

# NOTICE



Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Members of Triton Valves Limited will be held on Thursday, July 26, 2018, at 4:00 p.m. at The Gateway Hotel, Residency Road, Bengaluru – 560 025, Karnataka, India to transact the following business:

## **ORDINARY BUSINESS**

### **Item No. 1 - Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements i.e. Balance Sheet as at March 31, 2018 and the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended as on March 31, 2018 and the Reports of the Directors including Secretarial Audit Report and of the Auditors thereon.

### **Item No. 2 - Declaration of Dividend**

To declare a dividend of ₹15/- per Equity Share of ₹10/- each (150%) for the financial year ended March 31, 2018.

### **Item No. 3 - Retirement of Director by rotation**

To appoint a Director in place of Mrs. Anuradha M. Gokarn (DIN: 00185509) who retires by rotation and being eligible, offers herself for reappointment.

### **Item No. 4 – Ratification of Appointment of Statutory Auditors**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the members at the Forty First Annual General Meeting, the Company hereby ratifies the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants, Bangalore (Firm Registration No: 117366W/W-100018) as Auditors of the Company to hold office until the conclusion of the Forty third Annual General Meeting of the Company to be held in 2019, at a remuneration to be determined by the Board of Directors as may be recommended by the Audit Committee in consultation with the Auditors.”

## **SPECIAL BUSINESS**

### **Item No. 5 – Appointment of Mr. Prashanth Nayak (DIN 03371824 ) as Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Prashanth Nayak (DIN 03371824), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 4, 2018 in terms of Section 161(1) of the Companies Act, 2013 and holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

**Item No. 6 – Appointment of Mr. Prashanth Nayak (DIN 03371824 ) as Independent Director**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Mr. Prashanth Nayak (DIN 03371824), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from May 4, 2018, not liable to retire by rotation.”

**Item No. 7 – Increase in Borrowings Powers of the Company**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of any earlier resolutions passed and in terms of Section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company including any Committee thereof (hereinafter referred to as “the Board”) to borrow from time to time in one or more tranches, any sum or sums of money which, together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed ₹200 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the

appropriate mortgages and/or charges on such of the immovable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**Item No. 8 – Remuneration to Cost Auditors**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act read with the relevant Rules thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the payment of remuneration of ₹1,00,000/- (Rupees One lakh only) plus applicable taxes and reimbursement of out of pocket expenses to Messrs Rao, Murthy and Associates, Cost Accountants, (Firm Registration No. 000065) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ended on March 31, 2018."

By Order of the Board of Directors  
For Triton Valves Limited

Apoorva G  
Company Secretary  
Membership: A32683

Date: May 4, 2018  
Regd. Office:  
Triton Valves Limited  
Sunrise Chambers, 22, Ulsoor Road  
Bengaluru – 560 042  
CIN: L25119KA1975PLC002867

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. A member shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 'three days' of notice in writing is given to the Company.
7. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from July 19, 2018 to July 26, 2018 (both days inclusive) for the purpose of payment of dividend and the 42<sup>nd</sup> AGM of the Company.
9. Register of Members shall be available for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m.
10. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within 30 days from the date of declaration to those Members whose names appear on the Register of Members as on July 18, 2018. 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 on that date.

11. 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 Limited, 218, J.P. Royale, 1st Floor, 2nd Main, Near 14th Cross, Sampige Road, Malleswaram, Bangalore-560 003.
12. 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 125(5) read with Section 469 of the Companies Act, 2013, be transferred to the Investors Education and Protection Fund. The Company has transferred the unclaimed dividend up to the Financial Year ended March 31, 2010 to the Fund.
13. 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.
14. Members are requested to update their email address with their depository participant to ensure that the Annual Report and other documents reach on their preferred email account.
15. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
16. Members may also note that the Notice of the 42<sup>nd</sup> AGM and the Annual Report 2018 will be available on the Company's website at [www.tritonvalves.com](http://www.tritonvalves.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to the Company at: [investors@tritonvalves.com](mailto:investors@tritonvalves.com)
17. Additional information pursuant to Regulation 36 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 in respect of the Directors seeking appointment/re-appointment at the AGM is furnished in the Annexure and forms part of the Notice.
18. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding Shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding Shares in physical form shall submit their PAN details to the Company.

19. Information and other instructions relating to e-voting are as follows:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the venue of the Annual General Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on, Monday, July 23, 2018 (9:00 am) and ends on Wednesday, July 25, 2018 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 18, 2018, may cast their vote by remote e-voting. Remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:  
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
Step 2 : Cast your vote electronically on NSDL e-Voting system.  
Details on Step 1 is mentioned below:  
How to Log-in to NSDL e-Voting website?
  1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
a) For Members who hold shares in demat account with NSDL.	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID ForexampleifyourBeneficiaryIDis12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 108496 then user ID is 108496001***

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

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

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

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.



4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VI. The voting rights of Members shall be in proportion to their Shares of the paid up Equity Share Capital of the Company as on the cut-off date of July 18, 2018.
- VII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 18, 2018,

may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ravi@ccsl.co.in](mailto:ravi@ccsl.co.in) or [canbankrta@ccsl.co.in](mailto:canbankrta@ccsl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- VIII. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Parameshwar G. Bhat, a Practising Company Secretary (Membership No. FCS-8860), Bengaluru, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. After the conclusion of voting at the General Meeting, the Scrutinizer shall first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.tritonvalves.com](http://www.tritonvalves.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

### **Item Nos. 5 & 6**

Mr. Prashanth Nayak (DIN 03371824) was appointed as an Additional Director of the Company by the Board of Directors with effect from May 4, 2018 pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

The two Resolutions seek the approval of the Shareholders for regularizing the appointment of Mr. Prashanth Nayak, as a Director and also appointment as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from May 4, 2018 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation. The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Prashanth Nayak for the office of Director of the Company.

The Company has received from Mr. Prashanth Nayak (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Prashanth Nayak, fulfils the conditions for his appointment as an Independent Director as specified under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Nayak is independent of the Management. The terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

Brief profile of Mr. Prashanth Nayak is furnished below:

Mr. Prashanth Nayak is the CEO of Yazaki India Private Limited which is part of the 15 billion dollar Yazaki Corporation headquartered in Japan. Prior to his current position, Mr. Nayak served as the CEO of Jai Group, a strategy consulting firm that focuses on BRICS economies and specifically on the Brazil – India corridor. Prior to this, Mr. Nayak was a part of the leadership team of Tata AutoComp Systems Limited also known as TACO for 14 years. He served as Group Head of Human Resources, Group Head of Corporate Planning, Board member and Lead Director at three Tata Group Joint Venture companies

and finally as CEO of Tata Yazaki Autocomp. During his stint in TACO he conceptualized, planned and built businesses of Rs. 40 billion with 17 Joint Ventures and 2 wholly owned entities, and set up operations in India, Germany and China. He also served as a member of the Executive Committee of the Toyota Kirloskar Suppliers Association (TKSA) and the Honda SIEL Suppliers Club and actively contributed in building the supplier base and capability for both these companies in India. He also chaired the western region chapters of both associations, leading implementation of initiatives such as Toyota Production System (TPS), waste reduction programs, Quality Control Circles (QCC) and 5S.

Mr. Prashanth Nayak is a graduate of the National Institute of Technology Karnataka from where he received his Bachelor of Engineering degree in Electronics and Communication. He was ranked 4<sup>th</sup> in his University graduating class. He also holds an MBA from the Indian Institute of Management Kolkata where he was ranked 17<sup>th</sup> in his graduating class. During his MBA he was awarded the Bharat Chamber of Commerce medal for the most balanced and progressive outlook on Management Problems.

The Board recommends the Ordinary Resolutions set forth in Item Nos. 5 & 6 for the approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Prashanth Nayak is concerned or interested, financially or otherwise, in the said Resolutions.

#### **Item No. 7**

Section 180(1)(c) of the Companies Act, 2013 provides that where a company's borrowings (apart from temporary loans obtained / to be obtained from the Bankers of the Company in the ordinary course of business) exceed the aggregate of its Paid-up Share Capital and free reserves, approval of the Shareholders by a Special Resolution is required.

In view of the Company's future plans and to support its business operations, the Company may need additional funds. For this purpose, the Company may need to raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons / individuals as may be considered fit. Hence approval of the Shareholders is being sought for borrowings (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) upto an amount not exceeding ₹200 Crores (Rupees Two Hundred Crores only), outstanding at any point of time, over and above the aggregate of the Paid-up Share Capital of the Company and its free reserves, as prevailing from time to time.

The Board recommends the Special Resolution set out at Item No. 7 of this Notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned, financially or otherwise, in the said Resolution.

#### **Item No. 8**

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of Messrs Rao, Murthy and Associates, Cost Accountants, Bangalore (Firm Registration No. 000065) as the Cost Auditors of the Company to audit the cost records of the Company for the year ending March 31, 2018, at a remuneration of ₹ 1 lakh plus applicable taxes and out-of-pocket expenses.

Messrs Rao, Murthy and Associates, Cost Accountants, have furnished a Certificate regarding their eligibility for appointment as Cost Auditors of the Company.

The Board recommends the remuneration of ₹ 1 lakh plus applicable taxes and out-of-pocket expenses to Messrs Rao, Murthy and Associates, Cost Accountants, as the Cost Auditors and the approval of the shareholders is sought for the same by way of an Ordinary Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of this Notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned, financially or otherwise, in the said Resolution

#### **Additional information on Directors seeking Re-appointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and Secretarial Standard – 2.**

<b>Particulars</b>	<b>Mrs. Anuradha M Gokarn</b>	<b>Mr. Prashanth Nayak</b>
Date of Birth	December 25, 1942	March 6, 1971
Effective date of Appointment	January 1, 2013	May 4, 2018
Qualifications	M. Phil.	MBA
Expertise in specific functional areas	Management of the Company	Business Management
Directorships held in other companies (including foreign companies) as on date	Nil.	Yazaki India Private Limited

<b>Particulars</b>	<b>Mrs. Anuradha M Gokarn</b>	<b>Mr. Prashanth Nayak</b>
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Nil	Nil
Number of shares held in the Company	2,80,041	Nil

By Order of the Board of Directors  
For Triton Valves Limited

Apoorva G  
Company Secretary  
Membership No.: A32683  
Date: May 4, 2018

Regd. Office:  
Triton Valves Limited  
Sunrise Chambers, 22, Ulsoor Road  
Bengaluru – 560 042  
CIN: L25119KA1975PLC002867

**Triton Valves Limited**

Sunrise Chambers, 22, Ulsoor Road, Bengaluru – 560 042  
P: +91 80 25588965/66; F: +91 80 25586483; W: www.tritonvalves.com;  
E: investors@tritonvalves.com; CIN: L25119KA1975PLC002867

**ATTENDANCE SLIP**

42<sup>nd</sup> Annual General Meeting – July 26, 2018

Regd. Folio No./DP Client ID:

No. of shares held:

I/we here by record my/our presence at the 42<sup>nd</sup> Annual General Meeting of the Company, held on Thursday, July 26, 2018, at 4:00 p.m. at The Gateway Hotel, Residency Road, Bengaluru - 560025, Karnataka, India

.....

Name of the member/proxy  
(in BLOCK letters)

.....

Signature of the member/proxy

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**Triton Valves Limited**

Sunrise Chambers, 22, Ulsoor Road, Bengaluru – 560 042  
P: +91 80 25588965/66; F: +91 80 25586483; W: www.tritonvalves.com;  
E: investors@tritonvalves.com; CIN: L25119KA1975PLC002867

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**42<sup>nd</sup> Annual General Meeting – July 26, 2018**

Name of the member (s) : .....

Registered address : .....

E-mail Id : .....

Folio No/ Client Id : ..... DP ID : .....

I / We, being the member(s) of ..... shares of the above named Company, hereby  
appoint

Name : ..... Email : .....

Address : .....

Signature : ..... or failing him / her

Name : ..... Email : .....

Address : .....

Signature : ..... or failing him / her

Name : ..... Email : .....

Address : .....

Signature : ..... or failing him / her

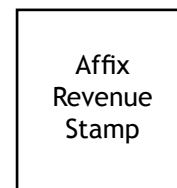
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 42nd Annual General Meeting of the Company, to be held on Thursday, July 26, 2018, at 4:00 p.m. at The Gateway Hotel, Residency Road, Bengaluru - 560 025, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description	I/We assent to the Resolution(FOR)	I/We dissent to the Resolution (AGAINST)
1.	Adoption of financial statements		
2.	Declaration of dividend		
3.	Re-appointment of Mrs. Anuradha M. Gokarn, Director who retires by rotation		
4.	Ratification of Appointment of Statutory Auditors		
5.	Appointment of Mr. Prashanth Nayak as Director		
6.	Appointment of Mr. Prashanth Nayak as Independent Director		
7.	Increase in Borrowings Powers of the Company		
8.	Remuneration to Cost Auditors		

Signed this ..... day of ..... 2018

Signature of the member .....

Signature of the proxy holder(s) .....



**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

### Route map to venue of the AGM

