

March 22, 2019

To,  
The Manager, Listing Department  
BSE Limited,  
PJ towers, Dalal Street, Fort,  
Mumbai – 400 001  
**BSE Symbol: 505978**

Dear Sir,

**Sub: Voting Results and Scrutinizers Report on Postal Ballot**  
**Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is with reference to our letter dated February 20, 2019, wherein we had enclosed the Postal Ballot Notice ("Notice") dated February 13, 2019, along with Explanatory Statement and the Postal Ballot Form, for seeking approval of the shareholders of the Company for businesses as specified in the Notice.

In connection with the above, please find enclosed the following:

1. Voting results pursuant to Regulation 44(3) of Listing Regulations; and
2. Scrutinizer's Report on voting through Postal Ballot (including voting by electronic means) dated March 22, 2019.

The resolutions as specified in the Notice have been passed by the shareholders of the Company with requisite majority.

Voting results along with the Scrutinizer's report will also be made available on the Company's website at [www.tritonvalves.com](http://www.tritonvalves.com).

We request you to kindly take the same on records.

Thanking you,

Yours Sincerely,  
For Triton Valves Limited,



Apoorva. G  
Company Secretary



### Postal Ballot Voting Results

Date of the Postal Ballot Notice	February 13, 2019
Total number of shareholders on record date	6510
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA



<b>Item No. 1 - Issue of Equity shares to Promoter and Promoter Group on Preferential Basis.</b>								
<b>Resolution required: (Ordinary/ Special)</b>					Special			
<b>Whether promoter/ promoter group are interested in the agenda/resolution:</b>					Yes			
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
		<b>(1)</b>	<b>(2)</b>		<b>(4)</b>	<b>(5)</b>		
Promoter and Promoter Group	E-Voting	499,704	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public Institutions	E-Voting	12,884	12,884	100	12,884	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>12,884</b>	<b>100</b>	<b>12,884</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	477,439	13,525	2.83	13,379	146	98.92	1.07
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		7,688	1.61	6542	1146	85.09	14.90
	<b>Total</b>		21,213	4.00	19,921	1,292	<b>93.91</b>	<b>6.09</b>
<b>Total</b>		<b>9,90,027</b>	<b>34,097</b>	<b>3.44</b>	<b>32,805</b>	<b>1,292</b>	<b>96.21</b>	<b>3.79</b>

\*Votes casted by Promoter and Promoter Group are considered as invalid, since they are interested in the Resolution.



Item No. 2 - Issue of Warrants, Convertible into Equity Shares to Promoter and Promoter Group on Preferential Basis								
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution:					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	499,704	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public Institutions	E-Voting	12,884	12,884	100	12,884	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>12,884</b>	<b>100</b>	<b>12,884</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	477,439	13,525	2.83	13,431	94	99.30	0.69
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		7,496	1.57	6500	986	86.71	13.15
	<b>Total</b>		21,021	4.40	19,931	1,080	94.81	5.14
<b>Total</b>		<b>9,90,027</b>	33,905	3.42	32,815	1,080	96.79	3.21

\*Votes casted by Promoter and Promoter Group are considered as invalid, since they are interested in the Resolution.



<b>Item No. 3 - Continuation of Directorship of Mrs. Anuradha M Gokarn (DIN: 00185509) as Non-Executive Director of the Company, who has attained the age of 75 years.</b>								
<b>Resolution required: (Ordinary/ Special)</b>					Special			
<b>Whether promoter/ promoter group are interested in the agenda/resolution:</b>					Yes			
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
		<b>(1)</b>	<b>(2)</b>		<b>(4)</b>	<b>(5)</b>		
Promoter and Promoter Group	E-Voting	499,704	219,663	43.96	219,663	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>219,663</b>	<b>43.96</b>	<b>219,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	12,884	12,884	100	12,884	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>12,884</b>	<b>100</b>	<b>12,884</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	477,439	13,525	2.83	13,458	67	99.50	0.50
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		7,486	1.57	6,687	799	89.33	10.67
	<b>Total</b>		<b>21,011</b>	<b>4.40</b>	<b>20,145</b>	<b>866</b>	<b>95.88</b>	<b>4.12</b>
<b>Total</b>		<b>990,027</b>	<b>253,558</b>	<b>25.61</b>	<b>252,692</b>	<b>866</b>	<b>99.66</b>	<b>0.34</b>

\*Votes casted by Mrs. Anuradha M Gokarn is considered as invalid, since she is interested in the Resolution.



**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, ACS

Company Secretary

# 496/4, II Floor, 10th Cross  
Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080  
Tel : +91 80 23610847  
Telefax : +91 80 41231106  
e-mail : parameshwar@vjkt.in  
parameshwar.g.bhat@gmail.com

## REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Private & Confidential

{Strictly to the addressee only}

22<sup>nd</sup> March, 2019

To  
Mr. S. K. Welling  
Chairman  
Triton Valves Limited  
Sunrise Chambers  
22, Ulsoor Road  
Bengaluru – 560 042

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No 8860, CP No. 11004), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru-560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot undertaken by the Company vide Notice dated 13<sup>th</sup> February, 2019 and facility provided as per Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules') and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolution proposed in the Notice dated 13<sup>th</sup> February, 2019 based on the report provided by National Securities Depository Limited (NSDL), the Agency engaged by the Company to provide e-voting facility and ballots received through post up to 21<sup>st</sup> March, 2019.



In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from 20<sup>th</sup> February, 2019 (9.00 A.M. IST) till 21<sup>st</sup> March, 2019 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform.

The details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolutions that were put to vote, was derived from the Ballots received and the report generated from the e-voting website of National Securities Depository Limited i.e. [www.evotingin.nsdl.com](http://www.evotingin.nsdl.com) and based on such reports,

- a. 46 members (folio wise) have cast their votes through remote e-voting.
- b. 77 (folio wise) members have cast their votes through Physical Postal Ballot.

On verification of 123 (One Hundred and Twenty Three) Ballots received by post and voting through e-Voting, up to 21<sup>st</sup> March, 2019 from the Shareholders of Triton Valves Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:

**VOTING ANALYSIS CONSIDERING BOTH E-VOTING AND PHYSICAL POSTAL BALLOT PAPERS RECEIVED:**

**SPECIAL BUSINESS:**

**Item No. 1- Issue of Equity Shares to Promoter and Promoter Group on Preferential Basis:**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in						% on Total Valid Votes Cast
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	28	26263	56	6542	84	32805	96.21
Dissent	9	146	15	1146	24	1292	3.7
Total	37	26409	71	7688	108	34097	100.00
Invalid/ Abstained	9	499704	6	66	15	499770	NA

**Item No. 2- Issue of Warrants, Convertible into Equity Shares to Promoter and Promoter Group on Preferential Basis:**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in						% on Total Valid Votes Cast
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	29	26315	53	6500	82	32815	96.79
Dissent	8	94	14	986	22	1080	3.21
Total	37	26409	67	7496	104	33905	100.00
Invalid/ Abstained	9	499704	10	268	19	499972	NA

**Item No. 3- Continuation of Directorship of Mrs. Anuradha M Gokarn (DIN: 00185509) as Non-Executive Director of the Company, who has attained the age of 75 years:**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in						% on Total Valid Votes Cast
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	38	246005	55	6687	93	252692	99.66
Dissent	5	67	12	799	17	866	0.34
Total	43	246072	67	7486	110	253558	100.00
Invalid/ Abstained	3	280041	10	268	13	280309	NA



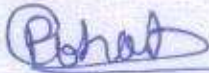
Votes cast by the Promoters for the issue of Equity Shares and Warrants to Promoter and Promoter Group, the votes cast for the own appointment and the Ballots where there were mis-match in signatures with the respective specimen signatures maintained by the RTA have been treated as invalid.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the Postal Ballot Papers received as per details above. E-voting statement is being furnished to you.

Thanking you

Yours faithfully



Parameshwar G. Bhat  
Company Secretary  
FCS: 8860; CP: 11004



Encl: As above