



TRITON CORP LIMITED

May 27, 2024

To

Corporate Service Dept.
Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.

Scrip Code: 523387

Sub: **Annual Secretarial Compliance Report under Regulation 24 (A) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith, Annual Secretarial Compliance Report for the financial year ended 31st March, 2024.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,

For Triton Corp Limited

Meena Rastogi

Director

DIN: 01572002



VARSHA JAIN
Company Secretary

Add: A-3/125 Sec 16 Rohini Delhi 89
Email: vjassociates001@gmail.com
Mobile: 9315901065

SECRETARIAL COMPLIANCE REPORT OF
“TRITON CORP LIMITED” FOR THE YEAR ENDED MARCH 31, 2024

I, *Varsha Jain*, have examined:

- (a) all the documents and records made available to us and explanation provided by *TRITON CORP LIMITED* (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (***Not Applicable During Review Period***)
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (***Not Applicable During Review Period***)
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (***Not Applicable During Review Period***)



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- (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client and;
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable During Review Period)*
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; *(Not Applicable During Review Period)*
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended from time to time;
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations 2018 (with effect from October 03, 2018).

and circulars/ guidelines issued thereunder;

We hereby report that, during the period under review, the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI	Yes	



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3	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re directs to the relevant document(s)/ section of the website	Yes	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	



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8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	



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12.	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc	Yes	Listing Fee for the FY 2022-2023 & 2023-2024 is still outstanding
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
	Compliances with the following conditions while appointing / re-appointing an auditor		
	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or (ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or (iii) If the auditor has signed the limited review audit report for the first three quarters of financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such event has been occurred during the period under review



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Other conditions relating to resignation of statutory auditor			
	<p>(i) Reporting of concerns by Auditor will respect to the listed entity / its material subsidiary to the Audit Committee:</p> <p>(a) In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>(b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>(c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned</p>	<p>NA</p>	<p>No such event has been occurred during the period under review</p>



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	<p>above and communicate its views to the management and the auditor.</p> <p>(ii) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR / CFD / CMDI / 114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>No such event has been occurred during the period under review</p>



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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder
except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulation / circular / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management response	Remarks
1.	Section 21A of Securities Contracts (Regulations) Act, 1956 read with Rule 21 of Securities Contract (Regulations) Rules, 1957 and SEBI (Regulatory Fee on Stock Exchange) Regulations, 2006	Section 21A, Rule 21	During the year company could not pay the Listing Fees pertaining to previous years.	Regulation 14 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		Non-Compliance of Section 21A of Securities (Regulations) Act, 1956 read with Rule 21 of Securities Contract (Regulations) Rules, 1957 and SEBI (Regulatory Fee on Stock Exchange) Regulations, 2006 related to non-payment of listing fee		As on March 31, 2024 total outstanding Listing Fees & LODR penalties is Rs. 23,71,539/- as per books of accounts of company	Listing fee & LODR penalties will be paid during current year	



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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



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(c) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviation	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Section 21A of Securities Contracts (Regulations) Act, 1956 read with Rule 21 of Securities Contract (Regulations) Rules, 1957 and SEBI (Regulatory Fee on Stock Exchange) Regulations, 2006	Section 21A, Rule 21	During the year company has paid Rs. 35,000/- towards the Listing Fees pertaining to previous years.	Regulation 14 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine	Non-Compliance of Section 21A of Securities (Regulations) Act, 1956 read with Rule 21 of Securities Contract (Regulations) Rules, 1957 and SEBI (Regulatory Fee on Stock Exchange) Regulations, 2006 related to non-payment of listing fee		As on March 31, 2024 total outstanding Listing Fees & LODR penalties is Rs. 23,71,539/- as per books of accounts of company	Listing fee & LODR penalties will be paid during current year	

UDIN No. : A065340F000423962

Place : New Delhi

Date : May 22, 2024



VARSHA JAIN

VJ & Associates

ACS No. : 65340

C. P. No. : 24480