
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Code of Conduct to Regulate, Monitor and Report Trading by Insiders

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015


 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
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Revision Record Sheet

Version No.	Revision Date	Reason for Revision	Prepared by	Approved by
01	October 27, 2015	Updation as per the Act	Apoorva G	Board of Directors

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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Name	Ms. Apoorva G Company Secretary	Board of Directors
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 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
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TRITON VALVES LIMITED - CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. Introduction

Insider trading means dealing (purchase/sale) in securities of a Company listed/traded on any stock exchange in India based on, or when in possession of, Unpublished Price Sensitive Information (“UPSI”).

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 1992, to strengthen these regulations and to create a framework for prevention of insider trading to facilitate legitimate business transactions, SEBI had formulated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as ‘The Regulations’) which was notified on January 15, 2015 and effective from May 15, 2015.

Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, requires every listed Company to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations. Accordingly, to ensure compliance with the said regulations, Triton Valves Limited (“the Company”) has formulated a Code of Conduct called ‘**Triton Valves Limited - Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders.**’


All the Directors, Designated Persons, officers and other connected persons of the Company are governed by the Code. The Code has been amended with the approval of the Board and shall be effective from May 22, 2015.

2. Objectives

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every Director, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. To achieve these objectives, the Company hereby notifies this Code of conduct.

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3. Definitions


- a) **“Act”** means the Securities and Exchange Board of India Act, 1992.
- b) **“Board”** means the Securities and Exchange Board of India
- c) **“Company”** means Triton Valves Limited
- d) **“Compliance Officer”** means any senior officer, designated so and reporting to the board of Directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the code for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of Directors of the listed Company or the head of an organization, as the case may be.
- e) **“Connected person”** any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

Persons falling within the following categories shall be deemed to be connected persons unless the contrary is established –

- (a) an immediate relative of connected persons; or
- (b) a holding Company or associate Company or subsidiary Company; or
- (c) an intermediary as specified in Section 12 of the Act or an employee or Director thereof; or
- (d) an investment Company, trustee Company, asset management Company or an employee or Director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of Directors of the asset management Company of a mutual fund or is an employee thereof; or
- (g) a member of the board of Directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the Company; or
- (j) a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a Director of a Company or his /her immediate relative or banker of the Company, has more than ten per cent. of the holding or interest;

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
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- f) **“Director”** means a member of the Board of Directors of the Company
- g) **“Designated persons”** comprises of
- All the Directors of the Company including the Managing Director (s) and Whole-time Director(s) of the Company.
 - Chief Executive Officer, Chief Operating Officer, Chief Technology Officer, Chief Financial Officer.
 - General Managers, Vice-Presidents, and officers in equivalent grades.
 - Officers in the grade of Deputy General Manager, Senior Manager, Manager, Assistant Manager, Deputy Manager and equivalent grades.
 - All the officers and employees in the Finance and Accounts Department of the Company.
 - Such other employees as may be determined and informed by the Compliance Officer from time to time.
- h) **“Employee”** means every employee of the Company (whether working in India or abroad)
- i) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis;
- j) **“Immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- k) **“Insider”** means any person who is:
- i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information;
- l) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- m) **“Securities”** shall have the same meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modifications thereof except units of mutual fund.
- n) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- o) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- p) **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- q) **“Unpublished price sensitive information”** means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

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- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel; and
- vi. material events in accordance with the listing agreement

4. Compliance Officer

The Company has appointed the Company Secretary as Compliance Officer who shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board. In the absence of the designated/appointed Compliance Officer, the Chairman shall be authorised to appoint a person to act as the Compliance Officer in the period of absence.

Duties of Compliance Officer:

The Compliance Officer shall be responsible for:

- implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company
- prescribing and complying with the procedures for various activities referred to in the Code.
- grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman/ Managing Director.


The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

The Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time as per **Annexure-1a and Annexure 1b**.

Further, all Directors/Designated Persons shall submit to the Compliance Officer details of their securities transactions including the statement of their immediate relatives annually within 30 days from the end of the financial year as per **Annexure 2**.

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The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.

The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code at such frequency as may be stipulated by the Board of Directors.

5. Preservation of “Unpublished Price Sensitive Information”

Directors, Designated Persons, Officers and connected persons shall maintain the confidentiality of all Price Sensitive Information. Employees/ Directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard:

Need to Know Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information for legitimate purposes, performance of duties or discharge of his legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

Limited access to confidential information Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use.


6. Restriction on communication or procurement of unpublished price sensitive information.

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information. However, the insider may prove his /her innocence by demonstrating the circumstances including the following: –

- i. a transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and
- ii. in the case of non-individual insiders: –
 - a. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - b. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

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iii. the trades are pursuant to a trading plan elaborated in Para 6 below.

In the case of connected persons, the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board (i.e. SEBI)

7. Conditions for trading when in possession of unpublished price sensitive information.

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails: -

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or –
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.


However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

8. Trading Plans

- 1) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his /her behalf in accordance with such plan.

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- 2) Such trading plan shall:-
 - i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;
 - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi. not entail trading in securities for market abuse.
- 3) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid violation of the provisions of this Code.


- 5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

9. Trading window

- a. Designated persons may execute trades subject to compliance with these regulations.
- b. The trading window will be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.
- c. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- d. The trading window may be re-opened after 48 hours after the unpublished sensitive information in question becomes generally available.
- e. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the Company.

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10. (1) Pre-clearance

- i. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above the threshold of 10,00,000 rupees whether in one or a series of transactions over any calendar quarter. The approval of the Compliance Officer has to be sought by submitting the pre-clearance and undertaking form in the manner prescribed as per **Annexure 3**.
- ii. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is open.
- iii. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- iv. The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per **Annexure 4**. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- v. If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- vi. A Designated Person who Trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- vii. All designated persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy any number of shares during the next six months following the prior transaction. All designated persons shall also not take positions in derivative transactions in the shares of the Company at any time.


In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

11. Disclosure of trading by “Insiders”

- i. Every public disclosure by the insider shall be made in such form as may be specified.
- ii. Disclosures to be made by any person under these regulations, shall also include those relating to trading by such person’s immediate relatives, and by any other person for whom such person takes trading decisions.

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- iii. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the designated persons for a minimum period of five years.

12. Disclosure requirements

(1) Initial disclosures:

- (a) Every promoter, key managerial personnel and Director of the Company and each of their immediate relatives shall disclose his /her holding of securities of the Company as on the date of these regulations taking effect, to the Company within thirty days of these regulations taking effect (i.e by June 15, 2015) in **Form A** set out in **Annexure 5**.
- (b) Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a promoter shall disclose his /her holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in **Form B** set out in **Annexure 6**.

(2) Continual Disclosures:

Every promoter, employee and Director of the Company and each of their Immediate Relatives shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.1,000,000 (Rupees Ten lakhs) in **Form C** set out in **Annexure 7**.

Disclosure to the Stock Exchange(s)

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

(3) Disclosure by other connected persons:


The Compliance Officer may, require any other Connected Person or class of connected persons to disclose the holdings and trading in securities of the Company as per **Form D set out in Annexure 8** at such frequency as the Board may determine to monitor compliance with these regulations

13. Penalty for contravention of the code of conduct

- 1) Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 2) Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

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
- 3) Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 4) The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

14. Miscellaneous

- 1) The Board of Directors shall be empowered to amend, modify, interpret these Rules and “Forms” for making application for pre-clearance, undertaking, reporting of trades executed, reporting of decisions not to trade after securing preclearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary by the Board to monitor compliance with these regulations.
- 2) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with these Rules. In case such persons observe that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly.
- 3) This Policy will be communicated to all operational employees and other concerned persons of the Company and shall be placed on the website of the Company at www.tritonvalves.com.

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Annexure 1a


**Triton Valves Limited
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**Register of Designated Persons
[To be maintained by the Compliance Officer]**

Sl. No	Emp. No.	Name of the Designated Person & PAN	Dept	Division and location	Names of Immediate Relatives as disclosed by Designated	DP ID/ Client Id or Folio Number	Date on which the person is identified as a Designated Person	Date on which the person ceases to be the Designated Person

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
	Copy No :		Page No : 15 of 25

Annexure 1b

**Format for Disclosure of Particulars by Promoter/key managerial personnel/Director/
designated person**

Details required for making entry into the Register of Designated Persons

Date:

To,
The Compliance Officer,
Triton Valves Limited

Dear Sir/Madam,

My personal details are as under:

Name of Promoter/ Key Managerial Personnel (KMP) /Director /Designated Person
 _____ #Emp.No. _____ #Department _____ *Folio
No. / DP ID & Client ID _____
#Location _____ **Date Of Appointment** _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Immediate Relative(s):

Sl. No	Name of the Immediate Relative	Relationship	Folio No./ DP ID & Client ID

To be filled in only by Employees

I hereby undertake to inform the changes in the above details from time-to-time. I hereby declare that the above details are true, correct and complete in all respects.

Signature :

Name:


Date :

Emp No.:

Department:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
	Copy No :		Page No : 16 of 25

Annexure 2

Format of Annual Statement of holding / Key Managerial Personnel (KMP) /Director /Designated Person and their immediate relatives

To,
The Compliance Officer,
Triton Valves Limited

Dear Sir/Madam,

Statement of Shareholdings in the Company

As on _____, I along with my Immediate Relatives hold the Securities (including derivatives) of the Company, details whereof are as under:

Description of Security:

Name	Relationship	No. of Shares held on 1st April	No. of Shares Bought during the year ended 31st March	No. of Shares Sold during the year ended 31st March	No. of Shares held as on 31st March	Folio No./ DP ID & Client ID

Signature :

Name:


Date :

Emp No.:

Department:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
	Copy No :		Page No : 17 of 25

Annexure 3

Application for Pre-Trading Approval

To,
The Compliance Officer,
Triton Valves Limited.

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	Proposed transaction	a) Purchase b) Sale c) Subscribe
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased/ sold	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature :

Name:


Date :

Emp No.:

Department:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
-------------------------------------------	-----------------------	--------------------------------

	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
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Undertaking to be accompanied with the Application for Pre-Clearance

To,
The Compliance Officer,
Triton Valves Limited

Dear Sir/Madam,

I, _____, _____ of the Company residing at _____, am desirous of trading in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter. I further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

Signature :

Name:


Date :

Emp No.:

Department:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
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Annexure 4

Disclosure of Transactions

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Triton Valves Limited

Dear Sir/Madam,

I _____ son/daughter/wife of _____ hereby inform that:

1. I have not bought/sold/subscribed any securities of the Company
 2. I have bought/sold/subscribed to _____ securities on _____ (date).
- (*strike off whichever is not applicable)

Name, PAN,	No. of securities traded	Bought/sold/ subscribed	Price (Rs.)	DP ID/Client ID/Folio No.

I declare that the above is true and correct and not contravened any provisions of the code of conduct for prevention of insider trading or any applicable laws/Regulations as specified by the Company for effecting the said transaction.

Signature :

Name:


Date :

Emp No.:

Department:

Original Issue Date : May 22, 2015	Revision No:01	Date : October 27, 2015
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
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Annexure 5

FORM A
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the Company: **Triton Valves Limited**
ISIN of the Company: **INE440G01017**

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:


Designation:

Date:

Place:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
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Annexure 6

FORM B
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the Company: **Triton Valves Limited**

ISIN of the Company: **INE440G01017**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person Promoters /KMP /Directors/ immediate relatives/ others etc)	Date of appointment of Director / KMP OR Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:


Designation:

Date:

Place:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
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Annexure 7

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: **Triton Valves Limited**

ISIN of the Company: **INE440G01017**


Details of change in holding of Securities of Promoter, Employee or Director of a listed Company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address With contact nos.	Category of Person (Promoters/ KMP / Directors / immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of Security (For eg. – Shares, Warrants ,Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants ,Convertible Debentures etc.)	No. and % Of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11		13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
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Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:


Designation:

Date:

Place:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
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Annexure 8

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the Company: **Triton Valves Limited**

ISIN of the Company: **INE440G01017**


Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of Security (For eg. – Shares, Warrants ,Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants ,Convertible Debentures etc.)	No. and % Of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11		13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015

 Triton	Triton Valves Limited	CI Policy	Issue No : CS-01
	Sunrise Chambers,		Effective Date : 22-05-2015
	22 Ulsoor Road, Bangalore - 42		Section No : CI-01
	Copy No :		Page No : 25 of 25

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature:

Date:

Place:

<i>Original Issue Date : May 22, 2015</i>	<i>Revision No:01</i>	<i>Date : October 27, 2015</i>
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	Prepared By	Approved By
Name	Ms. Apoorva G Company Secretary	Board of Directors
Date	October 26, 2015	October 27, 2015