

Troton valves Ltd.

**Annual Report
1999-2000**





TRITON VALVES LIMITED



BOARD OF DIRECTORS

Anuradha M. Gokarn
Chairman & Managing Director

N.S.S. Murthy
Dr. M.N. Srinivasan
M.R. Hosangady
Dr. Renuka Viswanathan

BANKERS

State Bank of India

AUDITORS

Brahmayya & Co.,
10/2, Kasturba Road,
Bangalore - 560 001.

REGISTERED OFFICE

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

FACTORY

Mercara Road,
Belvadi,
Mysore - 571 186.



TRITON VALVES LIMITED



NOTICE

Notice is hereby given that the Twentyfourth Annual General Meeting of Triton Valves Limited will be held at the Registered Office at 'Sunrise Chambers' 22, Ulsoor Road, Bangalore 560 042 at 4.00 PM on Thursday the 28th September 2000 to transact the following business.

Ordinary Business

1. To receive and adopt the Directors' Report together with the Audited Accounts for the year ended 31st March 2000 and the Auditors' Report thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri.M.R.Hosangady who retires by rotation and being eligible offers himself for re-election.
4. To appoint a Director in place of Dr. Renuka Viswanathan who retires by rotation and being eligible offers herself for re-election.
5. To appoint Auditors and in that connection to consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution.

"RESOLVED that Messrs Brahmayya & Co., Bangalore be and are hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a total remuneration of Rs. 40,000/-."

Special Business

6. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution.

"RESOLVED that in partial modification of Resolution No.6 passed at the 19th Annual General Meeting of the Company held on 20th September 1995 and pursuant to Section 293(1)(d) of the Companies Act 1956 and other applicable provisions, if any, of the said Act, consent be and is hereby accorded to the Board of Directors of the Company for borrowing for the purposes of the Company any sum or sums of money from time to time upon such terms and conditions and with or without security as the Board of Directors may be in its discretion think fit, notwithstanding that the sum or sums so borrowed together with the monies if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in ordinary course of business) may exceed in the aggregate the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, so that the total amount up to which the monies may be so borrowed and remaining outstanding on account of principal shall not at any time exceed Rs.20,00,00,000/- (Rupees Twenty crores only)".

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

"RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 293 (1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company for creating a First Charge on all the immovable and movable properties of the Company



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wheresoever situate, present and future, in favour of the State Bank of India to secure Working Capital/Term Loan Facilities of Rs.1250 lakhs lent and advanced to the Company by the State Bank of India together with interest, costs, charges, expenses and other monies payable by the Company to the State Bank of India under their Loan Agreement entered into by the Company in respect of the said Working Capital/Term Loan Facilities."

"RESOLVED further that the Board of Directors of the Company be and is hereby authorised to finalise with the State Bank of India the documents for creating the aforesaid charge and do all such acts and things as may be necessary for giving effect to the above resolution".

Registered Office
'Sunrise Chambers'
22, Ulsoor Road,
BANGALORE - 560 042.

30th June 2000

By order of the Board of Directors

ANURADHAM.GOKARN
CHAIRMAN & MANAGING DIRECTOR





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NOTES

1. Explanatory statement in regard to item 5, 6 & 7 as required by Section 173(2) of the Companies Act 1956 is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form duly completed and signed should reach the Company's Registered Office at least 48 hours before the time fixed for the meeting.
3. *The Register of Members and Share Transfer Books of the Company will remain closed from 19th September 2000 to 28th September 2000 (both days inclusive).*
4. The dividend recommended by the Board, if approved, at the Annual General Meeting, will be paid on or before 8th November 2000 to the Members registered in the Register of Members of the Company on 28th September 2000.
5. As required under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Amendment Rules, 1988 we hereby confirm that unclaimed dividends declared for the financial years ended March 31, 1988 to 1995 were transferred to the General Revenue Account of the Central Government. Shareholders, who have not encashed the cheques/drafts for the said period are requested to claim the payment from the Registrar of Companies, Karnataka, Kendriya Sadan, Koramangala, Bangalore 560 034.
6. Shareholders are requested to claim their unclaimed dividend if any, relating to the dividend declared for the Financial Years ended March 31, 1996, 1997, 1998 & 1999. Dividends unclaimed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund, which shall be constituted by the Central Government under Sec.205 (A) & 205 (C) of the Companies Act 1956. It may please be noted that no claim shall be made by the shareholder, for the unclaimed dividends which have been transferred to the Investor Education & Protection Fund of the Central Government, under the amended provisions of Sec.205 (B) of the Companies Act 1956.

The unclaimed dividends declared for the financial year ended March 31, 1996, 1997, 1998 & 1999 will be transferred to the Central Government in November 2003, 2004, 2005 & 2006 respectively.

ANNEXURE TO THE NOTICE

Explanatory statement under Section 173(2) of the Companies Act, 1956.

Item No. 5

As the Shareholding of the public financial institutions in the Company exceeds 25% of the subscribed share capital, a Special Resolution under section 224A of the Companies Act 1956 is required to be passed for the appointment of Auditors. Hence this Special Resolution.

None of the Directors of the Company is concerned or interested in this resolution.

Item No. 6

At the 19th Annual General Meeting of the Company held on 20th September 1995 the members of the Company had authorised, pursuant to Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company to borrow upto Rs.15 crores from banks/financial institutions by mortgage/ hypothecation/ charge/ pledge of the Company's fixed assets.



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The Company is planning to take up a major expansion scheme for increasing the manufacturing capacity in phases and proposes to borrow further sums of money from the bank/financial institutions to meet part of the cost of this scheme. It has therefore become necessary now to enhance the above borrowing limit of the Board of Directors and a limit of Rs.20 crores is considered appropriate, taking into account the future contingencies. None of the Directors of the Company is concerned or interested in this resolution.

Item No. 7

At the request of the Company the State Bank of India has sanctioned to the Company, Working Capital/ Term Loan Facilities of Rs.1250 lakhs for meeting the Company's needs. This has to be secured by a First Charge of all the immovable and movable properties of the Company present and future.

Section 293 (1) (a) of the Companies Act 1956 provides inter alia, that the Board of Directors of a Public Company shall not without the consent of such Public Company in General meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

A similar resolution has already been adopted by the company in the eighteenth Annual General Meeting held on 22nd September 1994 under section 293(1) (a) of the Companies Act 1956 for an amount of Rs.455 lakhs in favour of the State Bank of India.

Since the creating of the First Charge on immovable and movable properties of the Company in favour of the State Bank of India may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the members to pass a resolution under section 293 (1)(a) of the Companies Act, 1956 before the creation of the First charge.

None of the Directors of the Company is concerned or interested in this resolution.

By order of the Board of Directors

ANURADHA M. GOKARN
CHAIRMAN & MANAGING DIRECTOR

Registered Office
'Sunrise Chambers'
22, Ulsoor Road,
BANGALORE - 560 042.

30th June 2000



TRITON VALVES LIMITED



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twentyfourth Annual Report together with the Audited Accounts for the year ended 31st March 2000.

(Rs. in lakhs)

	31.03.2000	31.03.1999
	Rs.	Rs.
1. Financial Results		
Profit for the year before tax	339.03	286.77
Provision for Taxation	136.00	94.78
Profit after Tax	203.03	191.99
Add balance brought forward	26.00	23.87
Profit available for appropriation	229.03	215.86
2. Appropriations		
Proposed dividend		
80% on Equity Shares	25.60	22.40
Tax on dividend	5.12	2.46
General Reserve	167.00	165.00
Balance carried forward	31.31	26.00
	229.03	215.86

3. Dividend

Your Directors recommend a dividend of 80% on Equity Shares.

4. Performance

The Company's sales turnover registered an impressive increase to Rs.31.44 crores as against Rs.26.70 crores of the previous year. The improved performance resulted in a pretax profit of Rs.339.03 lakhs registering an increase of 18% over the previous year.

5. Labour Relations

Labour Relations continued to be cordial during the year.

6. Particulars of Employees under Section 217 (2A)

A statement of Particulars of the employees of the Company in terms of Section 217(2A) of the Companies Act 1956 is annexed hereto.



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7. Directors

Shri M.R. Hosangady and Dr. Renuka Viswanathan retire by rotation at the conclusion of this Annual General Meeting and are eligible for reappointment.

8. Auditors

M/s. Brahmayya & Co., Bangalore, retire at the conclusion of this Annual General Meeting and are eligible for reappointment.

9. Conservation of Energy, Technology Absorption, Exports and Foreign Exchange Earnings and out go.

A statement giving details of the above in accordance with Sec. 217(1)(e) of the Companies (Disclosure of Particulars in the Report of Directors) Rules 1988 is enclosed.

10. Prospects for the Current Year

Sales during the first two months of the current financial year were higher by 41% compared to the corresponding period of the previous year and the Company is hopeful of maintaining growth. The price of copper has been steadily increasing and this trend continued during the first quarter of the current year. Your Company is actively considering various measures to offset this increase in the raw material cost.

11. Y2K Compliance:

Your Company had a smooth transition to Y2K in view of the steps taken to ensure Y2K compliance for its computer system and the expenditure incurred on this was not significant.

12. Acknowledgement:

Your Directors thank the customers, vendors and investors for their continued support to your Company's growth. Your Directors place on record their appreciation of the support given and the understanding shown by ICICI, State Bank of India and the Government of Karnataka.

Your Directors also wish to place on record their appreciation of the contribution made by the employees at all levels.

For and on behalf of the Board of Directors

ANURADHA M. GOKARN
CHAIRMAN & MANAGING DIRECTOR

Bangalore
30th June 2000



TRITON VALVES LIMITED



ANNEXURE TO THE DIRECTORS' REPORT

- I. Information as per Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) (Amendment) Rules 1975, and forming part of the Directors Report for the year ended 31st March 2000.

(a) Name: Anuradha M. Gokarn (b) Age: 57 Years (c) Designation/Nature of duties : Chairman & Managing Director (d) Remuneration received : Rs.19,21,808/- (e) Qualification : M.A., M.Phil and Diploma in French (f) Experience (Years) : 19 (g) Date of commencement of employment : 10.10.86 (h) Last Employment: Sri Shikshyatan College.

Notes

1. Nature of Employment : Contractual
2. Other Terms & Conditions : As per the rules of the Company
3. Remuneration as shown above includes salary, commission, Company's contribution to Provident Fund, House Rent Allowance, Medical facilities and value of other perquisites .

II A. Conservation of Energy

- a) Power factor of power supplied from Karnataka Power Transmission Corporation Limited (KPTCL) has been constantly monitored and maintained at around 0.90.
- b) Introduction of certain equipment improved productivity resulting inter-alia in energy saving.

B. Technology Absorption

1. Research & Development

- i) *Specific areas in which R & D carried out by the Company.*
 - a) Development of Valves to meet Customers' specific requirement.
 - b) Cost effective manufacturing process extended to more product segments.
 - c) Enabling a single Operator to monitor more than one machine.
- ii) *Benefits*
 - a) Widening of Product range.
 - b) Saving in manpower
 - c) Saving in raw materials
- iii) *Future plan of action*
 - a) To automate more work areas.
 - b) To further extend cost effective manufacturing process to other product segments.
 - c) Continuous improvement projects to improve machine availability and reduction of in process rejection.