

**TRITON**  
VALVES LTD

Challenging Excellence

September 26, 2019

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

Dear Sir,

**Sub: Voting Results - 43<sup>rd</sup> Annual General Meeting**

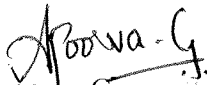
With reference to the above, and our letter dated August 30, 2019, the 43<sup>rd</sup> Annual General Meeting of the Company was held on September 24, 2019. In this regard, please find enclosed the following documents:

1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure A
2. Report of Scrutinizer – Annexure B

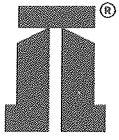
We request you to kindly take the same on records.

Thanking you,

Yours Sincerely,  
For Triton Valves Limited

  
Apoorva G  
Company Secretary Bangalore

Encl: a/a



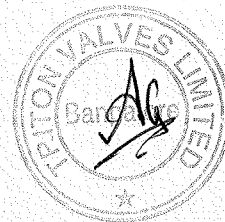
**TRITON**  
VALVES LTD

Challenging Excellence

ANNEXURE - A

**Format for Voting Results**

Date of the AGM	September 24, 2019
Total number of shareholders on record date	6392
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 48
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	No video conferencing facility was provided



**Item No. 1 - Adoption of the Audited Financial Statements i.e. Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended as on March 31, 2019 and the Reports of the Directors including Secretarial Audit Report and of the Auditors thereon.**

Resolution required: (Ordinary/ Special): Ordinary  
Whether promoter/ promoter group are interested in the agenda/resolution: No

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		4,86,579	97.37	4,86,579	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	4,99,704	-	-	-	-	-	-
	<b>Total</b>	<b>4,99,704</b>	<b>4,86,579</b>	<b>97.37</b>	<b>4,86,579</b>	-	<b>100.00</b>	-
Public Institutions	E-Voting		9,900	100.00	9,900	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	9,900	-	-	-	-	-	-
	<b>Total</b>	<b>9,900</b>	<b>9,900</b>	<b>100.00</b>	<b>9,900</b>	-	<b>100.00</b>	-
Public Non Institutions	E-Voting		966	0.20	964	2	99.79	0.21
	Poll		5,628	1.17	5,628	-	100.00	-
	Postal Ballot (if applicable)	4,80,423	-	-	-	-	-	-
	<b>Total</b>	<b>4,80,423</b>	<b>6,594</b>	<b>1.37</b>	<b>6,592</b>	<b>2</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>9,90,027</b>	<b>5,03,073</b>	<b>50.81</b>	<b>5,03,071</b>	<b>2</b>	<b>99.99</b>	<b>0.00</b>

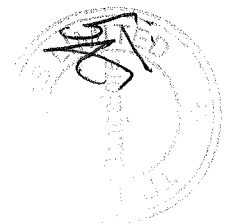


**Item No. 2 - Declaration of dividend**

Resolution required: (Ordinary/ Special): Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution: No

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 Poll		4,86,579	97.37	4,86,579	-	100.00	-
	Postal Ballot (if applicable)	4,99,704	-	-	-	-	-	-
	<b>Total</b>	<b>4,99,704</b>	<b>4,86,579</b>	<b>97.37</b>	<b>4,86,579</b>	-	<b>100.00</b>	-
Public Institutions	E-Voting Poll		9,900	100.00	9,900	-	100.00	-
	Postal Ballot (if applicable)	9,900	-	-	-	-	-	-
	<b>Total</b>	<b>9,900</b>	<b>9,900</b>	<b>100.00</b>	<b>9,900</b>	-	<b>100.00</b>	-
Public Non Institutions	E-Voting Poll		966	0.20	966	-	100.00	-
	Postal Ballot (if applicable)	4,80,423	5,628	1.17	5,628	-	100.00	-
	<b>Total</b>	<b>4,80,423</b>	<b>6,594</b>	<b>1.37</b>	<b>6,594</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>9,90,027</b>	<b>5,03,073</b>	<b>50.81</b>	<b>5,03,073</b>	-	<b>100.00</b>	-



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

Resolution required: (Ordinary/ Special): Ordinary

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 Poll		2,06,538	41.33	2,06,538	-	100.00	-
	Postal Ballot (if applicable)	4,99,704	-	-	-	-	-	-
	<b>Total</b>	<b>4,99,704</b>	<b>2,06,538</b>	<b>41.33</b>	<b>2,06,538</b>	-	<b>100.00</b>	-
Public Institutions	E-Voting Poll		9,900	100.00	9,900	-	100.00	-
	Postal Ballot (if applicable)	9,900	-	-	-	-	-	-
	<b>Total</b>	<b>9,900</b>	<b>9,900</b>	<b>100.00</b>	<b>9,900</b>	-	<b>100.00</b>	-
Public Non Institutions	E-Voting Poll		966	0.20	951	15	98.45	1.55
	Postal Ballot (if applicable)	4,80,423	5,628	1.17	5,628	-	100.00	-
	<b>Total</b>	<b>4,80,423</b>	<b>6,594</b>	<b>1.37</b>	<b>6,579</b>	<b>15</b>	<b>99.77</b>	<b>0.23</b>
<b>Total</b>		<b>9,90,027</b>	<b>2,23,032</b>	<b>22.53</b>	<b>2,23,017</b>	<b>15</b>	<b>99.99</b>	<b>0.00</b>



**Item No. 4 - Continuation of Directorship of Dr. B R Pai (DIN: 00184753) as Non-Executive – Independent Director of the Company, who will attain the age of 75 years.**

Resolution required: (Ordinary/ Special): Special  
Whether promoter/ promoter group are interested in the agenda/resolution: No

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		4,86,579	97.37	4,86,579	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	4,99,704						
	<b>Total</b>	<b>4,99,704</b>	<b>4,86,579</b>	<b>97.37</b>	<b>4,86,579</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting		9,900	100.00	-	9,900	-	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	9,900						
	<b>Total</b>	<b>9,900</b>	<b>9,900</b>	<b>100.00</b>	<b>-</b>	<b>9,900</b>	<b>-</b>	<b>100.00</b>
Public Non Institutions	E-Voting		966	0.20	951	15	98.45	1.55
	Poll		4,098	0.85	4,098	-	100.00	-
	Postal Ballot (if applicable)	4,80,423						
	<b>Total</b>	<b>4,80,423</b>	<b>5,064</b>	<b>1.05</b>	<b>5,049</b>	<b>15</b>	<b>99.70</b>	<b>0.30</b>
<b>Total</b>		<b>9,90,027</b>	<b>5,01,543</b>	<b>50.66</b>	<b>4,91,628</b>	<b>9,915</b>	<b>98.02</b>	<b>1.98</b>



**Item No. 5 - Remuneration to Cost Auditors**

Resolution required: (Ordinary/ Special): Ordinary  
 Whether promoter/ promoter group are interested in the agenda/resolution: No

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		4,86,579	97.37	4,86,579	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	499704	-	-	-	-	-	-
	<b>Total</b>	<b>499704</b>	<b>4,86,579</b>	<b>97.37</b>	<b>4,86,579</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting		9,900	100.00	9,900	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	9900	-	-	-	-	-	-
	<b>Total</b>	<b>9900</b>	<b>9,900</b>	<b>100.00</b>	<b>9,900</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Non Institutions	E-Voting		966	0.20	951	15	98.45	1.55
	Poll		5,628	1.17	5,628	-	100.00	-
	Postal Ballot (if applicable)	480423	-	-	-	-	-	-
	<b>Total</b>	<b>480423</b>	<b>6,594</b>	<b>1.37</b>	<b>6,579</b>	<b>15</b>	<b>99.77</b>	<b>0.23</b>
<b>Total</b>		<b>990027</b>	<b>5,03,073</b>	<b>50.81</b>	<b>5,03,058</b>	<b>15</b>	<b>99.99</b>	<b>0.00</b>



**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

Held on 24<sup>th</sup> September, 2019 at 4:00 P.M. at The Gateway Hotel, Residency Road,  
Bengaluru—560025

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, Bangalore – 560 080, duly appointed as Scrutinizer by Triton Valves Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 43<sup>rd</sup> Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the resolutions proposed in the notice of 43<sup>rd</sup> Annual General Meeting of the Members of the Company held on 24<sup>th</sup> September, 2019. 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 resolutions proposed in the Notice convening the 43<sup>rd</sup> Annual General Meeting of the Company, based on the Report provided by National Securities Depository Limited (NSDL) the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days





from 21<sup>st</sup> September, 2019 (9.00 A.M. IST) till 23<sup>rd</sup> September, 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 Members holding Equity Shares as on the “cut-off date” i.e. 16<sup>th</sup> September, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 43<sup>rd</sup> Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders’ Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Forms which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Polling Papers which were wrongly signed and not matching with the records of Registrar and Transfer Agents have been rejected and treated as invalid.

At the end of the voting period on 23<sup>rd</sup> September, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 24<sup>th</sup> September, 2019 in the presence of Mr. Anoop M.H and Ms. Adithya S Hegde, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing inter *alia*, the list of the Members, who voted “for” or “against” on each of the resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such reports.

- a. 25 members (Folio wise) have cast their votes through remote e-voting.
- b. 23 members (Folio wise) have cast their votes through Polling Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Ballot Forms are as under:





**ORDINARY BUSINESS:**

**Item No.1: Adoption of Financial Statements:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		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	24	497443	21	5628	45	503071	99.999
Dissent	1	2	0	0	1	2	0.001
Total	25	497445	21	5628	46	503073	100
Abstained/ Invalid	NA	NA	02	06	02	06	NA

**Item No. 2: Declaration of Dividend:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		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	25	497445	21	5628	46	503073	100
Dissent	0	0	0	0	0	0	0
Total	25	497445	21	5628	46	503073	100
Abstained/ Invalid	NA	NA	02	06	02	06	NA





**Item No. 3: Retirement of Director by rotation:\***

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		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	19	217389	21	5628	40	223017	99.993
Dissent	3	15	0	0	3	15	0.007
Total	22	217404	21	5628	43	223032	100
Abstained/ Invalid	3	280041	02	06	05	280047	NA

**SPECIAL BUSINESS:**

**Item No. 4: Continuation of Directorship of Dr. B R Pai (DIN: 00184753) as Non-Executive – Independent Director of the Company, who will attain the age of 75 years:\***

**Special Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		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	21	487530	20	4098	41	491628	98.023
Dissent	4	9915	0	0	4	9915	1.977
Total	25	497445	20	4098	45	501543	100
Abstained/ Invalid	NA	NA	3	1536	3	1536	NA





**Item No.5: Remuneration to Cost Auditors:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		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	22	497430	21	5628	43	503058	99.997
Dissent	3	15	0	0	3	15	0.003
Total	25	497445	21	5628	46	503073	100
Abstained/ Invalid	NA	NA	02	06	02	06	NA

\* Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 05 may be deemed to have been **passed by requisite majority**.

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

Date: 26.09.2019  
Place: Bengaluru

Witnesses:

1. Mr. Anoop M. H



Thanking You  
Yours Sincerely

Parameshwar G. Bhat  
Practising Company Secretary  
FCS No.: 8860  
C. P. No.: 11004

2. Ms. Adithya S Hegde