

July 27, 2018

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

Dear Sir,

Sub: 42nd Annual General Meeting - Voting Results

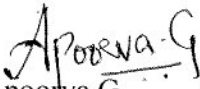
With reference to the above, and our letter dated July 2, 2018, the 42nd Annual General Meeting of the Company was held on July 26, 2018. In this regard, please find enclosed the following documents:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I.
2. Report of Scrutinizer, pursuant to Section 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014.

Request you to kindly take the same on records.

Thanking you,

Yours Sincerely,
For Triton Valves Limited


Apoorva G
Company Secretary



Encl: a/a

Format for Voting Results

Date of the AGM	July 26, 2018
Total number of shareholders on record date	6525
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 47
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, 2018 and the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended as on March 31, 2018 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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100.00	18,069	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18,069	100.00	18,069	-	100.00
Public Non Institutions	E-Voting	4,72,154	532	0.11	502	30	94.36	5.64
	Poll		4,865	1.03	4,865	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,397	1.14	5367	30	99.44
Total		9,90,027	5,23,270	52.85	5,23,240	30	99.99	0.01



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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100.00	18,069	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18,069	100.00	18,069	-	100.00
Public Non Institutions	E-Voting	4,72,154	532	0.11	517	15	97.18	2.82
	Poll		4,865	1.03	4,865	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,397	1.14	5,382	15	99.72
Total		9,90,027	5,23,270	52.85	5,23,255	15	99.99	0.01



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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100	18,069	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18069	100	18069	0	100
Public Non Institutions	E-Voting	4,72,154	518	0.11	503	14	97.10	2.70
	Poll		4,865	1.03	4,865	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,383	1.14	5,368	14	99.72
Total		9,90,027	5,23,256	52.85	5,23,241	14	99.99	0.01



Item No. 4 – Ratification of Appointment of Statutory 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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100	18,069	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18069	100	18069	0	100
Public Non Institutions	E-Voting	4,72,154	532	0.11	415	117	78.01	21.99
	Poll		4,865	1.03	4,865	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,397	1.14	5,280	117	97.83
Total		9,90,027	5,23,270	52.85	5,23,153	117	99.98	0.02



Item No. 5 - Appointment of Mr. Prashanth Nayak (DIN 03371824) as Director

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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100	18,069	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18069	100	18069	0	100
Public Non Institutions	E-Voting	4,72,154	532	0.11	418	114	78.57	21.43
	Poll		4,865	1.03	4,865	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,397	1	5,283	114	97.89
Total		9,90,027	5,23,270	52.85	5,23,156	114	99.98	0.02



Item No. 6 - Appointment of Mr. Prashanth Nayak (DIN 03371824) as Independent Director

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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100	18,069	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18069	100	18069	0	100
Public Non Institutions	E-Voting	4,72,154	532	0.11	418	114	78.57	21.43
	Poll		4,865	1.03	4,865	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,397	1	5,283	114	97.89
Total		9,90,027	523,270	52.85	523,156	114	99.98	0.02



Item No. 7 - Increase in Borrowings Powers of the Company

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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100		18,069	0	100
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18069	100	0	18069	0
Public Non Institutions	E-Voting	4,72,154	532	0.11	518	14	97.37	2.63
	Poll		4,865	1.03	4,865	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,397	1	5,383	14	99.74
Total		9,90,027	523,270	52.85	505,187	18,083	96.54	3.46



Item No. 8 - 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	4,99,804	4,99,804	100.00	4,99,804	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,804	4,99,804	100.00	4,99,804	-	100.00
Public Institutions	E-Voting	18,069	18,069	100	18,069	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		18,069	18069	100	18069	0	100
Public Non Institutions	E-Voting	4,72,154	532	0.11	432	100	81.20	18.80
	Poll		4,865	1.03	4,865	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,72,154	5,397	1	5,297	100	98.15
Total		9,90,027	523,270	52.85	523,170	100	99.98	0.02



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

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, 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 42nd 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 42nd Annual General Meeting of the Members of the Company held on 26th July, 2018. 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 42nd 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 23rd July, 2018 (9.00 A.M. IST) till 25th July, 2018 (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. 18th July, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 42nd 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 25th July, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 26th July, 2018 in the presence of Mr. Vinay Hegde and Mrs. S. Kalai Vani, 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 and based on such reports,

- a. 28 members have cast their votes through remote e-voting.
- b. 25 members 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	26	518375	22	4865	48	523240	99.99
Dissent	2	30	0	0	2	30	0.01
Total	28	518405	22	4865	50	523270	100.00
Abstained/ Invalid	0	0	3	62	3	62	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	27	518390	22	4865	49	523255	99.99
Dissent	1	15	0	0	1	15	0.01
Total	28	518405	22	4865	50	523270	100.00
Abstained/ Invalid	0	0	3	62	3	62	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	25	268350	22	4865	47	273215	99.99
Dissent	1	14	0	0	1	14	0.01
Total	26	268364	22	4865	48	273229	100.00
Abstained/ Invalid	2	250041	3	62	3	62	NA

Item No. 4: Ratification of Appointment of Statutory 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	25	518288	22	4865	47	523153	99.98
Dissent	3	117	0	0	3	117	0.02
Total	28	518405	22	4865	50	523270	100.00
Abstained/ Invalid	0	0	3	62	3	62	NA



SPECIAL BUSINESS:

Item No. 5: Appointment of Mr. Prashanth Nayak (DIN: 03371824) as Director:

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	26	518291	22	4865	48	523156	99.98
Dissent	2	114	0	0	2	114	0.02
Total	28	518405	22	4865	50	523270	100.00
Abstained/ Invalid	0	0	3	62	3	62	NA

Item No. 6: Appointment of Mr. Prashanth Nayak (DIN 03371824) as Independent Director:

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	26	518291	22	4865	48	523156	99.98
Dissent	2	114	0	0	2	114	0.02
Total	28	518405	22	4865	50	523270	100.00
Abstained/ Invalid	0	0	3	62	3	62	NA



Item No. 7: Increase in Borrowings Powers of the Company:**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	23	500322	22	4865	45	505187	96.54
Dissent	5	18083	0	0	5	18083	3.46
Total	28	518405	22	4865	50	523270	100.00
Abstained/ Invalid	0	0	3	62	3	62	NA

Item No.8: 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	27	518305	22	4865	49	523170	99.98
Dissent	1	100	0	0	1	100	0.02
Total	28	518405	22	4865	50	523270	100.00
Abstained/ Invalid	0	0	3	62	3	62	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 08 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: 27.07.2018

Place: Bengaluru



Thanking You
Yours Sincerely

Parameshwar G. Bhat
Practising Company Secretary

FCS No.: 8860

C. P. No.: 11004

Witness:

1. Vinay Hegde

2. S. Kalai Vani