

TRITON
VALVES LTD

Challenging Excellence

September 30, 2020

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

Dear Sir,

Subject: Declaration of Voting Results

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results in the prescribed format, in respect of remote e-voting and voting through insta voting at the meeting on all the resolutions mentioned in the Notice dated August 20, 2020 of the 44th AGM held on September 28, 2020.

Also, please find enclosed the Scrutinizer's' Report on remote e-voting and voting through insta voting.

Kindly take the same on your records and oblige.

Thanking You,

Yours Sincerely,
For Triton Valves Limited

Swathishree K R
Digitally signed by
Swathishree K R
Date: 2020.09.30
13:35:10 +05'30'

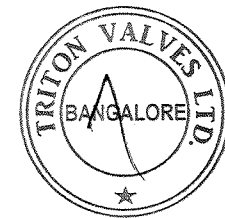
Swathishree K R
Company Secretary & Compliance Officer

Encl: a/a



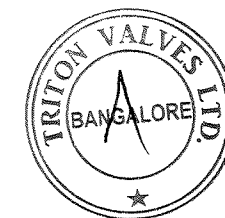
Format for Voting Results

| | |
|---|--------------------|
| Date of AGM/EGM | September 28, 2020 |
| Total number of shareholders on record date | 6477 |
| No. of shareholders present in the meeting either in person or through proxy (E-Voting) Promoters and Promoter Group: Public: | 6 35 |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public: | 9 35 |

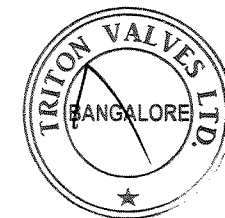


To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended March 31, 2020 and the Reports of the Directors including Secretarial Audit Report and of the Auditors thereon.

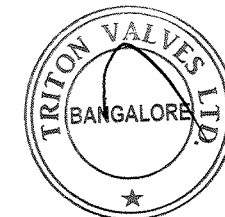
| Regulation Required (Ordinary/Special) | | | | ORDINARY | | | | | |
|--|-----------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution? | | | | NO | | | | | |
| Sl. No. | Category | Mode of Voting | No. of shares held | No. of votes polled | %of Votes polled on outstanding shares | No. of Votes – in favour | No. of votes – against | % of Votes in favour on votes polled | % of votes against on votes polled |
| | | | (1) | (2) | $(3)=(2)/(1)*100$ | (4) | (5) | $(6)=(4)/(2)*100$ | $(7)=(5)/(2)*100$ |
| | Promoter and Promoter Group | E-Voting | 539704 | 539704 | 100 | 539704 | 0 | 100 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | 539704 | 539704 | 100 | 539704 | 0 | 100 | 0 |
| | Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - Non Institutions | E-Voting | 14324 | 14222 | 100 | 554091 | 102 | 99.998 | 0.717 |
| | | Poll | 825 | 165 | 20 | 165 | 0 | 100.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | 15149 | 14387 | 94.96996501 | 554256 | 102 | 0.000 | 0.709 |
| | Total | | 554853 | 554091 | 99.86266633 | 1093960 | 102 | 197.433 | 0.018 |



| Agenda No 2: INTERIM DIVIDEND | | | | | | | | | |
|--|-----------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Regulation Required (Ordinary/Special) | | | | ORDINARY | | | | | |
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution? | | | | NO | | | | | |
| Sl. No. | Category | Mode of Voting | No. of shares held | No. of votes polled | %of Votes polled on outstanding shares | No. of Votes – in favour | No. of votes – against | % of Votes in favour on votes polled | % of votes against on votes polled |
| | | | (1) | (2) | $(3)=(2)/(1)*100$ | (4) | (5) | $(6)=(4)/(2)*100$ | $(7)=(5)/(2)*100$ |
| | Promoter and Promoter Group | E-Voting | 539704 | 539704 | 100 | 539704 | 0 | 100 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 539704 | 539704 | 100 | 539704 | 0 | 100 |
| | Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - Non Institutions | E-Voting | 14324 | 14222 | 99.28790841 | 554091 | 102 | 3896.013 | 0.717 |
| | | Poll | 825 | 165 | 20 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 15149 | 14387 | 94.96996501 | 554091 | 102 | 3851.331 |
| | Total | | 554853 | 554091 | 99.86266633 | 1093795 | 102 | 197.403 | 0.018 |

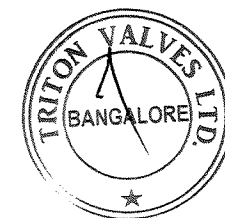


| Agenda No 3: Retirement of Director by rotation | | | | | | | | | |
|--|-----------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Regulation Required (Ordinary/Special) | | | | ORDINARY | | | | | |
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution? | | | | YES | | | | | |
| Sl. No. | Category | Mode of Voting | No. of shares held | No. of votes polled | %of Votes polled on outstanding shares | No. of Votes – in favour | No. of votes – against | % of Votes in favour on votes polled | % of votes against on votes polled |
| | | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| | Promoter and Promoter Group | E-Voting | 539704 | 539704 | 100 | 539704 | 0 | 100 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 539704 | 539704 | 100 | 539704 | 0 | 100 |
| | Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - Non Institutions | E-Voting | 14324 | 14222 | 99.288 | 554091 | 102 | 3896.013 | 0.717 |
| | | Poll | 825 | 165 | 20 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 15149 | 14387 | 94.96996501 | 554091 | 102 | 3851.331 |
| | Total | | 554853 | 554091 | 99.86266633 | 1093795 | 102 | 197.403 | 0.018 |

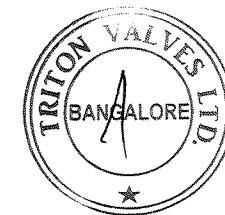


Agenda No 4: Re-appointment of Mr. Shrikant Kamalakant Welling (DIN: 00050943) as an Independent Director and continuation of Mr. Shrikant Kamalakant Welling, as a Non-Executive Director

| Regulation Required (Ordinary/Special) | | | | SPECIAL | | | | | |
|--|-----------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution? | | | | NO | | | | | |
| Sl. No. | Category | Mode of Voting | No. of shares held | No. of votes polled | %of Votes polled on outstanding shares | No. of Votes – in favour | No. of votes – against | % of Votes in favour on votes polled | % of votes against on votes polled |
| | | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| | Promoter and Promoter Group | E-Voting | 539704 | 539704 | 100 | 539704 | 0 | 100 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | 539704 | 539704 | 100 | 539704 | 0 | 100 | 0 |
| | Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - Non Institutions | E-Voting | 14324 | 14222 | 99.28790841 | 554091 | 102 | 3896.013 | 0.717 |
| | | Poll | 825 | 165 | 20 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | 15149 | 14387 | 94.96996501 | 554091 | 102 | 3851.331 | 0.709 |
| | Total | | 554853 | 554091 | 99.86266633 | 1093795 | 102 | 197.403 | 0.018 |



| Agenda No 5 : Ratification of Cost Auditor' s Remuneration | | | | | | | | | |
|--|-----------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Regulation Required (Ordinary/Special) | | | SPECIAL | | | | | | |
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution? | | | NO | | | | | | |
| Sl. No. | Category | Mode of Voting | No. of shares held | No. of votes polled | %of Votes polled on outstanding shares | No. of Votes – in favour | No. of votes – against | % of Votes in favour on votes polled | % of votes against on votes polled |
| | | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| | Promoter and Promoter Group | E-Voting | 539704 | 539704 | 100 | 539704 | 0 | 100 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 539704 | 539704 | 100 | 539704 | 0 | 100 |
| | Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - Non Institutions | E-Voting | 14324 | 14222 | 99.28790841 | 554091 | 102 | 3896.013 | 0.717 |
| | | Poll | 825 | 165 | 20 | 0 | 0 | 0.000 | 0.000 |
| | | Postal Ballot (if applicable) | N A | N A | N A | N A | N A | N A | N A |
| | | Total | | 15149 | 14387 | 94.96996501 | 554091 | 102 | 3851.331 |
| | Total | | 554853 | 554091 | 99.86266633 | 1093795 | 102 | 197.403 | 0.018 |



PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, FCS

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

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]

To
Mr. S. K. Welling
Chairman
Triton Valves Limited
Bengaluru

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru - 560 080, duly appointed as Scrutinizer by Triton Valves Limited ('the Company') for the purpose of scrutinizing the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 44th Annual General Meeting held on Monday, September 28, 2020 at 4.00 pm IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), hereby furnish my Report to you.

The notice dated August 24, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and e-voting at the Annual General Meeting for the resolutions proposed in the Notice of 44th Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and is restricted to



make a Scrutinizer's Report for the votes casts in "favour" or "against" the resolutions proposed in the Notice convening the 44th Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by National Securities Depository Limited (NSDL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for Four days from 24th September, 2020 (9.00 A.M. IST) till 27th September, 2020 (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.

After declaration of voting by the Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by NSDL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e., 21st September, 2020 were entitled to vote on the Resolutions proposed in the Notice calling the 44th Annual General Meeting.

At the end of the voting period on 27th September, 2020 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 28th September, 2020, in presence of Mr. S. R. Ravinand and Mr. Ajith Sharma who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL i.e. www.evoting.nsdl.com and based on such reports

- a. 41 (folio wise) members have cast their votes through remote e-voting.
- b. 3 (folio wise) members have cast their votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|---------------------|----------------------------|---------------------|----------------------------|---------------------------|
| | Remote e-voting | | e-voting at the AGM | | 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 | 36 | 553926 | 3 | 165 | 39 | 554091 | 99.98 |
| Dissent | 5 | 102 | 0 | 0 | 5 | 102 | 0.02 |
| Total | 41 | 554028 | 3 | 165 | 44 | 554193 | 100 |
| Abstained / Invalid | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Item No. 2: Confirmation of the payment of interim dividend of Rs. 15/- per Equity Share for the financial year 2019-20:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|---------------------|----------------------------|---------------------|----------------------------|---------------------------|
| | Remote e-voting | | e-voting at the AGM | | 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 | 36 | 553926 | 3 | 165 | 39 | 554091 | 99.98 |
| Dissent | 5 | 102 | 0 | 0 | 5 | 102 | 0.02 |
| Total | 41 | 554028 | 3 | 165 | 44 | 554193 | 100 |
| Abstained / Invalid | 0 | 0 | 0 | 0 | 0 | 0 | 0 |



Item No. 3: Appointment of Mrs. Anuradha M. Gokarn (DIN: 00185509) who retires by rotation, and being eligible, offers herself for re- appointment:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|---------------------|----------------------------|---------------------|----------------------------|---------------------------|
| | Remote e-voting | | e-voting at the AGM | | 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 | 36 | 553926 | 3 | 165 | 39 | 554091 | 99.98 |
| Dissent | 5 | 102 | 0 | 0 | 5 | 102 | 0.02 |
| Total | 41 | 554028 | 3 | 165 | 44 | 554193 | 100 |
| Abstained / Invalid | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. Shrikant Kamalakant Welling (DIN: 00050943) as an Independent Director and continuation of Mr. Shrikant Kamalakant Welling, as a Non-Executive Director:

Special Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|---------------------|----------------------------|---------------------|----------------------------|---------------------------|
| | Remote e-voting | | e-voting at the AGM | | 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 | 36 | 553926 | 3 | 165 | 39 | 554091 | 99.98 |
| Dissent | 5 | 102 | 0 | 0 | 5 | 102 | 0.02 |
| Total | 41 | 554028 | 3 | 165 | 44 | 554193 | 100 |
| Abstained / Invalid | 0 | 0 | 0 | 0 | 0 | 0 | 0 |



Item No. 5: Ratification of Cost Auditor's Remuneration:

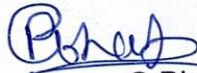
Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
| | Remote e-voting | | e-voting at the AGM | | 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 | 36 | 553926 | 3 | 165 | 39 | 554091 | 99.98 |
| Dissent | 5 | 102 | 0 | 0 | 5 | 102 | 0.02 |
| Total | 41 | 554028 | 3 | 165 | 44 | 554193 | 100 |
| Abstained / Invalid | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Based on the foregoing, the Resolution Nos. from 1 to 5 in respect of 44th Annual General Meeting may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely



Parameshwar G. Bhat
Company Secretary

Membership No.: FCS No.: 8860
CP No.: 11004


UDIN: F008860B000802422


Date: 29.09.2020

Place: Bangalore



Witnesses:


S. R. Ravinand


Ajith Sharma