

NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of Triton Valves Limited will be held on Tuesday, September 24, 2019, 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, 2019 and the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended as on March 31, 2019 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 ₹12/- per Equity Share of ₹10/- each (120%) for the financial year ended March 31, 2019.

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.

SPECIAL BUSINESS

Item No. 4 – Continuation of Directorship of Dr. B R Pai (DIN: 00184753) as Non-Executive – Independent Director of the Company, who will attain the age of 75 years.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the Directorship of Dr. B R Pai (DIN: 00184753), as the Non- Executive Independent Director of the Company, who will attain the age of 75 years on November 27, 2019, as long as he continues in the office of Director of the Company on the existing terms and conditions,

subject to the provisions and relevant rules of the Companies Act 2013, and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this Resolution.”

Item No. 5 – 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, 2019.”

By Order of the Board of Directors
For **Triton Valves Limited**

Date: August 13, 2019
Regd. Office:
Triton Valves Limited
Sunrise Chambers, 22, Ulsoor Road
Bengaluru – 560 042
CIN: L25119KA1975PLC002867

Apoorva G
Company Secretary
Membership: A32683

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this Annual General Meeting (AGM) are also forming part of said Statement.
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.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. 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. 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.
5. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office during normal business hours (11:00am to 1:00pm) on all working days upto and including the date of the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2019 to September 24, 2019 (both days inclusive) for the purpose of payment of dividend and the 43rd AGM of the Company.
7. 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 September 16, 2019. 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.
8. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, Canbank Computer Services Limited (Canbank) for assistance in this regard.
9. To support the 'Green Initiative', Members who have not yet registered their email address are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with Canbank in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Canbank in case the shares are held in physical form.
11. Members may also note that the Notice of the 43rd AGM and the Annual Report 2019 will be available on the Company's website at www.tritonvalves.com. 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.
12. As per Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by National Securities Depository Limited ("NSDL").
13. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the

Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No.IEPF - 5 available on www.iepf.gov.in. The Members / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Board's Report which is forming part of Annual Report and Company's website: www.tritonvalves.com for further details.

14. National Electronic Clearing Service (NECS) / Mandate / Bank Details:

Reserve Bank of India has introduced National Automated Clearing House through which the Banks are able to make the dividend payout almost instantly into the bank accounts of members. Members are requested to update their 15 digit core banking account number with their Depository Participants. Members desirous of modifying these instructions may write to their respective Depository Participants (for shares held in electronic form) or Canbank (for shares held in physical form), so that the dividends when declared and paid by the Company will be directly credited to their account. This will mitigate the chances of possible delays / loss in transit while sending dividend cheques by post.

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

- a. 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).
- b. 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.

- c. 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.
- d. The remote e-voting period commences on, September 21, 2019 (9:00 am) and ends on September 23, 2019 (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 September 16, 2019, 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.
- e. The process and manner for remote e-voting are as under:

Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL's 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 Your User ID is:

a) For Members who hold shares in demat account with NSDL.	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*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** 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 ____ then user ID is ____001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use 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.

If you are still unable to get the password by aforesaid two options, you can send a request at 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.

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.nsd.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

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 with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Companies Act, 2013, as amended, as on the cut - off date, being September 16, 2019.
5. 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.
6. 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.
7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at 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 No. 4

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (Amendment Regulations), notified by the Securities and Exchange Board of India (SEBI) on May 9, 2018, and which will be effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board considers that Dr. B R Pai continued association would be of immense benefit to the Company. Since Dr. B R Pai (DIN: 00184753) who will attain the age of 75 years on November 27, 2019, the Board recommends his continuation as a Director, who is not liable to retire by rotation as per the provisions of the Companies Act, 2013.

Brief Profile:

Dr. B.R. Pai is an Independent Non-Executive Director. Dr. Pai completed his B.Tech from IIT Madras and went on to obtain a Ph.D. from Imperial College, London. He holds an M.Sc in Engineering and a Diploma from the Imperial College. Dr. Pai started his career as a research engineer at English Electric Company, U. K., and later moved to International Flame Research Foundation, Holland, as a Senior Research Investigator before joining the National Aerospace Laboratory (NAL) in 1975. He retired as Director of NAL in the year 2004. Dr. Pai is an expert in the field of combustion, heat transfer, air breathing propulsion systems and Computational Fluid Dynamics. Dr. Pai has several patents and over a hundred papers and publications to his credit.

The Board recommends the resolution at Item No. 4 of the Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Dr. B. R. Pai is interested or concerned in this Resolution.

Item No. 5

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, 2019, 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.

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.

Particulars	Mrs. Anuradha M Gokarn	Dr. B R Pai
Date of Birth	December 25, 1942	November 27, 1944
Effective date of Appointment	January 1, 2013	July 12, 2017
Qualifications	M. Phil.	B.Tech., M.Sc. Engg. & D.I.C., Ph.D.
Expertise in specific functional areas Company	Management of the Research in the field of combustion, heat transfer and energy systems.	
Directorships held in other companies (including foreign companies) as on date	Nil	Nil
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	1,530

By Order of the Board of Directors
For **Triton Valves Limited**

Date: August 13, 2019
Regd. Office:
Triton Valves Limited
Sunrise Chambers, 22, Ulsoor Road
Bengaluru – 560 042
CIN: L25119KA1975PLC002867

Apoorva G
Company Secretary
Membership: A32683

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

43rd Annual General Meeting — September 24, 2019

Name and Registered Address

of the sole/first named Member:

Regd. Folio No./DP Client ID:

No. of shares held:

Whether the Member is attending the meeting in
person or by proxy or through duly authorized representative:

I/we here by record my/our presence at the 43rd Annual General Meeting of the Company, held on Tuesday, September 24, 2019, 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]

43rd Annual General Meeting — September 24, 2019

Name of the member (s) :
Registered address :
E-mailId:
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 43rd Annual General Meeting of the Company, to be held on September 24, 2019, 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 as- sent 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.	Continuation of Directorship of Dr. B R Pai (DIN: 00184753) as Non-Executive – Independent Director of the Company, who has attained the age of 75 years.		
5.	Remuneration to Cost Auditors		

Signed this day of 2019

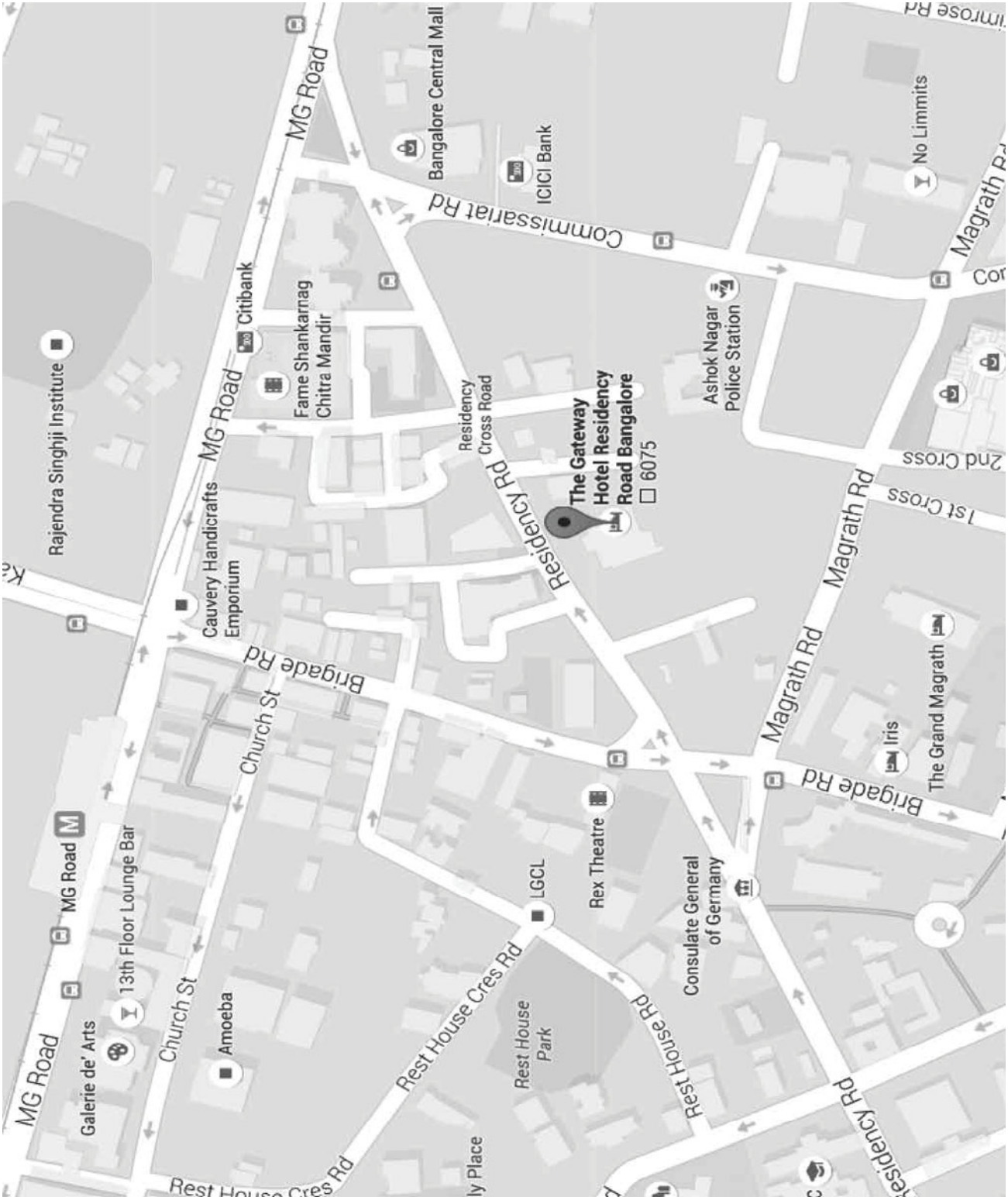
Signature of the member

Signature of the proxy holder(s)

Affix
Revenue
Stamp

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



NOTES
