



TRITON CORP LTD

30th

Annual Report

2019 - 2020

30th ANNUAL REPORT 2019-2020**BOARD OF DIRECTORS**

- Mr. Sudhish Kumar - Chairman (Resigned on 15.09.2020)
Mrs. Meena Rastogi - Non-Executive Director (Appointed on 08.09.2020)
Mrs. Sheetal Jain - Managing Director
Mr. Tushar Rastogi - Independent Director
Mr. Bharat Singh Bisht - Independent Director

CHIEF FINANCIAL OFFICER

Mr. Rajeev Kumar Gupta

COMPANY SECRETARY

Ms. Tara Rawat (Joined on 24th February, 2020)

COMMITTEES OF BOARD**AUDIT COMMITTEE**

- Mr. Tushar Rastogi - Chairman
Mrs. Meena Rastogi - Member
Mr. Bharat Singh Bisht - Member

STAKEHOLDER RELATIONSHIP COMMITTEE

- Mrs. Meena Rastogi - Chairman
Mr. Bharat Singh Bisht - Member
Mr. Tushar Rastogi - Member

NOMINATION AND REMUNERATION COMMITTEE

- Mr. Bharat Singh Bisht - Chairman
Mrs. Meena Rastogi - Member
Mr. Tushar Rastogi - Member

REGISTRAR & SHARE TRANSFER AGENTS

M/s Mas Services Limited
T-34, IInd Floor Okhla Industrial Area
Phase-II, New Delhi-110020
Contact No. 011- 26387281/82/83
Fax No. 011 - 26387384

REGISTERED & CORPORATE OFFICE

R-4, Unti-102 First Floor, Khirki Extension Main Road,
Malviya Nagar, New Delhi-110017

Website

www.tritoncorp.in

SUBSIDIARY

Maple eSolutions Limited

BANKERS

Karnataka Bank Limited
Overseas Branch, 8-B, Upper Ground Floor, Pusa
Road, Rajendra Park, New Delhi-110060

Bank of India
Star House , 3rd Floor, H-2, Connaught Circus,
New Delhi-110001.

Kotak Mahindra Bank
(Earlier ING Vysya Bank)
Connaught Place, Branch Narayan Manzil, 23, 13
Barakhamba Road, New Delhi-110001.

STATUTORY AUDITORS

AAAM & Co.
Chartered Accountants
A-58, Sector-65, Noida
Uttar Pradesh, 201301

SECRETARIAL AUDITORS

Datt Ganesh & Associates
Practicing Company Secretaries
Address: 389-G, Pocket – 2,
Mayur Vihar, Phase - 1, Delhi - 110091

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NOTICE FOR THE 30th ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the 30th Annual General Meeting of the members of Triton Corp Limited will be held on Saturday, 26th December 2020 at 11.30 am to transact through Video Conferencing ("VC") / Other AudioVisual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the company for the Financial Year ended on 31st March, 2020 together with the Reports of Board of Directors', Statutory Auditors' and Secretarial Auditors' thereon.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT Audited Financial Statements including Consolidated Financial

Statements of the Company for the Financial Year ended on 31st March, 2020 together with the Boards' Report, the Report of Statutory Auditors' and Report of Secretarial Auditors' thereon as circulated to the shareholders and laid before the meeting be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

2. **Appointment of Mrs. Meena Rastogi as a Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, Mrs. Meena Rastogi (DIN: 01572002), who was appointed as Additional Director with effect from September 08, 2020 and who holds office only up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.

"FURTHER RESOLVED THAT any Director/Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including to sign and execute the requisite forms, intimations, undertakings and other necessary papers with the Registrar of Companies and other regulatory authorities in connection therewith and to take such steps as may be necessary to give effect to this resolution."

By order of the Board of Directors

For Triton Corp Limited

Date: November 30, 2020
Place: New Delhi

Sd/-
Tara Rawat
(Company Secretary)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 2: Appointment of Mrs. Meena Rastogi as Director:**

Board of directors of the Company has appointed Mrs. Meena Rastogias Additional Director of the Company at its meeting held on September 08, 2020 on the recommendation of the Nomination and Remuneration Committee and She holds office of the Director till the conclusion of next Annual General Meeting as per section 161 of Companies Act 2013. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mrs. Rastogi as Director of the Company. Brief profile of Mrs. Rastogi is given below for reference of the member.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

By order of the Board of Directors
For **Triton Corp Limited**

Date: November 30,2020
Place: New Delhi

Sd/-
Tara Rawat
(Company Secretary)

Details of Director seeking appointment/re-appointment at the 30th Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

| | | |
|---|---|---|
| Name of the Director | : | Mrs. Meena Rastogi |
| Date of Birth | : | 29.03.1950 |
| Date of Appointment | : | 08.09.2020 |
| Expertise in Specific functional areas | : | Administration |
| Qualifications | : | Graduate |
| List of Companies in which outside Directorship held (Excludes directorships in private Limited Companies) | : | <ul style="list-style-type: none"> i) Alchemist Corporation Limited ii) Kautilya Infotech Limited iii) NDR Hospitals Limited |
| Chairman/member of the Committees of the Boards of | | |
| Other companies on which she is a Director | : | Alchemist Corporation Limited |
| Shareholding of non-executive directors | : | 32,250 Shares in Triton Corp Ltd. |

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular No. 20/2020 dated May 5, 2020 read with circular No. 14/2020 and Circular No. 17/2020 dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to pkbndassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. a) The Register of Members and Share Transfer Books of the Company will remain closed from December 20, 2020 to December 26, 2020 (both days inclusive).
b) The remote e-voting period commences on Wednesday, December 23, 2020 (09:00 am) and ends on Friday, December 25, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 19, 2020, may cast their vote by remote e-voting.
7. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.
8. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
9. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to cs@tritoncorp.in, at least one week before the meeting.
10. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
11. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
12. 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 their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
13. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2019- 2020 including notice of 30th AGM is being sent only through electronic mode. Those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may register your email id in following manner.

| | |
|-------------------------|---|
| Physical Holding | Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the 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) for registering email address. |
| Demat Holding | Please contact your Depository Participant (DP) and register your email address as per the process advised by DP. |

15. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.

16. Voting through electronic means: In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Company is offering e-voting facility to its members. Detailed procedure is given below.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.

- i. Click on “Shareholders” module.
- ii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iii. Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- iv. If you are a first time user follow the steps given below:

| | For Shareholders holding shares in Demat Form and Physical Form |
|---|--|
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN 201201021 for the Triton Corp Limited.
- ix. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for

voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES :

FOR PHYSICAL SHAREHOLDERS- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com.

FOR DEMAT SHAREHOLDERS - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on ‘live streaming’ tab and you will be redirected to ‘cisco’ website.

- | | |
|-------------------------------|--|
| In the “Name” field | - Put your USERID as informed in e-mail. |
| In the “last name” field | - Enter your Name |
| In the “Email ID” field | - Put your email ID |
| In the “Event password” field | - Put the password as “cdsl@1234” |

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

Kindly click on ‘Run a temporary application’, after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

✓ Please download webex application from play store

NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC:

The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.

- a. Once the home page of e-voting system is launched, Click Shareholders/Members tab.
- b. A new screen will appear, enter user id as mentioned in your invite email, or read point number iii as given above.
- c. Since you are a registered user, again a new screen will be appeared. Enter your existing CDSL password in password field.
- d. In case you are 1st time user of CDSL e-voting system, then enter your user id, PAN and bank detail/DOB/DOI or follow instruction as given point number vi above or mentioned in invite email;
- e. After successful login, you will be able to see the Home page of e-Voting.
- f. For e-voting, click EVSN number of the Company for which you wish to cast your vote given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

Additional Shareholder Information

Annual General Meeting

Date : 26th December, 2020 (Saturday)

Time : 11.30 A.M.

Venue : Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Financial Calendar

Financial Year: April 1 to March 31 for the Financial Year 2019-2020,

Quarterly un-audited/annual audited

| | Results shall be announced by: |
|----------------|---|
| First quarter | 11 th August, 2020 (Since Announced) |
| Half yearly | 06 th November, 2020 (Since Announced) |
| Third quarter | 12 th February, 2021 |
| Fourth quarter | 29 th May, 2021 |

Book Closure

The dates of Book closure are from 20.12.2020 to 26.12.2020 (inclusive of both days).