

# 33rd Annual Report 2009

Report  junction.com





## Triton Valves Limited

Sunrise Chambers, 22 Ulsoor Road, Bangalore - 560 042

### ATTENDANCE SLIP

I hereby record my presence at the Thirtythird Annual General Meeting held on Friday, the July 10, 2009 at 4.30 p.m. at Hotel Ajantha, 22-A, M.G. Road, Bangalore - 560 001.

Name of the Shareholder(s) .....  
(In Block Capitals)

Name of the Proxy or Company Representation .....  
(In Block Capitals)

Signature of Shareholder(s) or

Proxy or Company Representation .....

Note : 1. A Proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he holds Proxy.

2. Members are requested to bring their copy of the Annual Report with them to the Meeting as additional copies of the same will not be available at the Meeting.

Reg. Folio No. ....

\* Client ID No. ....

\* DP ID No. .... No. of shares held .....

\* Applicable for investors holding shares in electronic form.

## Triton Valves Limited

Sunrise Chambers, 22 Ulsoor Road, Bangalore - 560 042

### PROXY FORM

I / We.....of.....in the  
District of..... being a member / members of the above named Company  
hereby appoint Mr./Mrs. Ms.....of.....in  
the district of .....or failing him of.....in  
the district of ..... on my / our behalf at the  
Thirtythird Annual General Meeting of the company to be held on Friday, the July 10, 2009 at 4.30 p.m. at  
Hotel Ajantha, 22-A, M.G. Road, Bangalore - 560 001.

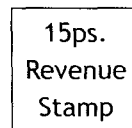
Signed this ..... day of ..... 2009

Reg. Folio No. .... No. of shares held.....

\* Client ID No. .... \* DP ID No. ....

Note: The Companies Act, 1956 lays down that an instrument appointing a proxy shall be deposited at the Registered Office of the company not less than FORTY-EIGHT HOURS before the time fixed for holding the meeting.

\* Applicable for investors holding shares in electronic form.



(Signature)

## CONTENTS

Ten years at a Glance	2
Board of Directors	3
Notice	4
Directors' Report	7
Annexure to Directors' Report	9
Management Discussion and Analysis	10
Corporate Governance	12
Compliance Certificate	17
Auditors' Report	20
Balance Sheet	23
Profit and Loss Account	24
Schedules to the Accounts	25
Cash Flow Statement	38
Balance Sheet Abstract	40

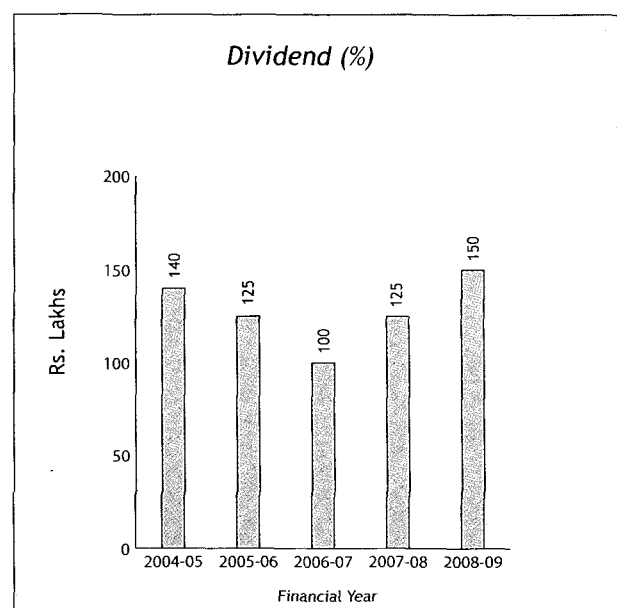
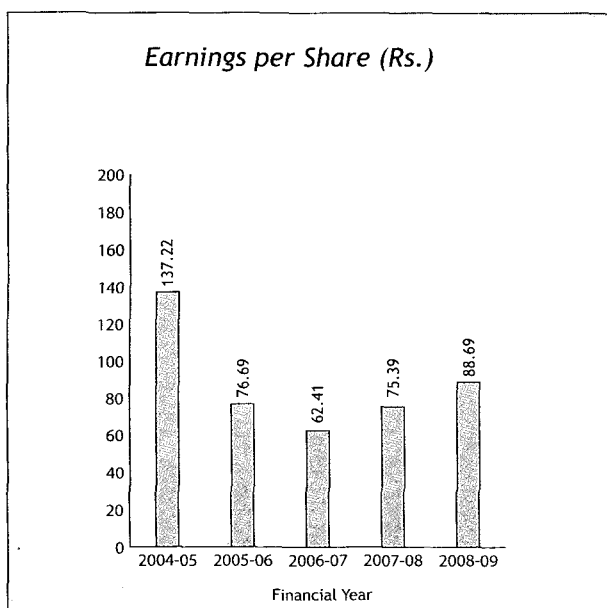
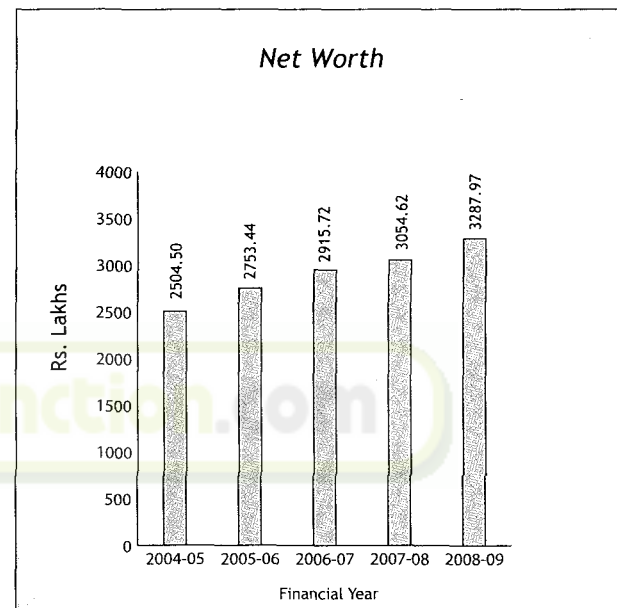
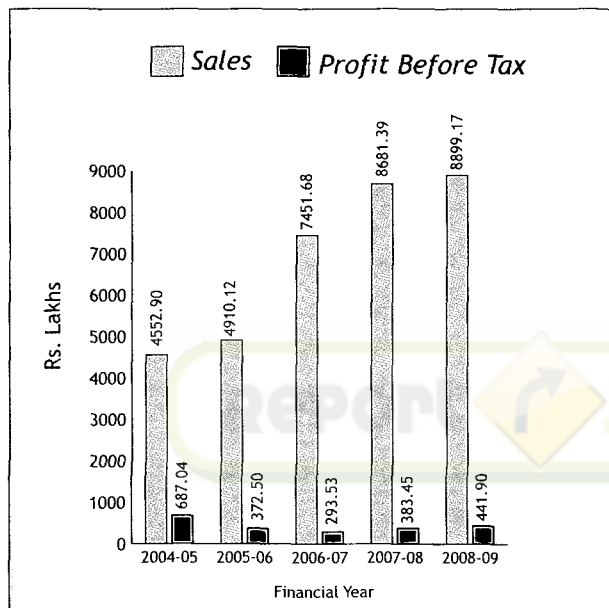
### General Information for Shareholders:

1. Time & Date of AGM : 4.30 PM on Friday, July 10, 2009
2. Venue of AGM : Hotel Ajantha, 22-A, M. G. Road, Bangalore-560001
3. Dates of Books closure : July 01, 2009 to July 10, 2009
4. Financial Year : April to March
5. Dividend Payment Date : Before 9th August, 2009
6. The equity shares of Rs. 10/- each listed at : Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400 001.  
  
Bangalore Stock Exchange Limited  
Stock Exchange Towers,  
51, 1st Cross, J. C. Road,  
Bangalore-560 027.
7. Registered Office : Sunrise Chambers  
22, Ulsoor Road, Bangalore - 560 042.

## TEN YEARS PERFORMANCE AT A GLANCE

Rs. Lakhs

Particulars	1999-00	2000-01	2001-02	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09
Sales	2878.89	3149.34	3007.65	3553.86	4026.71	4552.90	4910.12	7451.68	8681.39	8899.17
Profit Before Tax	339.03	210.93	257.52	661.40	739.83	687.04	372.50	293.53	383.45	441.90
Profit After Tax	203.03	100.93	150.17	365.40	418.81	439.13	245.43	199.72	241.24	283.82
Dividend	80%	55%	72%	150%	150%	140%	125%	100%	125%	150%
Earnings per Share	63.45	31.54	46.93	114.18	130.87	137.22	76.69	62.41	75.39	88.69
Gross Fixed Assets	1159.30	1252.95	1371.41	1399.91	1431.32	1528.08	1796.44	2372.06	3664.40	4412.69
Net Worth	1270.85	1352.38	1429.51	1749.69	2116.03	2504.50	2753.44	2915.72	3054.62	3287.97





## **BOARD OF DIRECTORS**

P.P. Prabhu, Chairman

Anuradha M. Gokarn, Managing Director

N.S.S. Murthy

Dr. M.N. Srinivasan

M.R. Hosangady

Dr. B.R. Pai

Ram Bajekal (Upto 23<sup>rd</sup> March 2009)

D. Albert Irudayaraj, Director Manufacturing (upto 7<sup>th</sup> May 2008)

Aditya M. Gokarn, Executive Director

## **BANKERS**

HDFC Bank Limited

Citibank N.A.

Standard Chartered Bank

Kotak Mahindra Bank

## **AUDITORS**

Brahmayya & Co.,

Chartered Accountants

10/2, Kasturba Road

Bangalore - 560 001.

## **REGISTERED OFFICE**

Sunrise Chambers

22, Ulsoor Road,

Bangalore - 560 042

## **FACTORY**

Mercara Road

Belavadi

Mysore - 570 018

## **SHARE TRANSFER AGENT**

Canbank Computer Services Ltd.,

J P Royale, 1st Floor,

218, 2nd Main, Sampige Road,

Malleshwaram,

Bangalore - 560003



## **NOTICE**

Notice is hereby given that the Thirtythird Annual General Meeting of Triton Valves Limited will be held at Hotel Ajantha, 22-A, M.G.Road, Bangalore-560001 on Friday the 10<sup>th</sup> of July 2009 at 4.30 P.M to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009, Profit and Loss Account for the year ended on that date, the reports of the Board of Directors & Auditors and Compliance Certificate thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. M.R.Hosangady who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint a Director in place of Mr.P.P.Prabhu who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

### **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, pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Securities) Guidelines 2003 (hereinafter referred to as the "Delisting Guidelines") and subject to the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules made there under, Listing Agreement, and all other applicable rules, regulations and guidelines and subject to the approval of the Stock Exchanges where the shares of the Company are listed, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to delist the equity shares of the Company from The Bangalore Stock Exchange Limited, Bangalore (BgSE) with immediate effect.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board of Directors or any Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary for the purpose."

By order of the Board of Directors of  
Triton Valves Limited

**ANURADHA M. GOKARN**  
Managing Director

Bangalore  
15<sup>th</sup> May 2009

Registered Office:  
Sunrise Chambers  
22, Ulsoor Road,  
Bangalore - 560 042



## NOTES

1. The Explanatory Statement in regard to special business as required pursuant to 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 TO VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The Instrument appointing the proxy, in order to be valid, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 1st July 2009 to 10<sup>th</sup> July 2009 (both days inclusive).
5. The dividend recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 9<sup>th</sup> August 2009 to the Shareholders whose names appear in the Register of Members of the Company as on 1<sup>st</sup> July 2009 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as at the close of business hours on 1<sup>st</sup> July 2009.
6. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent, Canbank Computer Services Limited, 218, J.P.Royale, 1<sup>st</sup> Floor, 2<sup>nd</sup> Main, Sampige Road, Malleswaram, Bangalore-560 003. Members are requested to note that dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment will, as per Section 205A(5) read with Section 205C of the Companies Act, 1956, be transferred to the Investors Education and Protection Fund. The Company has transferred the unclaimed dividend up to the financial year ended 31<sup>st</sup> March 2001 to the Fund.

After completion of seven years as aforesaid, no claims shall lie against the Investors Education and Protection Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

7. Details of Directors seeking Appointment at the Annual General Meeting:

Particulars	Mr.P.P.Prabhu	Mr.M.R.Hosangady
Date of birth	May 21, 1940	November 11, 1926
Date of appointment	January 31, 2003	September 25, 1991
Qualifications	M.Com	B.E.
Expertise in specific functional area	Wide experience in Government and Corporate Management	Wide experience in Corporate Management
Directorships held in other Public Companies	Tata Coffee Ltd. Bhoruka Power Corpn. Ltd.	Ester Industries Ltd. AFD Industries Ltd.
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholder Grievance Committee)	Bhoruka Power Corpn. Ltd.	Nil
No. of shares held in the Company	Nil	Nil

By order of the Board of Directors  
ANURADHA M. GOKARN  
Managing Director

Bangalore  
15<sup>th</sup> May 2009  
Registered Office:  
Sunrise Chambers  
22, Ulsoor Road,  
Bangalore - 560 042



## EXPLANATORY STATEMENT UNDER SECTION 173(2) OF COMPANIES' ACT, 1956

### Item 6-

The shares of the Company are presently listed on the Bombay Stock Exchange Limited (BSE) and the Bangalore Stock Exchange Limited (BgSE).

The shares of the Company are at present being traded only on the BSE. There has been no trading on the BgSE as the Regional Stock Exchanges do not have a trading platform. Recently SEBI has permitted listed Companies to delist from the Regional Stock Exchanges if the Company's shares are listed on any National level Stock Exchange. In accordance with the guidelines of SEBI, the Board of Directors of the Company have proposed to delist the shares of the Company from the BgSE. The shares of the Company would continue to be listed on the BSE.

In accordance with the SEBI Guidelines the approval of the members by way of a Special Resolution is required for enabling voluntary delisting of the securities from the stock exchanges. Accordingly the approval of the shareholders is sought.

The Board recommends the Resolution for approval of the members.

None of the Directors of the Company is interested or concerned in the Resolution.







## DIRECTORS' REPORT

Your Directors have pleasure in presenting the Thirtythird Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March 2009.

	31.03.2009 (Rs. Lakh)	31.03.2008 (Rs. Lakh)
<b>1. Financial Results</b>		
Profit Before Tax	441.90	383.45
Provision for Taxation	158.08	142.21
Profit After Tax	283.82	241.24
Add: (a) Excess Provision written back	5.69	-
(b) Balance Brought Forward	157.00	112.56
Profit available for appropriation	<u>446.51</u>	<u>353.80</u>
<b>2. Appropriations</b>		
Proposed Dividend on equity shares	48.00	40.00
Tax on Dividend	8.16	6.80
General Reserve	200.00	150.00
Balance Carried Forward	<u>190.35</u>	<u>157.00</u>
	<u>446.51</u>	<u>353.80</u>

### 3. Dividend

Your Directors are pleased to recommend a dividend of Rs. 15 per Equity Share (150%) for the Financial Year ended 31<sup>st</sup> March 2009.

### 4. Performance

The Company's sales turnover net of excise duty and discount increased to Rs. 78.37 crore as against Rs. 74.69 crore in the previous year. Sales volumes registered good growth during the first half of the year but fell steeply in the second half on account of the slow-down in the automotive industry. Overall sales were flat despite which Profit after Tax increased from Rs. 2.41 crore to Rs. 2.84 crore on a year-on-year basis. The Company was able to manage costs effectively through the recession to ensure that margins were maintained.

### 5. Prospects for the Financial Year 2009-2010

The Company expects incremental growth during the Financial Year 2009-2010. The macro-economic conditions are expected to improve gradually through the financial year 2009-10. Although the automobile industry is expected to do better than in 2008-09, the outlook remains cautious. Raw material prices are expected to remain volatile.

### 6. Directors

Mr.P.P.Prabhu and Mr.M.R.Hosangady retire by rotation at the Annual General Meeting and being eligible have offered themselves for re-appointment.

Mr. Ram Bajekal, Director resigned from the Board w.e.f. 23<sup>rd</sup> March 2009. The Board places on record its appreciation of the valuable services rendered by him during his tenure as a Director.

### 7. Auditors

The Statutory Auditors of the Company, M/s Brahmayya & Co., Bangalore, retire at the conclusion of this Annual General Meeting and are eligible for re-appointment.



## 8. Employee Relations

Employee Relations continued to be cordial during the year.

## 9. Particulars of Employees under Section 217(2A)

Information as per Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of employees) Rules, 1975, is forming part of the Annexure to this report.

## 10. Conservation of Energy, Technology Absorption, Exports and Foreign Earnings & Outgo

Information required to be furnished pursuant to Section 217(1)(e) of the Companies Act 1956 read with Companies (Disclosure of Particulars in the Report of Directors) Rules 1988 is set out in the Annexure to this report.

## 11. Listing with Stock Exchanges

As per the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company hereby declares that the listings of its shares continued throughout the year with the following Exchanges and that the Company has paid the listing fees up to date:

- (i) The Stock Exchange Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
- (ii) The Bangalore Stock Exchange, Stock Exchange Towers, 51, 1<sup>st</sup> Cross, J.C. Road, Bangalore - 560 027.

## 12. Directors' Responsibility Statement as required under Section 217(2AA) of the Companies' Act 1956

Your Directors, on the basis of information made available to them by the Management and the Auditors wish to place on record:

- (i) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that period.
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the annual accounts have been prepared on a going concern basis.

## 13. Secretarial Compliance Certificate

The Compliance Certificate obtained from a Company Secretary in whole time practice in accordance with Section 383(A) of the Companies Act 1956 and the rules made thereunder is annexed to this report.

## 14. Acknowledgements

Your Directors thank the customers and vendors for their continued support to your Company's growth. Your Directors place on record their appreciation of the support given by HDFC Bank, Standard Chartered Bank, Citibank and Kotak Mahindra Bank for meeting the long term and working capital needs of the Company.

Your Directors are grateful to the State Government for their continued support to the Company's endeavours.

Your Directors are thankful to the esteemed shareholders for their support and encouragement. They also wish to place on record their appreciation of the contribution made by employees at all levels.

For and on behalf of the Board of Directors

Bangalore  
15<sup>th</sup> May 2009

P.P.PRABHU  
CHAIRMAN