



TRITON
VALVES LTD

Challenging Excellence

September 03, 2020

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

Dear Sir/Madam,

Sub: Notice of 44th Annual General Meeting and Book Closure and E-Voting:

With reference to captioned subject, we wish to inform that the 44th Annual General Meeting of the Company is scheduled to be held on Monday, September 28, 2020 at 04.00 pm (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the General Circular No. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ('MCA circulars'), and other applicable provisions of the Companies Act, 2013, to transact the business as set forth in the Notice of AGM.

Further, in compliance with the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company will be providing to the members, facility to exercise their right to vote at 44th Annual General Meeting by electronic means and business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period will commence on Thursday, September 24, 2020 (09:00 a.m. IST) and ends Sunday, September 27, 2020, (05:00 p.m. IST). The cut-off date for determining the members who shall be eligible to vote is Monday, September 21, 2020.

In compliance with the aforesaid MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, the Notice of the 44th Annual General Meeting along with the Annual Report for the Financial Year 2019-20 are being sent only through electronic mode to those members whose email IDs are registered with the Company/ Depository participant(s).

AGM Notice is enclosed herewith.

Thanking You,

Yours Sincerely,

For Triton Valves Limited


Swathishree K R
Company Secretary & Compliance Officer



Encl: a/a

P: +91 80 25588965 / 66
F: +91 80 25586483

W : www.tritonvalves.com
E : info@tritonvalves.com

Sunrise Chambers, 22, Ulsoor Road, Bangalore - 560 042, India

CIN NO. L25119KA1975PLC002867



IATF 16949



Triton Valves Limited
CIN: L25119KA1975PLC002867
Regd. Office: Sunrise Chambers, 22, Ulsoor Road, Bangalore - 560 042
P: +91 80 25588965/66; F: +91 80 25586483
Email: investors@tritonvalves.com Website: www.tritonvalves.com.

NOTICE

NOTICE is hereby given that the 44th Annual General Meeting (“AGM”) of Triton Valves Limited will be held on Monday, September 28, 2020 at 04.00 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

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 report of the Auditors thereon.

Item No. 2 - Interim Dividend

To confirm the payment of Interim Dividend of Rs.15 per equity share already paid during the year for the Financial Year 2019-20.

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 re-appointment.

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per

recommendation of the Nomination and Remuneration Committee and the Board, Mr. Shrikant Kamalakant Welling (DIN: 00050943), whose tenure as Independent Director expires on October 26, 2020 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act, and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years from October 27, 2020 upto October 26, 2025 and his office shall not be liable for retirement by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members be and is hereby accorded for continuation of directorship of Mr. Shrikant Kamalakant Welling (DIN: 00050943) as a Non-Executive Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient in this regard.”

Item No. 5 – Ratification of Cost Auditor’s Remuneration

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Messrs Rao, Murthy and Associates, Cost Accountants, Bangalore (Firm Registration No. 000065), appointed as Cost Auditors of the Company, for conducting the audit of the cost records of the Company for the Financial Year ended March 31, 2020, with a remuneration of Rs. 1,00,000/- plus applicable taxes and reimbursement of out of pocket expenses, at actuals, as approved by the Board of Directors, be and is hereby ratified.”

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

**Swathishree K R
Company Secretary
Membership: A48365**

Date: August 20, 2020

Place: Bangalore

Regd. Office:

Sunrise Chambers, 22, Ulsoor Road,
Bengaluru – 560 042

CIN: L25119KA1975PLC002867

NOTES:

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special businesses of the Notice as set above, are annexed hereto.
2. Details as required in Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India in respect of the Director seeking appointment / reappointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished details as required under this regulation for their reappointment/ appointment and also as required under the Companies Act, 2013 and Rules made thereunder.
3. General instructions for accessing and participating in the 44th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - a. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 - b. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 - c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - d. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the

MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

- e. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- f. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- g. Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorized representatives to attend the meeting are requested to send to the Company a scanned copy of the Board or governing body Resolution/Authorization etc., authorising their representatives to attend the e-AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address to parameshwar@vjkt.in with a copy marked to evoting@nsdl.co.in.
- h. In line with the MCA Circulars and SEBI Circular, the Notice of the 44th AGM will be available on the website of the Company at <https://www.tritonvalves.com/>, on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
- i. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 44th AGM through VC/OAVM Facility and e-Voting during the 44th AGM.
- j. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- k. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
- l. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, mandates, nominations, power of attorney, bank details such as, name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., to their Depository Participants (“DPs”) in case the shares are held in electronic form and to Canbank Computer Services Limited (“Canbank”), Registrar and Share Transfer Agents of the Company in case the shares are held in physical form.

- m. Members are requested to note that dividends remaining unclaimed for a period of seven 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 are requested to claim their dividends from the Company, within the stipulated timeline. Members who wish to claim such dividends are requested to correspond with Canbank for revalidation of warrants/drafts or instructions and encash them before the due dates.
- n. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company has provided a facility to its members to cast their vote electronically, through the e-voting services provided by National Securities Depositories Limited (“NSDL”) on all the resolutions set forth in this Notice. Members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their vote again. The manner and process of e-voting remotely by members is provided in the instructions for e-voting which forms part of this Notice.

4. Instructions for Members for Remote e-Voting are as under:

- a. The remote e-voting period will commence on Thursday, September 24, 2020 (09:00 a.m. IST) and will end on Sunday, September 27, 2020, (05:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 21, 2020, may cast their vote by remote e-voting. The 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. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 21, 2020.
- b. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- c. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- d. The details of the process and manner for remote e-Voting are explained hereinafter.

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

Step 2: Cast your vote electronically on NSDL 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 ‘Shareholder/Member’ 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 ID as 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 will be as per details given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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 101456 then user ID is 101456001***).

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 enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - a. 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'.

- b. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. 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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 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.

Step 2: 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 the Company.
 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.
- e. 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. or contact Ms. Sarita Mote, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email IDs: evoting@nsdl.co.in or SaritaM@nsdl.co.in at telephone nos. : + 91 22 24994890 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address investors@tritonvalves.com.

5. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-voting on the resolution set out in this notice:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@tritonvalves.com or ravi@ccsl.co.in or canbankrta@ccsl.co.in.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@tritonvalves.com or ravi@ccsl.co.in or canbankrta@ccsl.co.in.
3. Alternatively, Member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.

6. Instructions for Members for participating in the 44th AGM through VC/OAVM are as under:

- a. Members will be able to attend the 44th AGM through VC/OAVM Facility through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's 44th AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the 44th AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b. Members can participate in the AGM through their desktops/smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high speed internet connectivity.

- c. Please note that members connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. Members, who would like to ask questions during the 44th AGM with regard to the financial statements or any other matter to be placed at the 44th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address investors@tritonvalves.com. by September 21, 2020 by 09:00 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 44th AGM, depending upon the availability of time. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the meeting.
- e. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 44th AGM through VC/OAVM Facility.

7. Instructions for Members for e-Voting during the 44th AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

8. General Guidelines for Member:

1. 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.

2. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 44th AGM by email and holds shares as on the cut-off date i.e. September 21, 2020 may obtain the User ID and password by sending a request to the Company's email address investors@tritonvalves.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
4. The Board of Directors has appointed Mr. Parameshwar G. Bhat, Practicing Company Secretary (Membership No. FCS 8860 and Certificate of Practice No. 11004) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
5. The Scrutinizer shall, submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours of the conclusion of the AGM.
6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.tritonvalves.com/> and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results will also be communicated to BSE Limited, where the shares of the Company are listed.
7. As per Regulation 40 of SEBI Listing Regulations, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Canbank or the Company for any assistance in this regard.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website

<https://www.tritonvalves.com/>, websites of the Stock Exchanges i.e. BSE Limited and at www.bseindia.com, and on the website of NSDL.

Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
- b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, Canbank Computer Services Limited (Canbank) by sending an e-mail request at the email ID: ravi@cctl.co.in or canbankrta@cctl.co.in along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, e-AGM Notice and the e-voting instructions.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to Canbank.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No.4

Mr. S.K. Welling (DIN: 00050943) was appointed as an Independent Director effective October 27, 2015 to hold office for a period of five years upto October 26, 2020 and the appointment was approved by the members at the Annual General Meeting held on August 5, 2016.

The resolution seeks the approval of the Shareholders for re-appointment of Mr. S.K. Welling as an Independent Director of the Company and to hold office for five consecutive years with effect from October 27, 2020 to October 26, 2025, not liable to retire by rotation.

Further, Mr. S.K. Welling will attain the age of 75 years on November 15, 2020. In terms of the provisions of Regulation 17(1A) of SEBI Listing Regulations, approval of the members, by way of Special Resolution, is required for his continuation as a Non-Executive Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on June 26, 2020 had approved the re-appointment of Mr. S.K. Welling as an Independent Director for a second term of 5 years and recommended the continuation of Mr. S.K. Welling as a Non-Executive Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background and vast experience, the continued association of Mr. S.K. Welling would be beneficial to the Company.

The Company has received a declaration from Mr. S.K. Welling to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. S.K. Welling is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. S.K. Welling fulfils the conditions specified in the Act and SEBI Listing Regulations for his re-appointment and continuation as a Non-Executive Director and he is independent of the management of the Company.

A copy of the draft letter of appointment of Mr. S.K. Welling as an Independent Director setting out the terms and conditions is available for electronic inspection by the members.

Approval of the members is required by way of a Special Resolution for re-appointment and continuation of Mr. S.K. Welling.

Additional information in respect of Mr. S.K. Welling, pursuant to the SEBI Listing Regulations and the Secretarial Standards on General Meetings, is enclosed.

The Board recommends the resolution mentioned at Item No. 4 for approval of the members.

Except for Mr. S.K. Welling, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested in the resolution mentioned at Item No. 4.

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. Further, Rule 14 of the Companies (Audit and Auditors) Rules 2014, requires that the remuneration payable to the Cost Auditor shall be ratified by the Shareholders. The Board of your Company has, on the recommendation of the Audit Committee, re-appointed 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 ended March 31, 2020, at a remuneration of Rs.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 re-appointment as Cost Auditors of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned, Financially or otherwise, in the said Resolution.

Additional information on Directors recommended for appointment / re-appointment in the forthcoming Annual General Meeting in pursuance of Regulations 26 (4) and 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of the Directors	Mrs. Anuradha M Gokarn	Mr. S.K. Welling
Date of Birth and Age	December 25, 1942 78 Years	November 15, 1946 74 Years
Effective date of Appointment	January 1, 2013	October 27, 2015
Brief Resume Qualification, Experience and Nature of Expertise in specific functional areas	<p>Mrs. Anuradha M Gokarn holds an M.Phil. in English Literature from the University of London. Mrs. Gokarn took over the reins of the Company at a time of crisis when her husband and the Founder Managing Director, Mr. M V Gokarn passed away.</p> <p>She served as the Managing Director of the Company for a period of 26 years - from 1986 to 2012, during which she successfully steered the Company to a market leadership position and built a strong foundation on which the Company continues to grow till date.</p>	<p>Mr. S.K. Welling is the Chairman of the Board. Mr. Welling is a graduate in Mechanical Engineering from Karnataka University and holds a Master's degree in Business Administration from the University of Leeds, UK.</p> <p>He was the former Executive Director of HMT Ltd. Mr. Welling has rich and wide industrial experience of over 35 years spanning several functional areas such as Strategic Planning, Corporate Restructuring, Industrial Engineering, Project Management, Technology Management, International Marketing and Human Resources Management.</p>
Directorships held in other companies (including foreign companies) as on date	Nil	<ol style="list-style-type: none"> 1. Tool Room Supply Private Limited 2. TritonValves Climatech Private Limited 3. TritonValves Future Tech Private Limited

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	3,20,041	Nil

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

**Swathishree K R
Company Secretary
Membership No.: A48365**

Place: Bangalore
Date: August 20, 2020

Regd. Office:
Triton Valves Limited
Sunrise Chambers, 22, Ulsoor Road,
Bengaluru - 560 042
CIN: L25119KA1975PLC002867