

NOTICE

Notice is hereby given that the Thirty-ninth Annual General Meeting of Triton Valves Limited will be held at The Gateway Hotel, Residency Road, Bangalore-560025 on Wednesday, the 19th of August 2015 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 2015, 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 ratify the appointment of the Auditors and to 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 next Annual General Meeting and to fix their remuneration subject to ratification in Annual General Meeting”.

4. To appoint Director in place of Mrs. Anuradha M. Gokarn (DIN:00185509), who retires from office by rotation and being eligible, offers herself for re-appointment.

Special Business

5. 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 Sections 197 & 203 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Ministry of Corporate Affairs, New Delhi), consent of the Shareholders of the Company be and is hereby accorded for payment of minimum remuneration of Rs.79,86,600/- (Rupees Seventy nine lakhs eighty six thousand and six hundred) to Mr. Aditya M Gokarn, Managing Director of the Company, by way of salary, perquisites and allowances for the period from 1st February 2016 to 31st January 2017, as may be agreed mutually between the Board of Directors and Mr. Aditya M Gokarn, Managing Director.

RESOLVED FURTHER THAT in the event of the Company not having any profit or its profits are inadequate in any Financial year during the tenure of his appointment, the above remuneration by way of salary, allowances and perquisites shall be paid to Mr. Aditya M. Gokarn as a minimum remuneration, but however subject to the approval of the Central Government and/ or limits laid down under Section II of Part II of Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be directed by the Central Government and as may be agreed to by the Board of Directors and Mr. Aditya M. Gokarn.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

Bangalore
22nd May 2015

By order of the Board of Directors

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

ADITYA M. GOKARN
Managing Director

Notice

NOTES

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 10th August 2015 to 19th August 2015 (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 18th September 2015 to the Shareholders whose names appear in the Register of Members of the Company as on 19th August 2015. 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 2007 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.

Notice

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

Name	Mrs. Anuradha M. Gokarn
Date of Birth	December 25, 1942
Date of Appointment	July 12, 1986
Qualifications	M.Phil.
Expertise in specific functional area	Management of the Company
Directorships held in other Public Companies	Nil.
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholder Grievance Committees)	Nil.
No. of shares held in the Company	280041

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 12th August 2015 (End of Day) being the “Record Date” fixed for the purpose, to exercise their right to vote at the thirtyninth 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
22nd May 2014

By order of the Board of Directors

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

ADITYA M. GOKARN
Managing Director

Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF COMPANIES ACT, 2013

Items 5

Mr. Aditya M. Gokarn, Managing Director, was appointed/re-appointed by the Shareholders of the Company at a remuneration and other perquisites & allowances on the following terms & conditions:

Particulars	Present (Rs.)	Revised (Rs.)
Salary	50,40,000/-	55,20,000/-
Perquisites	1,51,200/-	1,65,600/-
Housing	14,52,000/-	15,00,000/-
Medical Allowance	4,10,000/-	4,55,000/-
Leave/Holiday Travel Expenses	2,52,000/-	2,76,000/-
Bonus	-	-
Provident Fund & Gratuity	As per Statutory Rules	As per Statutory Rules
Leave Encashment	As per Company Policy	As per Company Policy
Club Fees	Upto Rs.60,000/- per annum	Upto Rs.60,000/- per annum
Conveyance Facilities	Provision of car for Company use.	Provision of car for Company use.
Telephone and other Communication Facilities	Provided by the Company for official use.	Provided by the Company for official use.
Commission	5 % of net profits subject to availability of profits	5 % of net profits subject to availability of profits

Considering the role and the important contributions made by the Managing Director for the growth of the Company and also taking into account similar sized industries in India, on the recommendation of the Compensation and Remuneration Committee, the Board of Directors have approved payment of maximum remuneration as stated in the Resolution.

Statement containing required information as per Category (iv) of Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 5

1. GENERAL INFORMATION:

- Nature of Industry - Auto Ancillary
- Date of commencement of commercial production - 10th September 1975.
- Financial performance based on given indicators -

Rupees In Lakhs

Particulars	2012-13	2013-14	2014-15
Sales (Gross)	14446	16060	16950
Profit before Tax	342	391	978
Profit after Tax	222	291	741
Networth	4601	4800	5156
Dividend on Equity %	70%	80%	120%

- Foreign investments or collaborators, if any: NIL

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2. INFORMATION ABOUT THE APPOINTEES:

- i. Background details - Mr. Aditya M Gokarn hold a bachelors' degree in Mechanical Engineering from Visveswaraiah Technological University's RV College of Engineering Bangalore. He joined the Company as Manager Business Development in 2003 and was subsequently inducted on the Board of the Company in 2005 in the capacity of Executive Director. He has varied experience in business development, project execution and new product development. He was instrumental in executing the capacity expansion and technology upgradation programmes of the Company during the last ten years
- ii. Past Remuneration - As mentioned above.
- iii. Job Profile and Suitability - As Managing Director he is responsible for planning and executing the growth and development of the Company as a whole. He has had considerable success in steering the Company in challenging times. During his tenure as Executive Director and as Managing Director from 2013, the Company consolidated its position in the market and successfully made the transition from Tier 2 to Tier 1 in the automotive supply chain. Under his leadership, the Company has grown significantly in all aspects.
- iv. Remuneration proposed - As mentioned in the Resolution.
- v. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person - The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.
- vi. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any - Nil.

3. OTHER INFORMATION:

- i. Mr. Aditya M Gokarn was inducted as Managing Director on 31st January 2013. The Company's turnover increased from Rs. 144 Crore in 2013 to Rs. 170 Crores in 2015. Profit Before Tax increased from Rs.3.42 Crores in 2013 to Rs. 9.78 Crores in 2015. Production capacities have been substantially increased to meet the increasing market demand.
- ii. The Company has established its in-house R&D Center which has received approval from the Government of India.

Your Directors recommend passing of the Resolution at item no. 5 as **Special Resolution**.

None of the Directors are interested in the said Resolution except Mr. Aditya M. Gokarn and Mrs. Anuradha M. Gokarn.

By order of the Board of Directors

Bangalore
22nd May 2015

ADITYA M. GOKARN
Managing Director

Notice

Voting through electronic means

- I In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II The facility for voting through ballot paper shall be made available at the venue of the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV The remote e-voting period commences on 16th August 2015 (9:00 am) and ends on 18th August 2015 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th August 2015, may cast their vote by remote e-voting. Remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (I) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (II) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (III) Click on Shareholder - Login
 - (IV) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (V) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (VI) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (VII) Select “EVEN” of “Triton Valves Limited”.
 - (VIII) Now you are ready for remote e-voting as Cast Vote page opens.
 - (IX) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (X) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (XI) Once you have voted on the Resolution, you will not be allowed to modify your vote.

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- (XII) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skedarnathassociates@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (I) Initial password is provided as below/at the evoting instruction letter for the AGM:
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|---------|--------------|
| (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | | |
- VI In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call toll free no.: 1800-222-990.
- VII If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of 12th August 2015.
- X Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th August 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ravi@ccsl.co.in or canbankrta@ccsl.co.in
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII Mr.K.S.Sudhindra, Company Secretary (Membership No. 7909) of S.Kedarnath & Associates has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- XIV The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tritonvalves.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

TRITON VALVES LIMITED

Regd. Office: Sunrise Chambers, 22, Ulsoor Road, BANGALORE -560042.

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 39th Annual General Meeting of Members of the Company to be held at The Gateway Hotel, Residency Road, Bangalore-560025 on Wednesday the 19th of August 2015 at 04.00 P.M

Full name of the Member (in block letters) :

Signature

Folio No • DP ID No.* Client ID No.*
.....

No. Of Shares:

*Applicable for Member holding shares in electronic form

Full name of the proxy (in block letters)

Signature

