual General Meeting.

The Company has received a notice in writing from a Member proposing the candidature of Mr.S.K.Welling for the office of the Director of the Company under the provisions of Section 257 of the Act.

Mr.Welling is a graduate in Mechanical Engineering from Karnataka University and holds a Master's degree in Business Administration from the University of Leeds, UK. Mr.Welling has rich and wide industrial experience spanning 35 years in functional areas such as Strategic Planning, Corporate Restructuring, Industrial Engineering, Project Management, Technology Management, International Marketing and Human Resources Management. Mr.Welling was a former Executive Director of HMT Ltd. and HMT (International) Ltd. A brief resume and other particulars of Mr.S.K.Welling as required to be furnished under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed.

Mr.S.K.Welling, since the Resolution relates to his appointment may be regarded as interested or concerned in the Resolution. No other Director of the Company is concerned or interested in the Resolution.

The Board recommends the Resolution for your approval.

Item 7

Mrs. Anuradha M. Gokarn was re-appointed as Managing Director for a term of 3 years with effect from 01-10-2007 and her term ended on 30-09-2010.

Mrs. Anuradha M. Gokarn has been managing the Company successfully and the Company has made substantial progress under her leadership. In view of the same, the Board of Directors considered that her continued services are in the interest of the Company. Accordingly in the Board Meeting held on 22rd October 2010, the Board has resolved to re-appoint her as the Managing Director of the Company for a further period of 3 years w.e.f. 01.10.2010 on the following remuneration and terms and conditions:

- a. Salary : Rs.2,00,000/- per month with an annual increment of Rs.15,000/- p.m. (Current salary- Rs. 1,85,000/-)
- b. Perquisites and allowances

Category A

- i. Housing: Furnished residential accommodation or House Rent Allowance up to 50% of the Salary in lieu thereof.
- ii. Provision of gas, electricity, furnishing, etc. and the expenditure incurred by the Company on the same shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary.
- iii. Medical reimbursement: For self and family subject to a ceiling of one month's salary in a year or three months' salary in a block of three years.
- iv. Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
- v. Club Fees: Club fees subject to a maximum of two clubs. This will not include admission and life membership fee.
- vi. Personal Accident Insurance: Premium not to exceed Rs. 4000/- per annum.

Category B

- i. Company's Contribution to Provident Fund, Superannuation Fund or Gratuity as per the Rules of the Company.
- ii. Gratuity not exceeding half month salary for every completed year of service.
- iii. Earned / Privilege leave as per the rules of the Company as applicable to other senior executives of the Company.
- iv. Encashment of the unutilized leave as per the rules of the Company.

Category C

- i. Provision of car for use on Company's business and telephone at residence. Personal long distance calls and use of car for private purposes shall be billed to the Managing Director.
- ii. Commission: Commission at a percentage of the net profits of the Company as may be determined with a proviso that the salary, commission and the value of applicable perquisites in aggregate shall not exceed 5% of the net profits of the Company for any financial year during her tenure.

The Managing Director is not entitled to sitting-fees for attending meeting of the Board of Directors or any Committee thereof.

In the event of the Company having no profit or inadequacy of profit during any financial year during her tenure of appointment the aforesaid remuneration shall be paid to Mrs. Anuradha M. Gokarn, as the minimum remuneration subject however to the conditions and the limits laid down under Section II 1(B) of Part II of Schedule XIII to the Companies Act, 1956.

The above remuneration has been approved by the Remuneration Committee in their meeting held on 22nd October 2010.

Period of appointment: Three years beginning 1st October, 2010 and ending on 30th September, 2013.

The appointment may be terminated by either party by giving three months notice in writing.

The Resolution seeks the approval of the Members for re appointment of Mrs. Anuradha M. Gokarn as the Managing Director of the Company for a further period of 3 years w.e.f.01.10.2010 pursuant to provisions of Section 269 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 and payment of above remuneration to her.

Mrs. Anuradha M Gokarn, Managing Director as the Resolution relates to her appointment, Mr. M.R. Hosangady, Director and Mr. Aditya M. Gokarn - Executive Director being relatives in terms Section 6 read with Schedule 1A of Companies Act, 1956, may be regarded as interested or concerned in the Resolution. No other Director is interested or concerned in the Resolution.

This may also be regarded as an Abstract of Terms and Conditions of appointment of Managing Director and Memorandum of Interest pursuant to Section 302 of the Act.

Item 8.

Section 309 of the Companies Act, 1956 provides that a Director who is neither in the whole-time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by Special Resolution, authorizes such payment.

It is considered necessary to reasonably compensate the Non-executive Directors for the valuable services they render to the Company and the time they devote. Accordingly the Company proposes to pay remuneration to Non-executive Directors by way of commission related to net profits of the Company.

The proposed Resolution would allow the Company to make payment of remuneration by way of commission to the Non-executive Directors till the year ending March 31, 2016 in accordance with Section 309.

All the Directors other than Managing / Whole-time Directors of the Company may be deemed to be interested or concerned in the Resolution to the extent of the commission payable to them in accordance with the proposed Resolution.

The Board recommends the Resolution set forth in Item 8 for approval of Shareholders.

By order of the Board of Directors of
Triton Valves Limited

ANURADHA M. GOKARN
Managing Director

Bangalore
26th May 2011

Registered Office:
Sunrise Chambers
22, Ulsoor Road, Bangalore - 560 042

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Thirtyfifth Annual Report together with the Audited Accounts for the year ended 31st March 2011.

	31.03.2011 (Rs. Lakhs)	31.03.2010 (Rs. Lakhs)
1. Financial Results		
Profit Before Tax	889.83	709.19
Provision for Taxation	286.11	228.21
Profit After Tax	603.72	480.98
Add: Balance Brought Forward	396.70	190.35
Profit available for appropriation	1000.42	671.33
2. Appropriations		
Proposed Dividend on equity shares	99.00	64.00
Tax on Dividend	16.45	10.63
General Reserve	400.00	200.00
Balance Carried Forward	484.97	396.70
	1000.42	671.33

3. Dividend

Your Directors are pleased to recommend a dividend of Rs. 10/- per Equity Share (100%) for the financial year ended 31st March 2011.

4. Performance

The Company's sales turnover net of excise duty and discount increased to Rs. 124.70 crore as against Rs. 91.33 crore in the previous year, an increase of 36.5%. The Company was able to broaden its customer base by adding several new key customer accounts. The Company's market share also grew significantly in all segments. Profit before tax increased from Rs. 709.19 lakhs to Rs. 889.83 lakhs.

5. Prospects for the Financial Year 2011-2012

The Company expects strong growth during the Financial Year 2011-2012. This expectation arises from the forecasts of the automobile and tyre industries. The tyre industry in particular is seeing additional capacities going on stream during the year in all segments. The Company is confident of taking advantage of this market expansion and of further strengthening its position in the domestic market.

6. Capacity Expansion

The capacity expansion which commenced at the start of the year has progressed well. The Company has already invested approximately Rs. 20 crore during the year and the targetted capacities have been achieved in most product segments. More than 85% of the new equipment has been received. The capacity expansion is expected to be completed in all respects by during this fiscal. This would increase the manufacturing capacity of valves to 150 million and valve cores to approximately 190 million per annum.

7. Directors

Mr. M.R.Hosangady and Dr. B.R. Pai retire by rotation at the Annual General Meeting and being eligible have offered themselves for re-appointment.

The Board deeply regrets the passing away of Mr. N.S.S. Murthy, Chairman on 27th October 2010 and places on record its appreciation of the valuable services rendered by him during his tenure as a Founder Director and Chairman.

8. Auditors

The Statutory Auditors of the Company, M/s Brahmayya & Co., Bangalore, retire at the conclusion of this Annual General Meeting and are eligible for re-appointment.

9. Employee Relations

Employee Relations continued to be cordial during the year.

10. Particulars of Employees under Section 217(2A)

Information as per Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of employees) Rules, 1975, is forming part of the Annexure to this report.

11. Conservation of Energy, Technology Absorption, Exports and Foreign Earnings & Outgo

Information required to be furnished pursuant to Section 217(1)(e) of the Companies Act 1956 read with Companies (Disclosure of Particulars in the Report of Directors) Rules 1988 is set out in the Annexure to this report.

12. Listing with Stock Exchanges

As per the requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the Company hereby declares that the listing of its shares continued throughout the year with the Stock Exchange Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 and that the Company has paid the listing fees up to date.

13. Directors' Responsibility Statement as required under Section 217(2AA) of the Companies' Act 1956

Your Directors, on the basis of information made available to them by the Management and the Auditors wish to place on record:

- (i) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- (ii) That 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 or Loss of the Company for that period.
- (iii) That 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.
- (iv) That the Annual Accounts have been prepared on a going concern basis

14. Secretarial Compliance Certificate

The Compliance Certificate obtained from a Company Secretary in whole time practice in accordance with Section 383(A) of the Companies Act 1956 and the rules made thereunder is annexed to this report.

15. Acknowledgements

Your Directors thank the customers and vendors for their continued support to your Company's growth. Your Directors place on record their appreciation of the support given by HDFC Bank, Standard Chartered Bank, Citibank and Kotak Mahindra Bank for meeting the long term and working capital needs of the Company.

Your Directors are grateful to the State Government for their continued support to the Company's activities.

Your Directors are thankful to the esteemed shareholders for their support and encouragement. They also wish to place on record their appreciation of the contribution made by employees at all levels.

For and on behalf of the Board of Directors

Bangalore
26th May 2011

M.R.HOSANGADY
Chairman

ANNEXURE TO DIRECTORS' REPORT

Particulars pursuant to Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988

1. A. CONSERVATION OF ENERGY

- I. Power factor of power supplied from Karnataka Power Transmission Corporation Limited (KPTCL) is monitored and maintained at 0.95.
- II. Automatic switches were introduced on some machines to avoid idle running.
- III. A.C. variable drives were introduced on one machine during the year to save energy.

B. TECHNOLOGY ABSORPTION

- I. More productive machines were introduced in specific areas.
- II. New products were developed to meet customer specific requirements.

BENEFITS

- I. The Company's Product range has been widened
- II. Productivity has improved

FUTURE PLAN OF ACTION

- I. To introduce automation in more areas
- II. To develop more materials efficient processes
- III. Introduction of A.C. variable drives in more areas.

Expenditure on Research & Development

(i) Capital	Nil
(ii) Recurring	Rs. 30.71 lakh
Total	Rs. 30.71 lakh
Total R&D expenditure as a percentage of turnover	0.25 %

C. Foreign Exchange Earnings and Outgo

Equivalent in Rupees

Foreign exchange earned through exports
(vide note No.19, Schedule 15 Part II) Rs. 62.05 lakh

Foreign exchange used
(vide note No.18, Schedule 15 Part II) Rs. 2187.60 lakh

Statement of Particulars of Employees pursuant to the provisions of Section 217(2A) of the Companies Act, 1956.

Employed for full year:

Name (Age)	Designation/ Nature of duties	Remuneration received (Rs.)	Qualification (Experience)	Date of commencement of employment	Previous employment
Mrs. Anuradha M. Gokarn (68)	Managing Director	5,214,830	M.Phil (27)	01.10.1986	Sri Shikshayatan College
Mr. Aditya M. Gokarn (30)	Executive Director	4,657,319	B.E. (Mech.) (7)	01.02.2003	None

For and on behalf of the Board of Directors

Bangalore
26th May 2011

M.R. HOSANGADY
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

Your Company is a major OE supplier of tyre valves, valve cores and accessories to the tyre and tube industry as well as the automotive industry. The Company is both a tier 1 and a tier 2 supplier to the automotive industry. Hence the performance of these industries has a strong bearing on the performance of the Company.

The Financial Year 2010-2011 witnessed a strong performance by the automotive industry. All segments of the industry grew steadily throughout the year. While the Passenger Car and Two Wheeler segments grew by 27%, the Commercial Vehicles segment grew by 32% in terms of production volumes. The Society of Indian Automobile Manufacturers (SIAM) reported an overall growth rate of 27.5% in the production of automobiles in India from 14 million units to 17.9 million units during the Financial Year 2010-11.

The Financial Year 2010-11 was a mixed bag for the tyre industry. While production volumes grew by around 22%, the industry returned poor bottom-lines due to intense cost pressures as a result of unprecedented natural rubber prices which hit peaks of Rs.250 per kg and above during the year.

The tyre industry is also witnessing rapid changes in the product mix. The OE passenger car segment has switched almost completely to using tubeless tyres from the earlier tube type products. The use of radial tyres in the commercial vehicle segment is rapidly on the rise. 'Radialization' a term used to describe the extent of usage of radial tyres, crossed the 15% mark in the Heavy Commercial Vehicle segment and the 20% mark in the Light Commercial Vehicle segment during the year. These technological changes do impact the tyre valve industry which must adapt itself to be able to cater to newer customer requirements. Your Company is fully geared up to meet these new requirements and is confident of further consolidating its position in the market.

Opportunities and Threats

The automotive industry is expected to grow by 12-15% in the Financial Year 2011-12. The tyre industry which has been growing at a compound annual growth rate of around 12% over the last decade is also expected to grow by 15% during the year ahead. Additional capacities continue to be added by the large manufacturers in the tyre industry. Global players have also announced plans to commence/strengthen their manufacturing operations in India. In addition, exports of tyres and tubes from India continue to grow. All the above factors augur well for the future and your Company is confident of taking full advantage of these opportunities in the year ahead.

The rapid growth in the tyre and tube industry is likely to intensify competition in the tyre valve industry. Domestic competitors have been adding capacities. Competition from overseas primarily from countries with lower manufacturing costs is also potential threat. However, your Company has taken and continues to take adequate steps to counter these threats.

Segment-wise Performance

The Company manufactures automobile tyre valves, valve cores and accessories. The sales figures net of discounts and excise duties in the domestic and export segments are shown below:

	(Rs. Crore)	
	2010-2011	2009-2010
Overall Sales	124.70	91.33
Domestic Sales	124.08	89.82
Export Sales	0.62	1.51

Outlook

The outlook for the Financial Year 2011-12 is encouraging. Your Company is extremely well placed to increase its market share in the domestic market and to take full advantage of the new opportunities in the market during the year. The Company is also actively exploring newer market segments and geographies which are likely to bolster revenues. Overall, the Company expects to post strong double digit growth during the year ahead.

Risks and Concerns

The economic outlook for the year ahead appears to be challenging. Demand in the automotive industry is dependent on several factors such as interest rates, inflation, oil prices and Government policies. While interest rates are generally expected to harden during the year, deregulation of fuel pricing in the country is likely to cause steep increase in the costs of both petrol and diesel. These factors could result in lower demand and could significantly alter the growth estimates of the industry during the year.

Volatile raw material costs are always a concern for the Company since it is a user of three volatile commodity inputs, namely, copper, zinc and synthetic rubber. Price volatility in these commodities has a direct impact on raw material costs and profit margins.

Internal Control Systems and Their Adequacy

The Company has proper and adequate systems of internal controls. Internal audits and checks are carried out at regular intervals. An audit committee headed by an independent Director reviews control systems and their adequacy.

Discussion on Financial Performance with respect to Operational Performance

The details of the financial performance of the Company appear in the Balance Sheet, Profit and Loss Account and other financial statements. Highlights for the year 2010-11 are as under:

	(Rs. Crore)
	2010-2011
Net Sales	124.70
Other Income	0.14
Profit Before Tax	8.90

The financial performance of the Company has been explained in the Directors' Report of the Company for the year 2011 appearing separately.

Human Resources

Human Resources are a key focus area of the Company. The Company endeavors to attract and develop the best talent available in each area of its operations. The Company's policy is to create a conducive environment for its employees to ensure a mutually rewarding experience.

Mission Vision & Values

The Company undertook an exercise to articulate the Mission Vision and Values of the organization. First, inputs were gathered from all the major stakeholders in the business including employees, customers, suppliers and shareholders about their perceptions about the Company. The inputs received were analyzed and processed to develop and articulate the Mission Vision and Values statements. Next, an internal team comprising of employees from across the organization was formed and assigned the task of creating awareness within the organization. The team designed and conducted various activities such as interactive sessions, workshops, story boards, quiz competitions and skits.

The Company is now in the process of linking the Values to the key business processes, aligning the internal policies to reflect the values articulated and incorporating 'Values Performance' into Performance Management Process.

Cautionary Statement

Certain statements in the Management Discussion and Analysis describing the Company's views about the industry, expectations, objectives, etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Factors like supply and demand situations, input prices and their availability, changes in Government regulations, economic developments, etc. may influence the Company's operations or performance.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2010-11

Company's Philosophy on Corporate Governance

The Company has been committed to the highest standards of Corporate Governance since its inception. Corporate Governance encompasses the values, ethics and the best business practices followed by the Company. The Company believes that a strong Corporate Governance policy is indispensable for healthy business growth and is an important instrument of investor protection. Good Corporate Governance provides an appropriate framework for the Board and the Management to achieve the objectives that are in the interest of the Company and the Shareholders.

Board of Directors

- i. The Board of Directors of the Company consists of two Executive and four Non-executive Directors. The Chairman of the Board is Non-executive. Three out of six are Independent Directors.
- ii. The Board of Directors met seven times during the year on 14th May 2010, 16th June 2010, 24th June 2010, 7th July 2010, 28th July 2010, 22nd October 2010 and 28th January 2011.
- iii. The particulars of Directors and their attendance at Board Meetings are given below:

Name of Director	Category	Number of Board Meetings attended	Whether attended last AGM	Number of Directorship in other Indian companies
Mrs. Anuradha M. Gokarn	Managing Director	7	Yes	
Mr. N.S.S. Murthy	Non-executive Director	4	Yes	
Mr. M.R.Hosangady	Non-executive Director	5	Yes	1
Dr. M.N.Srinivasan	Non-executive Independent Director	7	Yes	
Dr. B.R.Pai	Non-executive Independent Director	7	Yes	1
Mr.Aditya M. Gokarn	Executive Director	7	Yes	
Mr.S.K.Welling	Non-executive Independent Director	1	No	2

Audit Committee

- i. The Audit Committee was constituted by the Board in its Meeting held on 22nd January 2006. The audit Committee was re-constituted in January 2011, further to the demise of Mr. N.S.S. Murthy. The Committee now consists of three members including a Chairman all of whom are Non-executive Independent Directors. The Managing Director, the Executive Director, Internal Auditors and Statutory Auditors are invitees to the Meetings. The Vice President Finance of the Company acts as Secretary to the Audit Committee.
- ii. The Terms of Reference of the Audit Committee are as set out hereunder:
 - To oversee the financial reporting system of the Company.
 - To review with the Management the financial statements of every quarter before submission to the Board.
 - To review the annual financial statements and Auditors' report thereon.

- To review the scope and coverage of the Internal Audit function and reporting structure.
- To review the efficiency of the internal control system.
- To review the findings of any internal investigation and to report these to the Board.
- To review the Company's financial and risk management policies and strategies.
- To recommend the appointment of External Auditors and Internal Auditors and fixation of their fees.
- To monitor the quality of Internal and Statutory Audits.

The constitution of the Audit Committee and the attendance of each member of the Committee during the year are given below:

Name	Category	No. of Meetings held	No. of Meetings attended
Mr.N.S.S.Murthy	Non-Executive Promoter	4	1
Dr.B.R.Pai	Non-Executive Independent	4	4
Dr.M.N.Srinivasan	Non-Executive Independent	4	4

Remuneration Committee:

The Remuneration Committee reviews and recommends to the Board of Directors, the remuneration payable to the Managing Director and Executive Directors. The Board of Directors approves the remuneration recommended by the Remuneration Committee subject to approval of the Shareholders.

The Non-Executive Directors are not paid any remuneration except for the sitting fees for attending the Board Meetings and Committee Meetings.

The resolutions for the appointment and remuneration payable to the Executive Directors are approved by the Shareholders of the Company.

The remuneration to the Executive Directors consists of a fixed salary and other perquisites. The Leave Travel Allowance, Provident Fund & Superannuation are paid as per Company's policy. Wherever applicable, the perquisites are considered a part of remuneration and taxed as per Income Tax Laws. The Commission recommended by the Remuneration Committee to the Board is paid in accordance with the provisions of the Companies Act, 1956.

The Remuneration Committee consists of Mr.S.K.Welling as Chairman and Dr.M.N.Srinivasan & Dr.B.R.Pai as Members. All the Members of the Remuneration Committee are Independent Directors.

Details of Remuneration paid to Directors during 2010-11

Name of Director	Sitting Fees	Salaries & Perquisites	Commission
Mrs. Anuradha M. Gokarn		3,901,088	1,313,742
Mr. N.S.S. Murthy	50,000		
Mr. M.R. Hosangady	50,000		
Dr. M.N. Srinivasan	120,000		
Dr. B.R. Pai	120,000		
Mr. Aditya M. Gokarn		2,682,267	1,975,052
Mr. S.K. Welling	10,000		

Details of Annual/Extraordinary General Meetings

Location and time of General Meetings held since 2008

Year	AGM/EGM	Location	Date	Time
2008	AGM	Hotel Ajantha, 22-A, MG Road, Bangalore-560001	10.07.2008	4.30 PM
2009	AGM	Hotel Ajantha, 22-A, MG Road, Bangalore-560001	10.07.2009	4.30 PM
2010	AGM	Hotel Ajantha, 22-A, MG Road, Bangalore-560001	16.06.2010	11.00 AM

Disclosures:

(i) Significant related party transactions:

The Company has transacted purchase of goods and job work of aggregate value of Rs.84.99 lakhs with M/s Suvadhan Speciality Toolings Division, Mysore, a partnership firm in which Mrs.Anuradha M.Gokarn, Managing Director and Mr.Aditya M.Gokarn, Executive Director are interested as partners. During the year, the Company has purchased Land, Building and Machinery for Rs. 163.40 lakhs at the market value and also assessed by registered valuers and the raw material stocks for Rs.12.13 lakhs at cost from M/s Suvadhan Speciality Toolings. Except this, there is no other transaction of material nature entered into by the Company with related parties i.e. Directors, Management and Relatives.

(ii) There are no non-compliances, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authorities on any matter related to the Capital Markets during the last three years.

Means of Communication:

Quarterly results are published in one English daily, Business Standard and in one Kannada daily, Samyukta Karnataka. All quarterly results are sent to the Stock Exchanges. The financial results are displayed on the Company's website www.tritonvalves.com and on the Bombay Stock Exchange www.bseindia.com

The Management Discussion & Analysis is attached to the Directors' Report and forms a part of this Annual Report.

General Shareholders' Information:

1	Time & Date of AGM	4.30 PM on 15th July 2011
2	Venue of AGM	Hotel Ajantha, 22-A, M.G.Road, Bangalore-560001
3	Dates of Book closure	July 06, 2011 to July 15, 2011
4	Financial Year	1st April to 31st March each year
5	Dividend Payment Date	On or before 14th August 2011
6	The equity shares of Rs.10/- each listed at	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
7	Registered Office	Sunrise Chambers, 22, Ulsoor Road, Bangalore-560 042.
8	Stock Code	505978
9	Demat ISIN No.	INE440G01017
10	Registrar & Transfer Agents	Canbank Computer Services Limited, 218, J.P.Royale, 1st Floor, 2nd Main, Sampige Road, Malleswaram, Bangalore-560 003.
11	Investor correspondence:	Investor correspondence may be addressed to: V.Sridhar, Compliance Officer, Triton Valves Limited, Sunrise Chambers, 22, Ulsoor Road, Bangalore-560042

12. Stock Market Price Data (BSE)

Triton Valves Share Price			BSE SENSEX	
Month	High	Low	High	Low
Apr - 10	1600.00	1360.00	18047.86	17276.80
May - 10	2150.00	1428.00	17536.86	15960.15
June - 10	3300.00	2051.00	17919.62	16318.39
July - 10	2750.00	760.05	18237.56	17395.58
Aug - 10	846.00	769.00	18475.27	17819.99
Sept - 10	923.00	775.00	20267.98	18027.12
Oct - 10	1060.00	830.00	20854.55	19768.96
Nov - 10	1000.00	785.00	21108.64	18954.82
Dec - 10	877.95	766.00	20552.03	19074.57
Jan - 11	825.00	730.05	20664.80	18038.48
Feb - 11	869.90	647.95	18690.97	17295.62
Mar - 11	685.00	603.25	19575.16	17792.17

13. Distribution of Shareholding as on 31.03.2011

No. of Equity shares held	No. of Shares	No. of Shareholders	% of Shareholders
1-500	271801	6360	98.00
501-1000	47030	66	1.02
1001-5000	102664	53	0.81
5001-10000	44414	6	0.09
10001 & above	524118	5	0.08

14. Shareholding Pattern as on 31.03.2011

Category	No. of Shares held	% of Shareholding
Promoters' Holding:		
- Indian Promoters	496407	50.14
- Foreign Promoters	Nil	
Persons Acting in Concert	Nil	
Sub- total	496407	50.14
Non Promoter Holding:		
- Mutual Funds	Nil	0.00
- Banks, financial Institutions, Insurance companies	Nil	0.00
Sub-Total	Nil	0.00
Others:		
Private Corporate Bodies	22088	2.23
Indian Public	465738	47.04
NRIs/OCBs	5794	0.59
Sub-Total	493620	49.86
Grand Total	990027	100.00

The Company's shares are dematted with effect from April 2004 and trading in the Company's shares is permitted only in demat form. As on 31st March 2011, 879,532 shares (88.84 %) are held in demat form and 110,495 shares (11.16 %) in physical form.

Share Transfer system

The transfer/transmission of shares in physical form is normally processed and completed within 21 days from the date of receipt of request. In the case of shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants

There were no cases of loss of Share Certificate and no complaints either from SEBI or the Stock Exchanges. Seventeen Dividend warrants and twentyeight dividend intimation letters were returned undelivered. There were 20 investor grievances during the year and all have been addressed and closed.

AUDITORS' COMPLIANCE CERTIFICATE

To

The Members,
Triton Valves Limited

We have examined the compliance to the conditions of Corporate Governance by Triton Valves Limited for the year ended 31st March 2011, as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with Stock Exchange(s).

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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 Clause 49 of the above mentioned Listing Agreement(s).

We state that in respect of investor grievances received during the year ended 31st March 2011, no investor grievance is pending for a period exceeding one month as per the records maintained by the Company.

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

For Brahmayya & Co.,
Chartered Accountants
Firm Registration No. 0005155

G.Srinivas
Partner
Membership No. 86761

Place: Bangalore
Date: 26th May 2011

SECRETARIAL COMPLIANCE CERTIFICATE

I have examined the registers, records, books and papers of TRITON VALVES LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31st March, 2011. In my opinion and to the best of our information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, subject to our comments therein with the Registrar of Companies.
3. The Company being a Public Limited Company comments are not required.
4. The Board of Directors duly met 7 (seven) times on 14.05.2010, 16.06.2010, 24.06.2010, 07.07.2010, 28.07.2010, 22.10.2010 & 28.01.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including Circular Resolutions passed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members, from 07.06.2010 to 16.06.2010 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2010 was held on 16.06.2010 after giving due notice to the Members of the Company and the Resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors and / or persons or firms or Companies referred in the Section 295 of the Act during the financial year.
9. The Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that Section.
10. The Company has made the necessary entries in the Register maintained under Section 301 of the Act.
11. As informed to us by the Company there were no instances falling within the purview of Section 314 of the Act during the Financial Year.
12. The Board of Directors have approved the issue of duplicate Share Certificate issued during the Financial Year.
13. The Company has:
 - i. Delivered all the Certificates on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - ii. Deposited the amount of dividend declared in a separate Bank Account on 17.06.2010 which is within five days from the date of declaration of such dividend.
 - iii. Paid / posted warrants for dividends (by means of cheques / demand drafts / pay orders) to all the members within a period of 30 (thirty) days from the date of declaration and that all unclaimed / unpaid dividend has been transferred to the Unpaid Dividend Account of the Company with HDFC Bank on 23rd July 2010.
 - iv. Transferred the amount(s) in unpaid dividend account and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund; and
 - v. The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointments of Directors/Additional Directors have been duly made and there was no appointment of Alternate Directors and Directors to fill casual vacancies during the financial year.

15. The appointment of Managing Director/Whole-time Director has been made in compliance with the provisions of Section 269 read with Schedule XIII to the Act and no approval of Central Government was necessary in respect of the appointments during the Financial Year.
16. The Company has not appointed any Sole-Selling Agent during the Financial Year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has issued 10,000 equity shares of Rs.10/- each on preferential basis and 6,60,018 of Rs.10/- each as Bonus Shares during the Financial Year and has complied with the provisions of the Act in respect thereof.
20. The Company has not bought back any shares during the Financial year.
21. The Company has not redeemed preference shares / debentures during the year.
22. The Company has not kept in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 / the applicable directions issued by the Reserve Bank of India / any other authority during the Financial Year.
24. The amounts borrowed by the Company from Directors, Members, Public, Financial Institutions, Banks and Others during the Financial Year ending 31.03.2011 are within the borrowing limits of the Company sanctioned by necessary Resolutions passed as per Sec. 293 (1) (d) of the Act in the 34th Annual General Meeting held on 16th June 2010.
25. The Company has not advanced loans or made investments or given guarantees or provided securities to other bodies Corporate during the Financial Year.
26. The Company has not altered the provisions of the Memorandum with respect to the situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has altered its Articles of Association during the year under scrutiny.
31. No Show Cause Notice has been received by the Company under the Companies Act, 1956, nor has any prosecution been launched or penalty imposed against the Company.
32. The Company has not received any money as security from its employees during the year under certification falling within the purview of Section 417(1) of the Act.
33. The Company has deposited both Employees' and Employer's contribution to the Employees Provident Fund with the prescribed authorities pursuant to Section 418 of the Act.

Place : Bangalore
Date : 26.05.2011

P.G.HEGDE
Hegde & Hegde
Company Secretaries
C. P. No. 640

ANNEXURES TO COMPLIANCE CERTIFICATE OF EVEN DATE

Annexure A

Registers as maintained by the Company

1.	Register of Charges	:	S 143
2.	Register of Members	:	S 150 / 151
3.	Register of Share Transfers		
4.	Register of particulars of contracts	:	S 301
5.	Register of Directors / Managing Directors	:	S 303
6.	Register of Directors' Shareholdings	:	S 307
7.	Register of Investments & Loans	:	S 372A
8.	Board Meeting Minutes Book	:	S 193 / 196
9.	General Meeting Minutes Book	:	S 193 / 196
10.	Books of Accounts & Cost Records	:	S 209
11.	Register of Proxies		

Notes:

1. The Register of Members and Register of Share Transfers are maintained in electronic form by the Registrars and Share Transfers Agents of the Company.
2. The Company has informed that it has maintained Cost Account Books and records as prescribed in the order of the Central Government u/s.209(1)(D) of the Act. However we have not verified the same.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the Financial Year ending on 31st March, 2011 (as per the copies of returns made available by the Company).

- 1 Form 23AC & 23ACA Balance Sheet and Profit & Loss Account for the financial year ended 31.03.2010
- 2 Form 66 Compliance Certificate filed u/s 383A for the financial year ended 31.03.2010.
- 3 Form 20B Annual Return made up to 16.06.2010 filed u/s 159.
- 4 Form 8 dated 08.05.2010 filed u/s 125/127 in respect of charge created in favour of HDFC Banl Limited.
- 5 Form 5 dated 16.06.2010 filed u/s 94 for increase in the Authorised Capital.
- 6 Form 23 dated 16.06.2010 filed u/s 192 for alteration of Articles of Association(filed on 19.07.2010 with additional fees).
- 7 Form 23 dated 16.06.2010 filed u/s 192 for alteration of Memorandum of Association(filed on 19.07.2010 with additional fees).
- 8 Form 23 dated 16.06.2010 filed u/s 192 for passing Special Resolutions.
- 9 Form 23 dated 21.06.2010 filed u/s 192 for approval for mortgaging or creation of charge on all or any immoveable property of the Company (filed on 28.07.2010 with additional fees).
- 10 Form 2 dated 24.06.2010 filed u/s 75(1) for allotment of Equity Shares.
- 11 Form 2 dated 07.07.2010 filed u/s 75(1) for allotment of Bonus Shares.

- 12 Form 8 dated 27.08.2010 filed u/s 125/127 in respect of charge created in favour of Standard Chartered Bank.
- 13 Form 8 dated 27.08.2010 filed u/s 125/127 in respect of charge created in favour of Standard Chartered Bank (filed 29.09.2010 with additional fees).
- 14 Form 25C dated 01.10.2010 filed u/s 269 for re-appointment of Managing Director (filed on 16.12.2010 with additional fees).
- 15 Form 32 dated 01.10.2010 filed u/s 303(2) for re-appointment of Managing Director (filed on 16.12.2010 with additional fees).
- 16 Form 23 dated 22.10.2010 filed u/s 192 for re-appointment of Managing Director (filed on 16.12.2010 with additional fees).
- 17 Form 32 dated 28.01.2011 filed u/s. 303(2) for appointment of Additional Director.
- 18 Form 1 INV dated 23.11.2010 filed pursuant to rule 3 of the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.
- 19 Form 8 dated 17.12.2010 filed u/s 125/127 in respect of modification of charge created in favour of Standard Chartered Bank.
- 20 Form 8 dated 20.12.2010 filed u/s 125/127 in respect of modification of charge created in favour of Kotak Mahindra Bank.
- 21 Form 8 dated 20.01.2011 filed u/s 125/127 in respect of modification of charge created in favour of Standard Chartered Bank (filed on 18.03.2011 with additional fees).

AUDITORS' REPORT TO THE MEMBERS OF TRITON VALES LIMITED

We have audited the attached Balance sheet of M/s. Triton Valves Limited ('the Company') as at 31st March 2011, Profit and Loss Account and also the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We have conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956 and based on such checks as we considered appropriate and according to the information and explanations given to us, we state our comments on the matters specified in paragraphs 4 and 5 of the said order in the Annexure enclosed.
3. Further to our comments in the Annexure referred to above, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of the books;
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the Directors, as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as a Director in terms of clause(g) of sub-section(1) of section 274 of the Companies Act, 1956, and
 - f. In our opinion and to the best of our information and according to the explanations given to us, the accounts read with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2011;
 - (ii) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
 - (iii) In the case of Cash Flow Statement, of the Cash Flow for the year ended on the date.

For Brahmaya & Co.,
Chartered Accountants
Firm Registration No. 000515S

G. Srinivas
Partner
Membership No. 086761

Place : Bangalore
Date : 26th May, 2011

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 2 of our report of even date

- i) (a) The Company has maintained proper records showing full Particulars including quantitative details and situation of fixed assets.
 - (b) All the assets have been physically verified by the management during the year as per programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) During the year, in our opinion, the Company has not disposed off any major part of fixed assets and there by does not affects the going concern status of the Company.
- ii) (a) The inventory has been physically verified by the management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt within the books of accounts.
- iii) (a) The Company has not granted any loans secured or unsecured, to Companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956. As the Company has not granted any loans, secured or unsecured, to parties listed in the Register maintained under section 301 of the Companies Act, 1956, paragraphs (iii)(b),(c) and (d) of the Order, are not applicable.
 - (b) The Company has not taken any loans secured or unsecured, from companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956. As the Company has not taken any loans, secured or unsecured, from parties listed in the Register maintained under section 301 of the Companies Act, 1956, paragraphs (iii)(f) and (g) of the Order, are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. Further, on the basis of our examination, and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
- v) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the Management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the companies Act 1956, have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 exceeding the value of rupees five lakh in respect of each party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi) According to the information and explanations given to us, the Company has not accepted any deposits from the public; as such the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975, do not apply.
- vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii) The Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956, for any of the products of the Company.
- ix) (a) According to the information and explanations given to us and according to the records as produced and examined by us, In our opinion, the Company is generally regular in depositing with appropriate authorities the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax,

Custom Duty, Excise Duty, Cess and other statutory dues to the extent applicable to it. There are no arrears of outstanding statutory dues as at 31st March, 2011 for a period of more than six months from the date they became payable.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

- (b) According to the records of the Company and information and explanations given to us, there are no dues in respect of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty/ Cess which have not been deposited on account of dispute except the following;

Name of the Statute	Nature of the dues	Amount in (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income-tax	11,98,839/-	2008-09	Commissioner of Income Tax - Appeals (III)

- x) The Company does not have accumulated losses as at 31st March, 2011 and has not incurred any cash losses during the financial year covered by our Audit or in the immediately preceding financial year.
- xi) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company has no dues to Financial Institutions and banks at the balance sheet date and the Company has not issued any Debentures.
- xii) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The provisions of any special statute applicable to Chit Fund / Nidhi / Mutual Benefit Fund / Societies are not applicable to the Company.
- xiv) In our opinion and according to explanations given to us, the Company is not a dealer or a trader in Securities.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) According to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- xvii) Based on the information and explanations given to us and on overall examination of the Balance Sheet of the Company, in our opinion, there are no funds raised on short term basis which have been used for long term purposes.
- xviii) The Company has made preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year and the price at which the company has made an allotment which is prima-facie not prejudicial to the interest of the company.
- xix) The Company has not issued debentures during the year and therefore paragraph 4 (xix) of the Order is not applicable.
- xx) The Company has not raised any money by public issues during the year and therefore paragraph 4 (xx) of the Order is not applicable.
- xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instance of the fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

For Brahmaya & Co.,
Chartered Accountants
Firm Registration No. 000515S

G. Srinivas
Partner
Membership No. 086761

Place : Bangalore
Date : 26th May, 2011

BALANCE SHEET AS AT 31st MARCH, 2011

	Schedule No	As at 31 st March, 2011		As at 31 st March, 2010	
		Details Rs.	Total Rs.	Details Rs.	Total Rs.
SOURCES OF FUNDS					
1. Shareholders' Funds					
a) Share Capital	1	9,900,270		3,200,090	
b) Reserves and Surplus	2	<u>423,398,105</u>		<u>366,231,221</u>	
			433,298,375		369,431,311
2. Loan Funds					
Secured Loans	3		503,407,576		264,883,524
3. Deferred Tax					
	4		<u>24,851,827</u>		<u>21,540,122</u>
			<u>961,557,778</u>		<u>655,854,957</u>
APPLICATION OF FUNDS					
1. Fixed Assets					
a) Gross Block	5	612,704,970		477,214,193	
Less: Depreciation		<u>226,604,575</u>		<u>186,298,593</u>	
Net Block		386,100,395		290,915,600	
b) Capital Work-in-Progress		<u>79,352,211</u>		<u>18,440,855</u>	
			465,452,606		309,356,455
2. Investments					
	6		73,041		73,041
3. Current Assets, Loans and Advances					
a) Inventories		271,911,613		193,641,116	
b) Sundry Debtors		270,529,240		223,745,495	
c) Cash and Bank Balances		6,579,046		6,980,113	
d) Loans and Advances		<u>111,674,186</u>		<u>28,181,193</u>	
Total - A		<u>660,694,085</u>		<u>452,547,917</u>	
Less: Current Liabilities & Provisions					
Current liabilities	8	141,845,554		90,137,668	
Provisions		<u>22,816,400</u>		<u>15,984,788</u>	
Total - B		<u>164,661,954</u>		<u>106,122,456</u>	
Net Current Assets (A-B)			496,032,131		346,425,461
			<u>961,557,778</u>		<u>655,854,957</u>

Accounting Policies & Notes on Accounts 15

(Schedules referred above form an integral part of Balance Sheet)

Note: As per our report of even date

For Brahmayya & Co.,
Chartered Accountants
Firm Registration No. 000515S

M.R.Hosangady
Chairman

Anuradha M Gokarn
Managing Director

G.Srinivas
Partner
Membership No.86761

Bangalore
26th May 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011

	Schedule No	Current Year		Previous Year	
		Details Rs.	Total Rs.	Details Rs.	Total Rs.
1. INCOME					
Sales		1,382,161,207		993,519,127	
Less Excise duty		135,156,623		80,256,966	
		<u>1,247,004,584</u>		<u>913,262,161</u>	
Other Income	9	1,433,392		2,204,380	
			1,248,437,976		915,466,541
2. EXPENDITURE					
Materials Consumed	10	793,664,589		563,053,889	
Payments to & Provisions for Employees	11	127,722,233		94,537,194	
Other Manufacturing Expenses	12	122,002,154		91,246,879	
Administration & Selling Expenses	13	52,001,580		42,798,313	
		<u>1,095,390,556</u>		<u>791,636,275</u>	
Interest	14	23,709,031		19,455,608	
Depreciation		40,355,039		33,456,295	
			1,159,454,626		844,548,178
3. Profit before Taxation			88,983,350		70,918,363
4. Provision for Taxation-Current year		25,300,000		22,700,000	
- Deferred Tax		3,311,705	28,611,705	120,509	22,820,509
5. Profit after Taxation			60,371,645		48,097,854
Balance Brought Forward from last year			39,669,897		19,035,213
6. Balance available for appropriation			<u>100,041,542</u>		<u>67,133,067</u>
APPROPRIATIONS:					
General Reserve		40,000,000		20,000,000	
Proposed Dividend		9,900,270		6,400,180	
Tax on Proposed Dividend		1,644,311		1,062,990	
			51,544,581		27,463,170
Balance Carried to Balance sheet			<u>48,496,961</u>		<u>39,669,897</u>
			<u>100,041,542</u>		<u>67,133,067</u>
Accounting Policies & Notes on Accounts 15					
Earning per share of Rs.10/-each					
Basic			91,43		75.15
Diluted			91,43		75.15

(Schedules referred above form an integral part of Profit & Loss Account)

Note: As per our report of even date

For Brahmayya & Co.,
Chartered Accountants
Firm Registration No. 0005155

M.R.Hosangady
Chairman

Anuradha M Gokarn
Managing Director

G.Srinivas
Partner
Membership No.86761

Bangalore
26th May 2011

SCHEDULES TO BALANCE SHEET AS AT 31st MARCH, 2011

	As at 31 st March, 2011 Rs.	As at 31 st March, 2010 Rs.
1. SHARE CAPITAL :		
Authorised		
50,00,000 Equity Shares of Rs.10/- each (P Y 40,000 Share of 10/- each)	50,000,000	4,000,000
Nil (PY 10,000 Redeemable Cumulative Preference Shares of Rs.100/- each)	-	1,000,000
	<u>50,000,000</u>	<u>5,000,000</u>
Issued, Subscribed & Paid-up		
9,90,027 (P Y 3,20,009) Equity Shares of Rs.10/- each	9,900,270	3,200,090
	<u>9,900,270</u>	<u>3,200,090</u>
2. RESERVES & SURPLUS :		
Securities Premium Account	14,940,000	-
General Reserve		
As per last Balance Sheet	326,561,324	
Less Bonus Issue	6,600,180	
Add: Transfer from Profit and Loss Account	<u>40,000,000</u>	326,561,324
Surplus: Balance in Profit and Loss Account	48,496,961	39,669,897
	<u>423,398,105</u>	<u>366,231,221</u>
3. SECURED LOANS :		
A) Term Loans from Banks	268,463,545	45,441,145
B) Working Capital from Banks	234,944,031	219,442,379
(Refer note II (3) to Notes to Accounts)	<u>503,407,576</u>	<u>264,883,524</u>
4. DEFERRED TAX LIABILITIES		
Liabilities	24,851,827	21,540,122
	<u>24,851,827</u>	<u>21,540,122</u>

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH 2011

5. FIXED ASSETS												
Particulars	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	As at 31.03.2010 Rs.	Additions Rs.	Deduction/ Transfer Rs.	Total as at 31.03.2011 Rs.	Upto 31.03.2010 Rs.	Deductions Rs.	For the year Rs.	Total upto 31.03.2011 Rs.	As at			
									31.03.2011 Rs.	31.03.2010 Rs.		
Freehold Land	831,815	14,205,515		15,037,330	-	-	-	-	15,037,330	831,815		
Buildings	99,902,127	6,763,042		106,665,169	17,682,387		3,272,506	20,954,893	85,710,276	82,219,740		
Plant & Machinery	358,861,866	111,204,800	82,591	469,984,075	162,610,888	49,057	35,484,533	198,046,364	271,937,711	196,250,978		
Furniture & Fixtures	10,755,448	3,060,111		13,815,559	3,804,408		958,575	4,762,983	9,052,576	6,951,040		
Vehicles	6,862,937	339,900		7,202,837	2,200,910		639,425	2,840,335	4,362,502	4,662,027		
TOTAL	477,214,193	135,573,368	82,591	612,704,970	186,298,593	49,057	40,355,039	226,604,575	386,100,395	290,915,600		
Previous Year	441,269,250	36,640,172	695,229	477,214,193	153,086,452	244,152	33,456,293	186,298,593				
Capital work-in-progress	18,440,855			79,352,211					79,352,211	18,440,855		
Previous Year	11,289,283			18,440,855					18,440,855	11,289,283		

SCHEDULES TO BALANCE SHEET AS AT 31st MARCH, 2011

				As at 31 st March, 2011 Rs.	As at 31 st March, 2010 Rs.
6. INVESTMENTS- LONG TERM					
Shares					
Name of the Company	Number of shares Current Year	Amount shares Previous Year			
<u>Trade(quoted):</u>					
Apollo Tyres Ltd	500	500	of Rs.1/-each fully	2,762	2,762
Bombay Tyres Intl.Ltd	50	50	of Rs.10/-each fully	1,490	1,490
Ceat Limited	37	37	“	3,983	3,983
Summit Securities Ltd	2	0	“	120	-
CHI Investments Limited	0	12	“	-	120
Goodyear India Ltd	200	200	“	9,850	9,850
Govind Rubber Ltd	200	200	“	1,750	1,750
J.K.Tyre & Industries Ltd	60	60	“	4,504	4,504
Bengal & Assam Company Ltd	4	4	“	106	106
Modi Rubber Ltd	50	50	“	2,800	2,800
MRF Ltd	50	50	“	12,850	12,850
Dunlop India Ltd	100	100	“	6,500	6,500
T.V.S. Srichakra Tyre Ltd	100	100	“	1,975	1,975
<u>Trade(unquoted):</u>					
Dewan Tyres Ltd	100	100	“	1,355	1,355
<u>Nontrade(quoted):</u>					
ICICI Bank Ltd	408	408	“	22,200	22,200
J.K.sugar Ltd.	7	7	“	464	464
J.K.Agrigenetics Ltd	5	5	“	332	332
				<u>73,041</u>	<u>73,041</u>
Note: During the Year as per the scheme of the arrangement, the Company has received 2 Shares of 10/- each fully paid in Summit Securities Limited against 12 Shares held in CHI Investment Limited (Aggregate Market value of equity shares quoted is Rs.902,080/- (Previous year Rs.876,603/-))					
7. CURRENT ASSETS, LOANS & ADVANCES					
a) Inventories: At lower of cost or net realisable value					
(As certified by the Management)					
Stores, Spares & Tools				30,920,698	24,911,476
Raw Materials and Brought out Items				123,990,903	86,933,561
Packing Materials				553,026	311,597
Work-in-Process				74,898,715	70,483,118
Finished Goods				41,548,271	11,001,364
				<u>271,911,613</u>	<u>193,641,116</u>

SCHEDULES TO BALANCE SHEET AS AT 31st MARCH, 2011

	As at 31 st March, 2011 Rs.	As at 31 st March, 2010 Rs.
b) Sundry Debtors (Unsecured)		
i) Debts outstanding for a period exceeding six months		
Considered Good	4,487,671	1,210,246
Doubtful	314,721	314,721
ii) Other Debts	<u>266,041,569</u>	<u>222,535,249</u>
	270,843,961	224,060,216
Less:Doubtful Debts	314,721	314,721
	<u>270,529,240</u>	<u>223,745,495</u>
c) Cash and Bank Balances		
Cash in hand	137,625	94,870
With Scheduled Banks :		
- in Current Accounts	2,007,763	1,863,210
- in Fixed Deposit Accounts (Refer Note No.7,Schedule 15 Part II)	4,007,949	4,635,837
- in Unpaid Dividend Accounts	425,709	386,196
	<u>6,579,046</u>	<u>6,980,113</u>
d) Loans & Advances (Unsecured considered Good)		
Advances recoverable in cash or in kind or for value to be received.	24,173,781	7,267,823
Deposits with Govt. Department	4,745,669	4,745,669
Other Deposits	613,785	658,785
Balance with Central Excise	8,606,497	8,157,413
Advance for Capital items	67,313,366	6,097,938
Advance Income Tax(Net of Provisions)	<u>6,221,088</u>	<u>1,253,565</u>
	111,674,186	28,181,193
Total (a to d)	<u>660,694,085</u>	<u>452,547,917</u>
8. CURRENT LIABILITIES & PROVISIONS		
a) Liabilities		
Sundry Creditors		
- Amount due to Enterprises Covered under MSMED Act (Refer Note No.4 Schedule 15 Part II)	4,012,936	5,960,102
- Due to Others	105,780,132	60,411,464
Other Liabilities	31,640,697	23,393,723
Unclaimed Dividends	411,789	372,379
	<u>141,845,554</u>	<u>90,137,668</u>
b) Provisions		
Proposed Dividend	9,900,270	6,400,180
Tax on Dividend	1,644,311	1,062,990
	<u>11,544,581</u>	<u>7,463,170</u>
c) Provision for Gratuity	8,078,622	5,894,133
Leave salary	3,193,197	2,627,485
	<u>11,271,819</u>	<u>8,521,618</u>
(b+c)	<u>22,816,400</u>	<u>15,984,788</u>

SCHEDULES TO PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011

	For the Year Ended 31 st March, 2011 Rs.	For the Year Ended 31 st March, 2010 Rs.
9. OTHER INCOME		
Interest Received {TDS Rs.27,891/- (P Y Rs.53,585/-)}	521,913	1,055,493
Dividend received {TDS Rs.NIL (P Y Rs.NIL)}	9,539	97,847
Rent received {TDS Rs.Nil (Rs.134,568)}	239,312	1,013,468
Foreign exchange Gain	614,863	-
Miscellaneous Receipts	47,765	37,572
	<u>1,433,392</u>	<u>2,204,380</u>
10. RAW MATERIAL CONSUMED, WORK IN PROCESS AND FINISHED GOODS		
A. Raw Material:		
Opening Stock:	86,933,561	58,261,717
Purchases during the year	865,684,435	630,628,965
Less Closing Stock	123,990,903	86,933,561
Raw material consumed (A)	<u>828,627,093</u>	<u>601,957,121</u>
B. WIP & Finished Goods		
Opening Stock		
a) Finished Goods	11,001,364	10,957,930
b) Work-in-Progress	70,483,118	31,623,320
Total (B)	<u>81,484,482</u>	<u>42,581,250</u>
Closing Stock		
a) Finished Goods	41,548,271	11,001,364
b) Work-in-Progress	74,898,715	70,483,118
Total (C)	<u>116,446,986</u>	<u>81,484,482</u>
Increase (-)/Decrease (+) in stocks (B - C) (D)	<u>(34,962,504)</u>	<u>(38,903,232)</u>
Total (A+D)	<u>793,664,589</u>	<u>563,053,889</u>
11. PAYMENTS TO & PROVISIONS FOR EMPLOYEES		
Salaries, Wages & Bonus	106,784,093	79,152,075
Contribution to PF & other funds	8,475,190	4,831,293
Contribution to Employees Gratuity/ Superannuation Scheme	4,486,504	2,552,309
Welfare Expenses	7,976,446	8,001,517
	<u>127,722,233</u>	<u>94,537,194</u>
12. OTHER MANUFACTURING EXPENSES		
Power Charges	24,671,303	18,910,588
Water Charges	1,828,500	1,503,020
Stores, Spares & Tools Consumed	66,334,543	49,697,174
Carriage Inwards	3,146,996	3,239,427
Job Work Charges	20,675,233	13,086,871
<u>Repairs and Maintenance of:</u>		
Buildings	1,354,802	665,601
Plant & Machinery	2,570,366	3,939,432
Others	1,420,411	204,766
	<u>5,345,579</u>	<u>204,766</u>
	<u>122,002,154</u>	<u>91,246,879</u>

SCHEDULES TO PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011

	For the Year Ended 31 st March, 2011 Rs.	For the Year Ended 31 st March, 2010 Rs.
13. ADMINISTRATION AND SELLING EXPENSES		
Administration Expenses	8,717,052	8,324,331
Loss on Sale of Fixed Asset	11,502	54,077
Rates and Taxes	1,123,133	627,832
Insurance	1,620,050	1,695,800
Legal & Professional Charges	6,784,769	5,292,868
Directors' Sitting Fee	350,000	310,000
TS 16949 Certification Expenses	481,326	496,242
Remuneration to Auditors (Refer Note No.8, Schedule 15 Part II)	159,120	144,471
Bank Charges	1,499,409	1,091,111
Miscellaneous Expenses	680,190	348,788
Packing Charges	10,691,601	7,042,674
Forwarding & Freight	7,625,609	7,196,919
Selling Expenses	2,850,070	2,446,215
Managng Director's remuneration	4,937,630	3,950,471
Executive Director's remuneration	4,470,119	3,776,514
	<u>52,001,580</u>	<u>42,798,313</u>
14. INTEREST ON		
Term Loan	10,324,426	4,199,480
Others	13,384,605	15,256,128
	<u>23,709,031</u>	<u>19,455,608</u>

15. ACCOUNTING POLICIES AND NOTES ON ACCOUNTS
I. SIGNIFICANT ACCOUNTING POLICIES
1. Conventions

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. Fixed Assets and Depreciation

- (i) Fixed Assets are stated at cost net of cenvat credit. Additions to Fixed Assets in the Gross Block are stated at cost of acquisition and all costs relating to the acquisition and installation up to the date the asset is ready to put to use are capitalized. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.
- (ii) Depreciation on the fixed assets is provided on straight line method at the rates specified in Schedule XIV of the Companies Act 1956. Depreciation on additions to Plant and Machinery is provided for the proportionate period in use. Assets depreciated up to 95% of value are excluded from provision for depreciation.

3. Investments

Investments in equity shares are held as long term and are stated at cost. Provision is made when permanent diminution in value has arisen in the opinion of the Management.

4. Inventories

- (i) Inventories are valued at lower of cost or net realizable value.
- (ii) Cost is Determined following weighted average method.
- (ii) Unsold scrap at the end of the year is taken at estimated realisable value.

5. Revenue / Expenditure recognition

Sales are recognised on dispatch of goods to customers. Sales are inclusive of excise duty net of discount and sales tax. Income accruing in the current year and ascertainable/realisable with reasonable certainty on the date of financial statements is taken into account.

Expenses accruing in the accounting year and ascertainable with reasonable accuracy on the date of financial statement are provided in the accounts.

6. Foreign Currency Transactions

- (i) Foreign currency transactions are recorded in the reporting currency, at the exchange rates prevailing on the date of the transaction.
- (ii) Monetary items denominated in foreign currencies at the year end and not covered by forward exchange contracts are translated at year end exchange rates and those covered by forward exchange contracts are determined by their respective contracts.
- (iii) Premium for forward contracts is recognised as income or expenditure over the life of the contract.
- (iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Account.

7. Research and Development

Revenue expenditure relating to Research and Development are included under respective heads of expenditure. Capital expenditure on Research and Development are treated in the same manner as expenditure on other fixed assets.

8. Retirement Benefits

- (i) The Company's contributions to recognized funds such as Provident Fund, Employees State Insurance, Superannuation, etc., are charged to Profit and Loss account.
- (ii) Gratuity liability is covered by a policy with Life Insurance Corporation of India. Annual contribution to the fund is charged to revenue and the Liability has been provided as per actuarial Valuation by Life Insurance Corporation.
- (iii) Leave encashment has been provided on the basis of actuarial valuation at the Balance Sheet carried out by an independent actuary.

9. Accounting for Taxes on Income

Current tax is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences; being the difference between taxable incomes and accounting income that originate in one year and is capable of reversal in one or more subsequent years. Deferred tax assets and liabilities are computed on the timing differences applying the enacted tax rate. Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future tax income will be available against which such deferred tax assets can be realized.

10. Borrowing Cost

Borrowing costs that are attributable to acquisition, construction or production of a qualifying asset are capitalised as a part of cost of such asset. All other borrowing costs are recognized as an expense in the year in which they are incurred.

11. Impairment of assets

At each Balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the Profit & Loss account to the extent the carrying amount exceeds the recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

12. Provisions

A provision is recognized when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on the Management's estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the Management's current estimates.

13. Segment Report

The Company has only one reportable business segment, which is automobile tyre and tube valves, cores and accessories and operates in a single business segment based on the nature of the services, the risk and returns, the organization structure and the internal financial reporting systems. Accordingly, the amounts appearing in the financial statements relate to the company's single business segment.

14. Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

II. NOTES ON ACCOUNTS :

1. Contingent Liabilities :

- a. Letters of Credit outstanding
- b. Demand raised by Income Tax Dept. for Asst. Years 2008-09 (P Y 2006-07, 2007-08) not acknowledged as debt. No provision in the accounts is made since the Company has filed an appeal against the order with the Commissioner of Income Tax (Appeal - III). The Company has deposited Rs.NIL (P Y Rs.1,327,557) being NIL (P Y 50 %) of the demand

2. Estimated amount of contracts remaining to be executed on capital accounts and not provided for

3. Secured Loans:

	Term Loans Rs.	Working Capital Rs.
a) Citi Bank N.A	-	60,294,764
HDFC Bank Ltd.*	100,208,346	112,006,513
Standard Chartered Bank**	145,600,000	32,617,936
Kotak Mahindra Bank	22,655,199	30,024,818
Total	268,463,545	234,944,031

The above loans are secured by pari passu charge on all present and future current assets, fixed assets and further secured by the personal guarantee of the Executive Director.

*Includes FCNR (B) Loan of Rs.95,000,000 and **ECB loan of 145,600,000/- & Buyers credit of Rs.20,867,784/-

4. There are no dues exceeding 45 days due to enterprises covered under Micro, Small and Medium enterprises Development Act, 2006 except as disclosed below, however for dues exceeding 45 days, an amount of Rs.12,372/- has been provided by the Company towards interest.

1) Sunshine Extrusions India (P) Ltd. Rs. 4,012,936/-

5. Stock of Raw Materials includes materials with subcontractors for processing worth Rs. 28,628,586/- (Rs.16,942,144/-)
6. Confirmation letters of balances to Sundry Debtors & Creditors have been sent by the Company and some confirmatory Letters have been received and reconciled.
7. Fixed Deposit of Rs.4,007,949 (Rs.4,625,027) with HDFC Bank Limited is against the Margin on Letters of credit.
8. Remuneration to Auditors: for Audit Rs.100,000 (Rs.110,300) for Tax Audit Rs.30,000 (Rs.15,000), Other services Nil (Nil) & towards expenses: Rs.29,120 (Rs.19,471).
9. The actuarial value of Gratuity liability as on 31st March 2011 is Rs. 20,602,252 (Rs.17,044,999) as per the workings under AS15 (Revised) issued by the Institute of Chartered Accountants of India.

10. Gratuity Report under AS-15 (Revised 2005) for year ended 31/03/2011

1) Assumption :

Discount Rate
Salary Escalation

	31.03.2011 Rs.	31.03.2010 Rs.
a. Letters of Credit outstanding	29,866,705	19,002,604
b. Demand raised by Income Tax Dept. for Asst. Years 2008-09 (P Y 2006-07, 2007-08) not acknowledged as debt. No provision in the accounts is made since the Company has filed an appeal against the order with the Commissioner of Income Tax (Appeal - III). The Company has deposited Rs.NIL (P Y Rs.1,327,557) being NIL (P Y 50 %) of the demand	1,198,839	3,171,800
2. Estimated amount of contracts remaining to be executed on capital accounts and not provided for	91,178,366	6,556,606
3. Secured Loans:		
a) Citi Bank N.A	-	60,294,764
HDFC Bank Ltd.*	100,208,346	112,006,513
Standard Chartered Bank**	145,600,000	32,617,936
Kotak Mahindra Bank	22,655,199	30,024,818
Total	268,463,545	234,944,031
4. There are no dues exceeding 45 days due to enterprises covered under Micro, Small and Medium enterprises Development Act, 2006 except as disclosed below, however for dues exceeding 45 days, an amount of Rs.12,372/- has been provided by the Company towards interest.		
1) Sunshine Extrusions India (P) Ltd. Rs. 4,012,936/-		
5. Stock of Raw Materials includes materials with subcontractors for processing worth Rs. 28,628,586/- (Rs.16,942,144/-)		
6. Confirmation letters of balances to Sundry Debtors & Creditors have been sent by the Company and some confirmatory Letters have been received and reconciled.		
7. Fixed Deposit of Rs.4,007,949 (Rs.4,625,027) with HDFC Bank Limited is against the Margin on Letters of credit.		
8. Remuneration to Auditors: for Audit Rs.100,000 (Rs.110,300) for Tax Audit Rs.30,000 (Rs.15,000), Other services Nil (Nil) & towards expenses: Rs.29,120 (Rs.19,471).		
9. The actuarial value of Gratuity liability as on 31st March 2011 is Rs. 20,602,252 (Rs.17,044,999) as per the workings under AS15 (Revised) issued by the Institute of Chartered Accountants of India.		
10. Gratuity Report under AS-15 (Revised 2005) for year ended 31/03/2011		
1) Assumption :	31/03/2011	31/03/2010
Discount Rate	8.00%	8.00%
Salary Escalation	6.50%	7.00%

2) Table Showing changes in present value of Obligation:

	As at 31.03.2011	As at 31.03.2010
Present value of obligation as at beginning of year	19,101,155	16,638,918
Interest Cost	1,528,092	1,331,113
Current Service Cost	1,094,160	979,587
Benefits Paid	(667,647)	(1,069,122)
Actuarial (gain) / loss on obligation	(453,508)	(835,497)
Present value of obligation as at end of year	20,602,252	17,044,999

3) Table showing changes in the fair value of plan assets:

Fair value of plan assets at beginning of year	13,713,866	12,629,474
Expected return on plan assets	1,232,805	1,126,953
Contributions	1,100,000	1,026,561
Benefits Paid	(667,647)	(1,069,122)
Actuarial gain / (loss) on Plan assets	NIL	NIL
Fair value of plan assets at the end of year	15,379,024	13,713,866

4) Table showing fair value of plan assets :

Fair value of plan assets at beginning of year	13,713,866	12,629,474
Actuarial return of plan assets	1,232,805	1,126,953
Contributions	1,100,000	1,026,561
Benefits Paid	(667,647)	(1,069,122)
Fair value of plan assets at the end of year	15,379,024	13,713,866
Funded status	5,223,228	3,331,133

Excess of Actual over estimated return on plan assets NIL

(Actual rate of return - Estimated rate of return as ARD falls on 31st March)

5) Acturial Gain / Loss recognised :

Acturial (gain) / loss on obligations	453,508	835,497
Acturial (gain) / loss the year - plan assets	-	-
Total (gain) / loss for the year	453,508	835,497
Acturial (gain) / loss recognised in the year	453,508	835,497

6) The amount to be recognised in the Balance Sheet and statement of Profit and Loss :

Present value of obligation as at the end of the year	20,602,252	17,044,999
Fair value of plan assets as at the end of the year	15,379,024	13,713,866
Funded status	(5,223,228)	(3,331,133)
Net asset / (liability) recognised in Balance Sheet	(5,223,228)	(3,331,133)

Note: the above liability does not include the Gratuity Liability of Managing Director which is provided on last drawn salary basis. Total Liability provided as on date is Rs.28,55,384/-.

	Managing Director		Executive Director	
	Current Year Rs.	Previous Year Rs.	Current Year Rs.	Previous Year Rs.
11. a) Managing Director's Remuneration:				
Salary	2,310,000	1,920,000	1,560,000	1,348,000
Perquisites	1,313,888	1,027,276	935,067	848,324
Commission	1,313,742	1,003,195	1,975,052	1,580,190
	<u>4,937,630</u>	<u>3,950,471</u>	<u>4,470,119</u>	<u>3,776,514</u>

Note: - The amounts pertaining to the gratuity liability and provident fund Contribution of Directors are not included above.

	Current Year	Previous Year
Computation of Net Profit u/s 198 read with Section 349 of the Companies Act, 1956 for determining Directors' Remuneration		
Profit before Income Tax	88,983,350	70,918,363
Add: a) Managing Director's Remuneration*	4,937,630	3,950,471
b) Executive Director's Remuneration	4,470,119	3,776,514
c) Sitting Fees	350,000	310,000
d) Loss on sale of Fixed Asset	<u>11,502</u>	<u>54,077</u>
	<u>9,769,251</u>	<u>8,091,062</u>
	<u>98,752,601</u>	<u>79,009,425</u>
Less: a) Profit on sale of Fixed Asset	-	-
Net Profit	98,752,601	79,009,425
Remuneration Payable to MD subject to maximum of 5% of Net Profit	4,937,630	3,950,471
Less: Remuneration Already paid by way of Salary and Perquisites	<u>3,623,888</u>	<u>2,947,276</u>
Commission Payable to MD	1,313,742	1,003,195
Commission payable to ED at 2% of Net Profit	<u>1,975,052</u>	<u>1,580,190</u>
Total Commission	<u>3,288,794</u>	<u>2,583,385</u>

*The total remuneration including perquisites and excluding contribution to Provident Fund limited to 5% of the Net Profit to Managing Director.

12. Rs.135,156,623/- of Excise duty paid includes Rs. 3,879,848/- (Rs.1,027,326) being provision made for duty payable on the unsold stock of finished goods.

13. Details of deferred tax liability:

	As at 31.03.2011	As at 31.03.2010
Related to Fixed Assets	29,548,903	25,497,818
Related to Provision	<u>(4,697,076)</u>	<u>(3,957,696)</u>
	<u>24,851,827</u>	<u>21,540,122</u>

14. Related Party Transactions:

Information given in accordance with the requirements of Accounting Standard 18 on related party disclosures issued by the Institute of Chartered Accountants of India

Name of the Party	Nature of Relationship	
(A) M/s Suvadhan Speciality Tooling Division, Mysore. Partnership Firm.	Firm where Directors are interested	
(B) Mrs. Anuradha M.Gokarn & Mr.Aditya M.Gokarn.	Key Managerial Personnel	
(C) Transaction with the above related party.		
	Transactions for the year ended March 31, 2011	Transactions for the year ended March 31, 2010
(a) Nature of Transactions: Suvadhan Speciality Tooling Division, Mysore		
Purchase of Goods	8,498,774	3,487,636
Purchase of Assets	16,229,000	-
Job Work	3,460,510	1,010,736
Sales	11,634	-
Rent Received	51,348	51,348
(b) Balance as at March 31, 2011		
Receivables	NIL	NIL
Payable	687,911	574,182
(D) Managerial Remuneration:		
(i) Mrs. Anuradha M. Gokarn *	5,214,830	4,180,871
(ii) Mr. Aditya M. Gokarn *	4,457,319	3,938,274
*incldues contribution to Provident Fund	9,872,149	8,119,145

15. In Calculating Basic and Diluted Earnings per Share:

	Current Year Rs.	Previous Year Rs.
Numerator used:		
a) Profit after Tax	60,371,645	48,097,854
Denominator used:		
b) Number of equity shares	660,319	640,018

Note: Weighted Average Number of shares, bonus shares issued towards preferential allotment made during the year has been considered only for the current year.

16. Raw Materials Consumed :

	Quantity M.T	Value Rs.
Brass	1,577.712 (1,265.356)	660,312,275 (477,794,093)
Rubber	821.881 (651.271)	132,656,462 (90,680,690)
Others		35,658,356 (33,482,338)
Total		828,627,093 (601,957,121)

17. a) Capacity & Production

	Installed Capacity Nos.	Actual Production Nos
Products :		
Automobile Tyre & Tube Valves	82,800,000 (82,800,000)	84,667,213 * (57,336,165)
Valve Cores	120,000,000 (120,000,000)	76,944,115 (71,761,628)

* Includes Accessories.

b) Stock & Turnover

	Stock on 31-03-2010		Stock on 31-03-2011		Turnover*	
	Quantity Nos.	Value Rs.	Quantity Nos.	Value Rs.	Quantity Nos.	Value Rs.
Valves	601,596 (503,593)	10,916,772 (9,457,029)	1,938,360 (601,596)	41,306,417 (10,916,772)	83,330,449 (57,238,162)	1,195,619,752 (838,901,997)
Valve Cores	86,050 (1,464,000)	84,592 (1,500,901)	164,000 (86,050)	164,873 (84,592)	76,866,165 (73,139,578)	138,968,114 (124,234,785)
Others				76,981		47,573,341 (30,382,345)
						<u>1,382,161,207</u> <u>(993,519,127)</u>

* Turnover quantity includes accessories and free samples.

18. a) CIF Value of Imports :

	Value Rs.
i) Raw Materials	114,338,654 (77,159,043)
ii) Stores & Spares	4,855,846 (2,639,852)
iii) Machinery	99,565,613 (8,583,221)

b) Expenditure in Foreign Currency :

i) Travelling	-
	(378,296)
Total	<u>218,760,113</u> <u>(88,760,412)</u>

c) Value of Imported and Indigenous Materials Consumed :	Value Rs.	% to total consumption
i) Raw Materials		
Imported	128,338,066 (96,227,815)	15.49 (15.99)
Indigenous	700,289,027 (505,729,306)	84.51 (84.01)
	828,627,093 (601,957,121)	100.00 (100.00)
ii) Stores, Spares & Components :	Value Rs.	% to total consumption
Imported	2,860,314 (2,960,975)	4.31 (5.96)
Indigenous	63,474,229 (46,736,199)	95.69 (94.04)
	66,334,543 (49,697,174)	100.00 (100.00)
19. Earnings in Foreign Exchange:		
Export of goods.	6,204,510 (15,149,311)	

Note: Amount in brackets represents corresponding Previous Years numbers from point no.16 to 19.

20. Previous year's figures have been regrouped to conform with that of current year's presentation.

For Brahmayya & Co.,
Chartered Accountants
Firm Registration No.000515S

M.R.Hosangady
Chairman

Anuradha M.Gokarn
Managing Director

G.Srinivas
Partner
Membership No.86761

Bangalore
26th May 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2011

	31.03.2011 Rs.	31.03.2010 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	88,983,350	70,918,363
ADJUSTMENTS FOR:		
DEPRECIATION	40,355,039	33,456,295
EXCESS PROVISION WITHDRAWN	-	(21,919)
UNREALISED EXCHANGE DIFFERENCE	42,114	2,836
INTEREST PAID	23,709,031	18,400,115
DIVIDEND RECEIVED	(9,539)	(97,847)
DEBTORS WRITTENOFF		40,104
INTEREST INCOME	(521,913)	(2,166,808)
POWER EXPENSES WRITTENOFF		115,661
LOSS ON SALE OF FIXED ASSET(NET)	11,502	54,077
	63,586,234	49,782,514
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	152,569,584	120,700,877
ADJUSTMENTS FOR:		
TRADE AND OTHER RECEIVABLES	(64,135,901)	(71,386,323)
INVENTORIES	(78,270,497)	(65,531,084)
TRADE PAYABLES	54,458,087	56,715,583
CASH GENERATED FROM OPERATIONS	64,621,273	40,499,053
DIRECT TAXES PAID	(30,267,523)	(24,630,710)
	(30,267,523)	(24,630,710)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	34,353,750	15,868,343
EXTRAORDINARY ITEMS	-	-
NET CASH FROM OPERATING ACTIVITIES	34,353,750	15,868,343
CASH FLOW FROM INVESTING ACTIVITIES:		
PURCHASE OF FIXED ASSETS	(196,484,724)	(43,791,746)
SALE OF FIXED ASSETS	22,032	397,000
ADVANCE FOR CAPITAL ITEMS	(61,215,428)	(4,292,873)
INTEREST RECEIVED	521,913	2,166,808
DIVIDEND RECEIVED	9,539	97,847
SALE OF INVESTMENTS	-	94
NET CASH USED IN INVESTING ACTIVITIES:	(257,146,668)	(45,422,870)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2011

	31.03.2011 Rs.	31.03.2010 Rs.
CASH FLOW FROM FINANCING ACTIVITIES:		
PROCEEDS FROM LONG TERM BORROWINGS	261,467,784	19,262,704
PROCEEDS FROM SHORT TERM BORROWINGS	(5,366,132)	60,076,853
REPAYMENT OF LOAN	(17,577,600)	(24,188,563)
PAYMENT OF INTEREST ON LOANS	(23,709,031)	(18,400,115)
PROCEEDS FROM ISSUE OF SHARE CAPITAL	15,040,000	
DIVIDEND PAID	(6,400,180)	(4,800,135)
DIVIDEND TAX PAID	(1,062,990)	(815,783)
	<u>222,391,851</u>	<u>31,134,961</u>
NET CASH USED IN FINANCING ACTIVITIES		
NET INCREASE IN CASH AND CASH EQUIVALENTS	(401,067)	1,580,434
CASH AND CASH EQUIVALENTS AS AT 01.04.2010	6,980,113	5,399,679
CASH AND CASH EQUIVALENTS AS AT 31.03.2011	6,579,046	6,980,113

For Brahmayya & CO.
Chartered Accountants

M.R.Hosangady
Chairman

Anuradha M. Gokarn
Managing Director

AUDITORS' REPORT:

We have verified the attached cash flow statement of Triton Valves Limited derived from the audited financial statements and the books & records maintained by the Company for the year ended 31st March 2011 and found the same in agreement therewith.

For BRAHMAYYA & CO.
Chartered Accountants
Firm Registration No.000515S

Bangalore
26th May 2011

G.Srinivas
Partner
Membership No. 86761

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
(AS PER SCHEDULE VI PART(iv) OF THE COMPANIES ACT, 1956)**

I	Registration Details	
	Registration No.	2867
	State Code	8
	Balance Sheet Date	March 31, 2011
II	Capital Raised during the Year	
	Public Issue	Nil
	Rights Issue	Nil
	Private Placement	100
	Bonus Issue	6,600
III	Position of Mobilisation and Deployment of Funds	Rupees ('000)
	Total Liabilities	544,041
	Total Assets	1,126,220
	Sources of Funds	
	Paid-up Capital	9,900
	Reserves & Surplus	4,234
	Loan Funds	503,408
	Deferred Tax	24,852
	Current Liabilities	1,647
	Total	544,041
	Application of Funds	
	Net Fixed Assets	465,453
	Investments	73
	Current Assets	660,694
	Total	1,126,220
IV	Performance of the Company	
	Turnover including other income	1,248,438
	Total Expenditure	1,159,455
	Profit Before Tax	88,983
	Profit After Tax	60,372
	Earnings per Share	91.43
	Dividend Rate	100%
V	Generic Names of Principal products/Services of the Company	

Product Description
Automobile Tyre Tube Valve

Item Code No. (ITC Code)
848180-04

Bangalore
26th May 2011

M.R.Hosangady
Chairman

Anuradha M.Gokarn
Managing Director

Triton Valves Limited
Sunrise Chambers, 22 Ulsoor Road, Bangalore - 560 042

ATTENDANCE SLIP

I hereby record my presence at the Thirty Fifth Annual General Meeting held on Friday, the July 15, 2011 at 04.30 p.m. at Hotel Ajantha, 22-A, M.G. Road, Bangalore - 560 001.

Name of the Shareholder(s)
(In Block Capitals)

Name of the Proxy or Company Representative
(In Block Capitals)

Signature of Shareholder(s) or
Proxy or Company Representative

Note: 1. A Proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he holds Proxy.

2. Members are requested to bring their copy of the Annual Report with them to the Meeting as additional copies of the same not be made available at the Meeting.

Reg. Folio No.

* Client ID No.

* DP ID No.

No. of Shares held

* Applicable for investors holding shares in electronic form.

Triton Valves Limited
Sunrise Chambers, 22 Ulsoor Road, Bangalore - 560 042

PROXY FORM

I/We.....of.....in
the district of being a Member / Members of the above named Company hereby appoint Mr./Mrs./Ms.
.....of.....
.....in the district ofor failing him of.....
in the district ofas my / our proxy to vote for me us
on my / our behalf at the Thirty Fifth Annual General Meeting of the Company to be held on Friday, the
July 15, 2011 at 04.30 p.m. at Hotel Ajantha, 22-A, M.G. Road, Bangalore - 560 001.

Signed this.....day of.....2011

Reg. Folio No.

No. of Shares held

* Client ID No.

* DP ID No.

Note: The Companies Act, 1956 lays down that an instrument appointing a proxy shall be deposited at the Registered Office of the company not less than FORTY-EIGHT HOURS before the time fixed for holding the meeting.

* Applicable for investors holding shares in electronic form.

(Signature)

Registered Office :

Triton Valves Limited
Sunrise Chambers
22, Ulsoor Road
Bangalore - 560 042