

OUR MISSION

WE DON'T JUST
MANUFACTURE
TYRE VALVES.
OUR GREATER CAUSE
IS SAFETY IN THE
MOVEMENT OF PEOPLE
AND GOODS IN INDIA.

OUR VISION

OUR VISION IS TO SET
GLOBAL BENCHMARKS OF
EXCELLENCE IN EVERY
ASPECT OF BUSINESS.

OUR VALUES

PEOPLE

AT TRITON, WE HAVE TRAVELLED MANY A MILE ON THE ROUGH ROAD TO SUCCESS. BUT WE HAVE RACED PAST EVERY FRONTIER AND MILESTONE, RIDING ON THE UNPARALLELED STRENGTH OF OUR PEOPLE. AS THE MOST IMPORTANT FORCE OF OUR BUSINESS, WE HAVE ALWAYS ENDEAVOURED TO RESPECT AND EMPOWER THEM, THEREBY BRINGING OUT THE BEST IN EACH.

CRAFTSMANSHIP

AT TRITON, THE SPIRIT OF CRAFTSMANSHIP IS AT THE HEART OF ALL THAT WE DO. PAYING ATTENTION TO THE SMALLEST DETAILS AND BEING METICULOUS AND THOUGHTFUL IN OUR DAILY ACTIVITIES MEANS THAT OUR VALVES AND CORES ARE PRECISION CRAFTED PRODUCTS.

EXCELLENCE

WE HAVE AN INNATE DESIRE TO EXCEL IN WHATEVER WE DO, HOWEVER SMALL OR BIG THE TASK MAY BE. ALWAYS ON THE TRAIL OF NEWER FRONTIERS AND BENCHMARKS, PHILOSOPHIES LIKE 'GET IT RIGHT THE FIRST TIME'; 'ZERO-DEFECT' AND 'CUSTOMER COMES FIRST' ARE A WAY OF LIFE WITH US.

PASSION

WE WEAR THE TRITON BADGE ON OUR HEARTS AND IT IS THIS PASSION THAT ALLOWS US COMMON PEOPLE TO ATTAIN UNCOMMON RESULTS EVERY TIME. TEAM TRITON HAS ALWAYS BEEN ABOUT COMING TOGETHER, SHARING TOGETHER, WORKING TOGETHER, AND SUCCEEDING TOGETHER.

CUSTOMER SUCCESS

AT TRITON, WE DON'T AIM TO MERELY SATISFY OUR CUSTOMERS. IT IS THE SUCCESS OF OUR CUSTOMERS FOR WHICH WE STRIVE. WE TRULY BELIEVE THAT OUR CUSTOMERS' SUCCESS IS OUR SUCCESS.

ETHICS

AT TRITON, UNCOMPROMISING ETHICS IS ROOTED IN OUR VERY DNA. WE ARE COMMITTED TO BEING TRANSPARENT, FAIR AND HONEST AND WE WORK WITH THE HIGHEST LEVELS OF INTEGRITY WITH RESPECT TO OUR PEOPLE, THE ENVIRONMENT AND SOCIETY AT LARGE.

JOY OF LIFE

THE SMILE ON A CUSTOMER'S FACE, THE THRILL OF SOLVING A PROBLEM, THE SHEER JOY OF SUCCESS. AT THE END OF THE DAY, ENJOYING WHAT WE DO IS WHY WE GO TO WORK. WE STRIVE TO BUILD AN ECOSYSTEM CALLED TRITON BASED ON THIS JOY OF LIFE.

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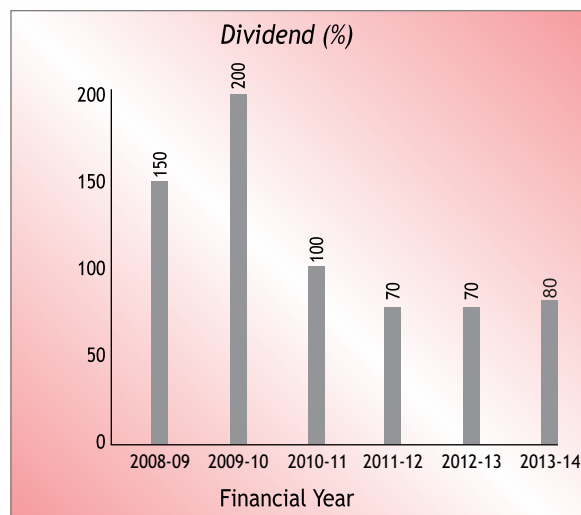
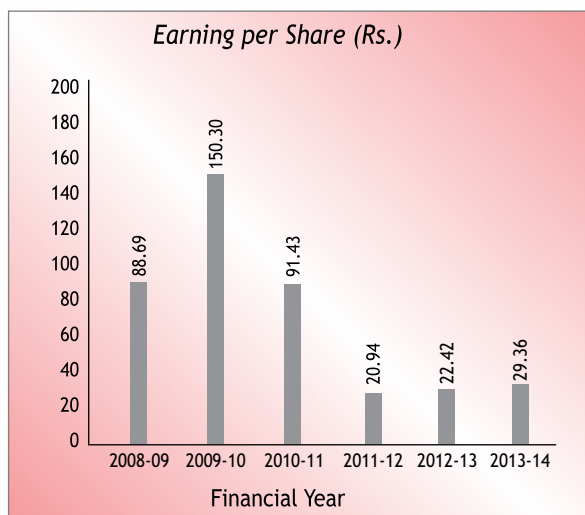
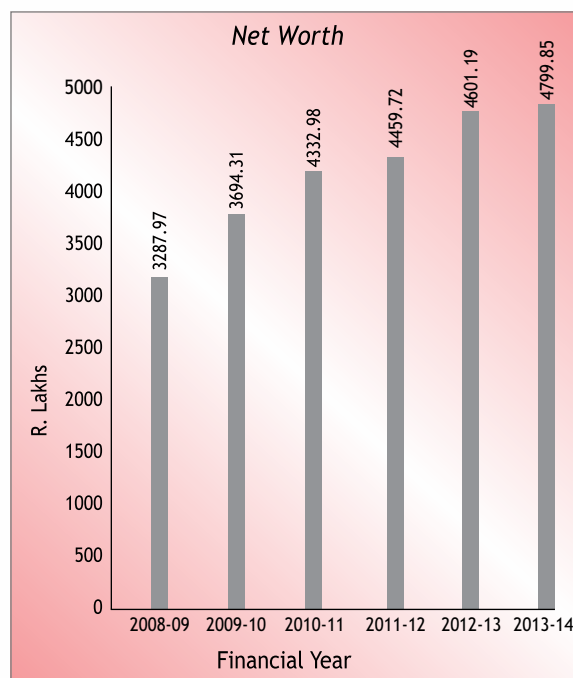
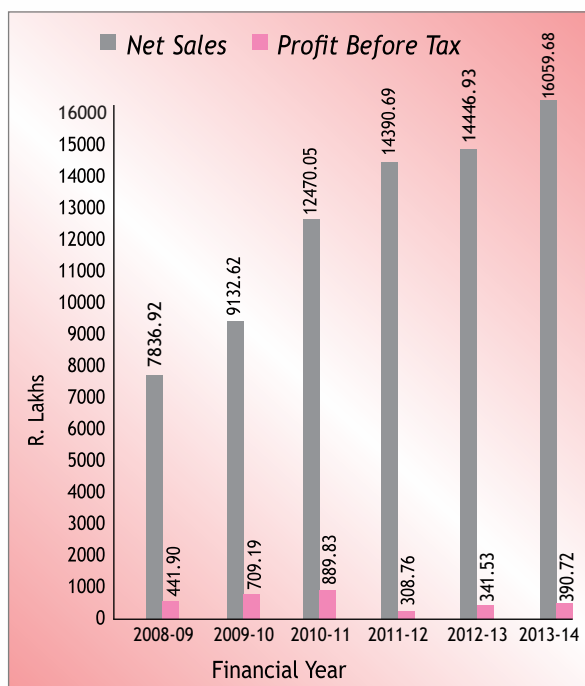
General Shareholders' Information:

- | | | |
|--|---|--|
| 1. Time & Date of AGM | : | 04.00 p.m on Thursday the 14th of August 2014 |
| 2. Venue of AGM | : | The Gateway Hotel, Residency Road,
Bangalore-560025 |
| 3. Dates of Book Closure | : | 5th August 2014 to 14th August 2014 |
| 4. Financial Year | : | 1st April to 31st March each year |
| 5. Dividend Payment Date | : | on or before 13th September 2014 |
| 6. The equity shares of Rs.10/- each listed at | : | Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001. |

TEN YEARS AT A GLANCE

Rs. Lakhs

Particulars	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14
Net Sales	4552.90	4910.12	6438.47	7469.12	7836.92	9132.62	12470.05	14390.69	14446.93	16059.68
Profit Before Tax	687.04	372.50	293.53	383.45	441.90	709.19	889.83	308.76	341.53	390.72
Profit After Tax	439.13	245.43	199.72	241.24	283.82	480.98	603.72	207.28	222.01	290.71
Dividend	140%	125%	100%	125%	150%	200%	100%	70%	70%	80%
Earnings per Share	137.22	76.69	62.41	75.39	88.69	150.30	91.43	20.94	22.42	29.36
Gross Fixed Assets	1528.08	1796.44	2372.06	3664.40	4412.69	4772.14	6127.05	8727.59	10235.43	10351.08
Net Worth	2504.50	2753.44	2915.72	3054.62	3287.97	3694.31	4332.98	4459.72	4601.19	4799.85



BOARD OF DIRECTORS

S.K. Welling, Chairman
Anuradha M. Gokarn
Dr. B.R. Pai
Aditya M. Gokarn, Managing Director

BANKERS

HDFC Bank Limited
Citibank N.A.
Standard Chartered Bank
Kotak Mahindra Bank
ICICI Bank Limited

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.,
218, JP Royale, 1st Floor, 2nd Main,
Near 14th Cross, Sampige Road,
Bangalore - 560 003

NOTICE

Notice is hereby given that the Thirtyeighth Annual General Meeting of Triton Valves Limited will be held at The Gateway Hotel, Residency Road, Bangalore-560025 on Thursday the 14th of August 2014 at 04.00 P.M to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss 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 Auditors and fix their remuneration and in that behalf to consider and if thought fit, to pass the following Resolution as Ordinary Resolution.

“Resolved that pursuant to Section 139(1) and other applicable provisions, if any of the Companies Act 2013, Memorandum and Articles of Association of the Company and any other law or guidelines applicable, if any for the time being in force, the Board of Directors of the Company be and is hereby authorized to reappoint M/s Brahmayya & Co., Chartered Accountants to hold office from the conclusion of this Annual General Meeting to the conclusion of the 43rd Annual General Meeting and to fix their remuneration subject to ratification in every subsequent Annual General Meeting”.

Special Business

4. To appoint Dr. B.R. Pai (DIN:00184753) as an Independent Director and in this regard 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 Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and Clause 49 of the Listing agreement, Dr.B.R.Pai (DIN:00184753), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a Member proposing his candidature for the office of the Director, be and hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of 41st Annual General Meeting of the Company in the calendar year 2017’.

Borrowing powers of the Board of Directors

5. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED that in supersession of the earlier Resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if any, on the Companies Act 2013 to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up Capital of the Company and its free Reserves, that is to say, Reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.100 crore”.

Bangalore
30th May 2014

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

By order of the Board of Directors of
Triton Valves Limited

ADITYA M. GOKARN
Managing Director

NOTICE

1. The Explanatory Statement in regard to Special Business as required pursuant to Section 102 of the Companies Act, 2013 is annexed.
2. In terms of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at a General Meeting is entitled to appoint another person (whether a Member or not) as his/her proxy to attend and vote instead of himself/herself but a proxy so appointed shall not have any right to speak at the meeting. A person appointed as proxy shall be entitled to vote only upon a poll. Further, as per the provisions of Section 105 read with Rule 19(2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights provided that a Member holding more than ten percent, of the total Share Capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder. A form of proxy is enclosed to this notice. No instrument of proxy shall be valid unless:
 - a. It is signed by the Member or by his/her attorney duly authorised in writing or, in the case of joint holders, it is signed by the Member first named in the register of Members or his/her attorney duly authorised in writing or, in the case of Body Corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any Member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a Judge, Magistrate, Registrar or Sub-Registrar of assurances or other Government gazetted officers.
 - b. It is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 5th August 2014 to 14th August 2014 (both days inclusive).
4. Register of Members shall be available for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m.
5. The dividend recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 13th September 2014 to the Shareholders whose names appear in the Register of Members of the Company as on 5th August 2014. 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 on that date.
6. Members who wish to claim dividends, which have remained 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 Ltd., 218, J.P.Royale, 1st Floor, 2nd Main, Near 14th Cross, 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 125(5) read with Section 469 of the Companies Act, 2013, be transferred to the Investors Education and Protection Fund. The Company has transferred the unclaimed dividend up to the Financial Year ended 31st March 2006 to the Fund.

After completion of seven years as aforesaid, no claims shall stand 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.

NOTES

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

Particulars	Dr.B.R.Pai
Date of Birth	November 27, 1944
Date of Appointment	January 26, 2006
Qualifications	B.tech., M.Sc.Engg. & D.I.C., Ph.D.
Expertise in specific functional area	Research in the field of combustion, heat transfer and energy systems.
Directorships held in other Public Companies	1
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholder Grievance Committees)	Nil
No. of shares held in the Company	1350

8. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Items of Business given in AGM Notice may be transacted through electronic voting system and the Company is providing e-voting facility to the Members who are the Members as on 11th July 2014 (End of Day) being the "Record Date" fixed for the purpose, to exercise their right to vote at the thirtyeighth AGM by electronic means through the e-voting platform provided by National Securities Depository Ltd. (NSDL).

9. Necessary certificate as required under The Companies (Audit & Auditors) Rules 2014 has been obtained.

Bangalore
30th May 2014

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

By order of the Board of Directors of
Triton Valves Limited

ADITYA M. GOKARN
Managing Director

EXPLANATORY STATEMENT UNDER SECTION 102 OF COMPANIES ACT, 2013

Items 5

On 16th June 2010, Members of the Company by way of an Ordinary Resolution passed through Postal Ballot had accorded its consent to the Board of Directors to borrow funds and to mortgage and/or create charge on all or anyone of the moveable/immovable properties or such other assets of the Company, to the extent of Rs. 100 Crores.

Consequent to implementation of Section 180 of the Companies Act, 2013 consent of the Company is required by way of a Special Resolution to borrow funds in excess of the Paid up Capital and free Reserves of the Company. Accordingly item no 5 has been put forward for your approval. For the avoidance of doubt, it is clarified that this Resolution does not increase the amounts that may be borrowed by the Board of Directors or the amount of charges that may be created that had already been approved by the Members of the Company.

The Board of Directors recommends the Resolution No.5 for your approval as Special Resolution.

None of the Directors are deemed to be interested in this Resolution.

E -VOTING OPTION

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically. E-voting is **optional**. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Managing Director of the Company, upon completion of scrutiny of e-voting in a fair and transparent manner and the result posted on the Company website www.tritonvalves.com besides communicating to the Bombay Stock Exchange Limited.

The result will also be announced through newspaper advertisement.

1. The Board of Directors has appointed S.Kedarnath & Associates, Company Secretaries as the scrutinizer to conduct the e-voting process in a fair and transparent manner.
2. The statement as required under Section 102 of the Companies Act 2013 is annexed to this Notice.
3. The Notice is being sent to all the Members by post (and electronically) by email to those Members who have registered their email IDs with the Company whose names appear in the Register of Members/Record of Depositories as on 11th July 2014. The voting shall be reckoned in proportion to a Member's share of the Paid up Equity Share Capital of the Company as on 5th August 2014.
4. The Notice is also being published in the Business Standard and Samyuktha Karnataka.
5. The Notice has also been published on the website of the Company www.tritonvalves.com

Instructions for Voting:

E-Voting Facility

1. The Company is pleased to offer e-voting facility for the Members to enable them to cast their votes electronically instead of dispatching Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a Member has opted for e-voting then he/she should not vote by Ballot also and Vice-a-versa. However, in case Members cast their vote both via Ballot and e-voting then voting through Physical Ballot shall prevail and voting done by e voting shall be treated as invalid. The instructions for Members for e-voting are as under.

- i. Open your web browser during the voting period and log on to the e-voting website www.evoting.nsdl.com
- ii. Now click on “Shareholders” to cast your votes
- iii. Now select the Electronic Voting Sequence Number (EVSN) along with “TRITON VALVES LIMITED” from the drop down menu and click on SUBMIT
- iv. Now fill up the following details in the appropriate boxes:

Enter	For Members holding Shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL-8 Character DP ID+8 Digits Client ID For CDSL -16 digits Beneficiary ID	Registered Folio Number with the Company
Password	Your Unique Password has been printed on the Postal Ballot Form	For seeking the Password if it is printed on the Postal Ballot Form, Members are requested to send a written and signed request to the Company/Registrar and Share Transfer Agent stating the email id at which the Password & Default Number” would be sent by the Company. Alternatively a scanned copy of such request can also be emailed at evoting@nsdl.com
PAN or Default Number	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Dept.	Enter the Default Number sent to you by the Company (along with the Password) on your email id as provided by you.

After entering these details appropriately, click on “SUBMIT” tab.

- v. After logging in the details of User id Password, PAN or Default Number, the Members holding Shares in physical form will reach directly to the voting screen. However Members holding shares in DEMAT form will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e. mobile number and email id. The same email id can be used in case the MEMBER forgets the password and the same needs to be reset. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z) one numeric value (0-9) and a special character. Kindly remember that this password can be used by the demat Shareholders for voting of Resolution of any other Company in which they are eligible to vote, provided that Company opts for e-voting through NDSL E-Voting platform.
- vi. If you are a Shareholder, holding Shares in Demat form and has logged on to www.evoting.nsdl.com and cast your vote for an earlier EVSN of any other Company or changed your password then you may continue to use your existing login id and password.
- vii. For Members holding Shares in physical form, the password and default number can be used only for e-voting on the Resolutions.