



TRITON
VALVES LTD

Challenging Excellence

40th ANNUAL REPORT

2015-2016



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



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



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 level 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.



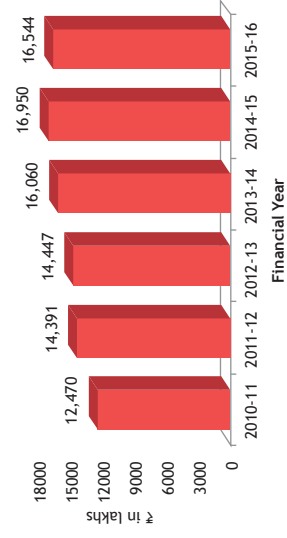
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TEN YEARS AT A GLANCE

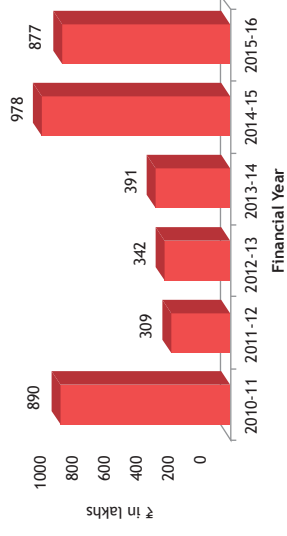
₹ in lakhs

Particulars	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
Net Sales	6,438.47	7,469.12	7,836.92	9,132.62	12,470.05	14,390.69	14,446.93	16,059.68	16,950.19	16,543.72
Profit Before Tax	293.53	383.45	441.90	709.19	889.83	308.76	341.53	390.72	978.47	877.03
Profit After Tax	199.72	241.24	283.82	480.98	603.72	207.28	222.01	290.71	740.72	697.20
Dividend	100%	125%	150%	200%	100%	70%	70%	80%	120%	120%
Earnings per Share	62.41	75.39	88.69	150.30	91.43	20.94	22.42	29.36	74.82	70.42
Gross Fixed Assets	2,372.06	3,664.40	4,412.69	4,772.14	6,127.05	8,727.59	10,235.43	10,351.08	10,519.69	11,735.26
Net Worth	2,915.72	3,054.62	3,287.97	3,694.31	4,332.98	4,459.72	4,601.19	4,799.85	5,156.02	5,710.90

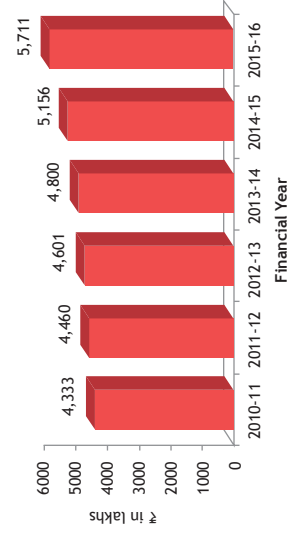
NET SALES



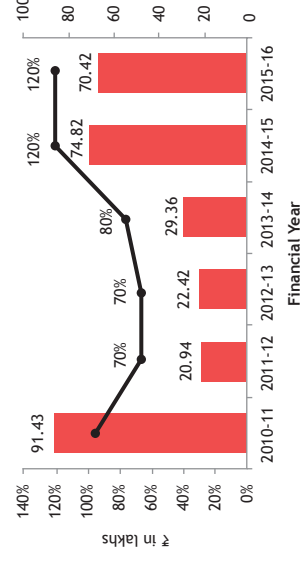
PROFIT BEFORE TAX



NET WORTH



EPS AND DIVIDEND PER SHARE



BOARD OF DIRECTORS & CORPORATE INFORMATION

S.K. Welling	Chairman
Anuradha M. Gokarn	Non-Executive Director
Dr. B.R. Pai	Independent Director
Aditya M. Gokarn	Managing Director

KEY MANAGERIAL PERSONNEL

Aditya M. Gokarn	Managing Director
V. Sridhar	Chief Financial Officer
Apoorva G.	Company Secretary

STATUTORY AUDITORS

Brahmayya & Co.

INTERNAL AUDITORS

Grant Thornton India LLP

REGISTERED OFFICE

Sunrise Chambers
22, Ulsoor Road,
Bengaluru - 560 042.
P: +91 80 25588965/66; F: +91 80 25586483
W: www.tritonvalves.com; E: investors@tritonvalves.com
CIN: L25119KA1975PLC002867

SECRETARIAL AUDITOR

S. Kedarnath & Associates

BANKERS

HDFC Bank
DBS Bank
Kotak Mahindra Bank
Yes Bank

SHARE TRANSFER AGENT

Canbank Computer Services Limited,
218, J.P. Royale, 1st Floor, 2nd Main,
Sampige Road, Malleswaram,
Bengaluru - 560 003.
P: +91 80 23469661/62; F: +91 80 23469667/68

BOARD'S REPORT

Your Directors have pleasure in presenting the Fortieth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2016.

1. Financial Results

During the year under review, the Company achieved the following financial results:

	2015 - 2016 (Rs. Lakhs)	2014 - 2015 (Rs. Lakhs)
Total Income	16,559.08	16,983.19
Profit Before Tax	877.03	978.47
Provision for Taxation	179.83	237.75
Profit After Tax	697.19	740.71
Add: (a) Balance Brought Forward	648.28	351.84
Profit available for appropriation	1,345.47	1,092.55
Appropriations		
Proposed Dividend on equity shares	118.80	118.80
Tax on Dividend	23.51	25.47
General Reserve	300.00	300.00
Balance Carried Forward	903.16	648.28
	1,345.47	1,092.55

2. Business Operations

Your Company's sales revenue net of excise duty and discount decreased by 2.3% to Rs. 165.44 crores from Rs. 169.50 crores in the previous year. Profit Before Tax decreased to Rs. 877.12 lakhs from the previous year's level of Rs. 978.47 lakhs representing a decrease of 10%. Profit After Tax decreased by 5.87% over the previous year to Rs. 697.19 lakhs. The decrease in sales turnover and profit was on account of a decrease in selling prices in line with reductions in raw material costs. Volume sales actually grew up by 3% during the year.

3. Dividend

Your Directors are pleased to recommend a dividend of Rs.12/- per Equity Share (120 %) of Rs10/- each for the Financial Year ended March 31, 2016.

4. Reserves

The Reserves of the Company increased by 10.97% to Rs. 56.12 crores against Rs. 50.57 crores in the previous year. In view of higher available disposable profit, an amount of Rs. 3 crores has been transferred to General Reserve during the current year.

5. Prospects for the Financial Year 2016-17

Your Company's prospects are directly linked to those of the automobile and tyre industries. Both these industries are expected to grow during the year ahead. Analysts and industry watchers expect the automobile industry to grow by 5-7% and the tyre industry by 5% during the year ahead. Hence your Company has a positive outlook for the year ahead.

6. Change in the nature of business

During the year under review, there has not been any change in the nature of business.

7. Deposits

Your Company has not accepted deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

8. Subsidiaries

The Company does not have any subsidiary company.

9. Corporate Governance and Management Discussion and Analysis Report

Pursuant to listing agreement with Stock Exchanges, a separate report on Corporate Governance and Management Discussion and Analysis together with a certificate from the Company's Auditors confirming the compliance of conditions of Corporate Governance is attached to this report.

10. Changes in the Board of Directors and Key Managerial Personnel

Mrs. Anuradha M. Gokarn (DIN:00185509) retires by rotation at the Annual General Meeting and being eligible, has offered herself for re-appointment.

Mr. S K Welling (DIN 00050943), Independent Director and Chairman of the Company is proposed to be appointed as Independent Director pursuant to the applicable provisions of the Companies Act, 2013.

Ms. Apoorva G was appointed as Company Secretary (CS) of the Company w.e.f July 15, 2015 pursuant to Section 203 of the Companies Act, 2013.

11. Auditors

Messrs Brahmayya & Co., Chartered Accountants, Bengaluru, were appointed as Statutory Auditors of the Company by the shareholders at the AGM held on August 14, 2014. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of Messrs Brahmayya & Co., Chartered Accountants as Auditors of the Company is placed for ratification by the shareholders at the ensuing Annual General Meeting. The Company has received a certificate from the auditors to the effect that their appointment will be in accordance with the provisions of Section 141 of the Companies Act, 2013.

12. Secretarial Audit

The Board of Directors of the Company had appointed Messrs S Kedarnath & Associates, Practising Company Secretaries to conduct the Secretarial Audit pursuant to the provisions of Section 204 of the aforesaid Act for the financial year ended March 31, 2016. The Secretarial Audit Report forms part of the Annual Report as Annexure I of the Board's Report.

13. Cost Audit

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company were required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed Messrs Rao, Murthy and Associates, Cost Accountants, (Firm Registration No. 000065) to audit the cost accounts of the Company for the financial year 2015-16 on a remuneration of Rs. 1,00,000/-. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Messrs Rao, Murthy and Associates, Cost Accountants is included at Item No. 9 of the Notice convening the Annual General Meeting.

14. Directors' responsibility statement

As per Section 134(3)(c) of the Companies Act, 2013 the Board of Directors makes the following statement:

- (a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) That the Directors had 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.
- (c) That the Directors had 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;
- (d) That the Directors had prepared the annual accounts on a going concern basis;
- (e) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Board meetings

The Board of Directors met 4 (Four) times during the financial year i.e., on May 22, 2015, July 20, 2015, October 27, 2015 and January 29, 2016. The maximum interval between any two meetings did not exceed 120 days.

16. Committees of the Board

In accordance with the Companies Act, 2013 and the Listing requirements, following five Committees of the Board continued to discharge their respective functions and duties:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Corporate Governance Report" as part of this Annual Report.

17. Declaration by an Independent Director

The Company has received declarations from all Independent Director under Section 149(7) of the Companies Act, 2013 complied according to the provisions of Section 149(6) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6) of the said Act.

18. Annual Evaluation of performance of the Board, its Committees and Individual Directors:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance and the Directors individually.

The Company has laid down criteria and policy on evaluation of the performance of the Board, its Committees and Independent Directors as per the Companies Act, 2013 and same is available in the Company's website. www.tritonvalves.com