



**TRITON VALVES LIMITED**

CIN: L25119KA1975PLC002867

Regd. Office: Sunrise Chambers, 22, Ulsoor Road, Bengaluru – 560 042, Karnataka, India

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## POSTAL BALLOT NOTICE

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

To  
The Members of  
**Triton Valves Limited**  
Bengaluru

Notice is hereby given pursuant to the provisions Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force, read with the General Circulars Nos. 10/2022 dated December 28, 2022; 20/2020 dated May 05, 2020; 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 09/2024 dated September 19, 2024; and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**"MCA"**), and/or any other circulars issued from time to time by the MCA (collectively referred to as the **"MCA Circulars"**), and Securities and Exchange Board of India (**"SEBI"**) Master Circulars and applicable SEBI Circulars, other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, to the Equity Shareholders (**"the Shareholders"**) of Triton Valves Limited (**"the Company"**), to consider and if thought fit, to pass the Resolution exhibited herein below by way of Postal Ballot/ only by way of voting through electronic means (**"remote e-voting"**).

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice along with explanatory statement (**"Notice"**) and remote e-voting instructions only by email to all its Members who have registered their email address with the Company, Registrar and Share Transfer Agent (**"RTA"**) or depository(ies)/ depository participants as on Friday, February 13, 2026 (**"the cut-off date"**). If your email address is not registered with the Company/ RTA/ Depositories/ Depository

Participants, please follow the process provided in note no. B. (6) of the notes to this Notice. The communication of assent /dissent of the Members on the resolution(s) proposed in the Notice will only take place through the remote e-voting system.

Detailed explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, setting out the material facts relating to the resolution(s) are appended to this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (NSDL) and extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. IST on Saturday, March 21, 2026. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

Members may note that e-voting shall commence at 9:00 a.m. IST on Friday, February 20, 2026 and will remain open up to 5:00 p.m. IST on Saturday, March 21, 2026.

The Board of Directors of the Company has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, Bengaluru, C.P. No. 11004, Membership No. FCS: 8860, as the Scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot through e voting process, in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process.

The Scrutinizer will submit his report to Chairman or a person authorized by him in writing for declaration of the result of the remote e-voting on or before Tuesday, March 24, 2026 on completion of the scrutiny of the votes cast through remote e-voting. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website at [www.tritonvalves.com](http://www.tritonvalves.com), on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be communicated to the BSE Limited, where the Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolution shall be deemed to have been passed on the last date for the voting period i.e., Saturday, March 21, 2026.

The Resolution proposed to be passed through Postal Ballot through e-voting together with the Explanatory Statement setting out the material facts is as follows:

### **SPECIAL BUSINESS:**

#### **Item No. 1: To consider and approve the increase in the Authorised Share Capital of the Company and the consequential alteration to the Capital Clause of the Memorandum of Association.**

*To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** in accordance with the provisions of Sections 13, 61(1)(a) and all other applicable provisions of the Companies Act, 2013 ("Act"), and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each, to Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 50,00,000 (Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause 5th of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause 5th:

*"5th. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each, with a power to increase or reduce the share capital."*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution and for matters connected therewith or incidental thereto, and to resolve any issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **Item No. 2: To consider the Issuance of fully paid-up Bonus Shares**

*To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") from time to time, the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board") for capitalization of such sum standing to the credit of the securities premium account, for the purpose of issue and allotment of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to eligible members of the Company holding Equity Shares of Rs. 10/- (Rupees Ten only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 3:1 i.e., 3 (Three) new fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each held by them and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date;

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations, the new Equity Shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary demat accounts of the Members maintained with their respective Depository Participant(s) and with respect to the Members holding Equity Shares in physical form as on the Record Date, the Company shall credit the Bonus Equity Shares to a new demat escrow account and thereafter credit the Bonus Equity Shares to the beneficiary demat accounts of the respective Members upon receipt of requisite documents.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA), or any other regulatory authority;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

**RESOLVED FURTHER THAT** the Board, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may at its discretion deem necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard including without limitation, filing a registration statement/E-forms, if any, and other documents with the SEBI or any other regulatory authority, listing the additional equity shares on BSE Limited, and entering into any arrangements in regard to such bonus issue, as it may in its absolute discretion deem necessary, desirable or expedient for giving effect to this Resolution."

**Item No. 3: To consider and approve the appointment of Mr. Ashok Kumar Dash (DIN: 11488687) as an Independent Director.**

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

**"RESOLVED THAT** Mr. Ashok Kumar Dash (DIN: 11488687), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from February 12, 2026 by the Board of Directors, based on the recommendation on of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Ashok Kumar Dash (DIN: 11488687), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing from February 12, 2026 to February 11, 2031 and who would not be liable to retire by rotation, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By the order of the Board  
For Triton Valves Limited**

**Bibhuti Bhusan Mishra**  
Company Secretary & Compliance Officer  
Membership No: A43643

Place: Bangalore  
Date: February 12, 2026

**Regd. Office:**  
Triton Valves Limited  
Sunrise Chambers, 22, Ulsoor Road  
Bengaluru - 560 042, Karnataka, India  
CIN: L25119KA1975PLC002867

**Notes:**

- 1) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
- 2) In accordance with the Circulars issued by Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Company is sending this Postal Ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
- 3) This Notice is being sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on Friday, February 13, 2026 ('cut-off date'). Members as on the cut-off date would be entitled to vote by way of remote e-voting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents ('RTA'), or the Depositories.
- 4) Members who have not registered their E-mail IDs should follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on the said Cut-off date are entitled to vote on the Resolutions set forth in this Notice.
- 5) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- 6) Members are also requested to register their email address, in respect of electronic holdings with the Depositories /Depository Participant and in respect of physical holdings with the RTA.
- 7) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Bengaluru (in vernacular language, i.e. Kannada).
- 8) The Communication of the assent / dissent to the Special Resolution proposed in the Notice would take place only through remote e-voting.
- 9) The voting period will commence on Friday, February 20, 2026 at 9:00 a.m. IST and will end on Saturday, March 21, 2026 at 5:00 p.m. IST. The remote e-voting module shall be disabled by Saturday, March 21, 2026 at 5:00 p.m. IST for voting thereafter.
- 10) Members whose names appear in the Company's Register of Members / List of Beneficial Owners as on the close of business hours on Friday, February 13, 2026 will be considered for the purpose of voting. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date Friday, February 13, 2026.
- 11) The Postal Ballot Notice is uploaded on the website of the Company at [www.tritonvalves.com](http://www.tritonvalves.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 12) The Resolution in the Notice shall be deemed to be passed on the last date of voting period i.e., Saturday, March 21, 2026, if approved by the requisite majority.
- 13) All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company [www.tritonvalves.com](http://www.tritonvalves.com) until the last date for the E-voting.
- 14) Resolution passed by the Members through this Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
- 15) The instructions for the Members for voting electronically (e-voting) are:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below

## Step 1: Access to NSDL e-Voting system

### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDEAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDEAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/ Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>
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Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c) How to retrieve your 'initial password'?
      - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the

correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty, Deputy Manager, National Securities Depository Limited (NSDL) at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@tritonvalves.com](mailto:investors@tritonvalves.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@tritonvalves.com](mailto:investors@tritonvalves.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice dated above and shall be taken as forming part of the notice.

### 1. To consider and approve the Increase in the Authorised Share Capital of the Company and the consequential alteration to the Capital Clause of the Memorandum of Association.

The Board of Directors ("the Board") of the Company, at its meeting held on Thursday, February 12, 2026, has approved and recommended the issue of Bonus Equity Shares. In order to facilitate the proposed bonus issue and also to meet the future capital requirements of the Company, the Board, at the said meeting, has further approved and recommended to the Members an increase in the Authorised Share Capital of the Company. The proposed increase in the authorised share capital is considered necessary to ensure that the Company has adequate authorised capital to accommodate the bonus issue and any future issuance of shares, as may be required. Further the Board of Directors of the Company, at the said meeting, also approved and recommended to the Members, increase in the authorised share capital from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, to Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each and consequential changes in the capital clause 5th of the Memorandum of Association of the Company. The approval of the Members is being sought for alteration of clause 5th relating to Authorised Share Capital, of the Memorandum of Association of the Company. A copy of the Memorandum Association of the Company containing the proposed alterations, shall be available for inspection for Members through electronic mode during office hours from Friday, February 20, 2026, to Saturday, March 21, 2026, basis the request being sent on [investors@tritonvalves.com](mailto:investors@tritonvalves.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

The Board is of the opinion that alteration to Capital Clause 5th of Memorandum of Association is in interest of the Company and recommends Item No. 1 of this Postal Ballot Notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot except to the extent of their shareholding in the Company.

### 2. To consider the Issuance of fully paid-up Bonus Shares

The Company was incorporated on 10th September, 1975 and has completed 50 years on 9th September, 2025, marking a significant milestone in its corporate journey of honouring the past and inspiring the future.

The Equity Shares of the Company are listed and actively traded on BSE Limited. With a view to rewarding the Members for their continued trust and support over the years, encouraging wider participation of investors, making the Equity Shares of the Company more affordable, and enhancing the liquidity of the Equity Shares, the Board of Directors of the Company ("the Board"), at its meeting held on Thursday, February 12, 2026, has approved and recommended to the Members the issue of Bonus Equity Shares. This proposal, when implemented, will also exhibit the true capital employed by the Company in its business.

The Board has approved the issuance of 3 (Three) Bonus Equity Shares of face value of Rs. 10/- (Rupee Ten only) each for every 1 (One) existing equity share of face value of Rs. 10/- (Rupee Ten only) each fully paid-up, subject to applicable statutory and regulatory approvals ("Bonus Issue").

The proposed Bonus Issue will be implemented by capitalisation of such sums as may be required out of the Securities Premium Account of the Company, in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws and regulations.

The Bonus Issue is subject to the approval of the Members and such other approvals, consents, permissions, and sanctions as may be required from the concerned statutory or regulatory authorities. The Board believes that the proposed Bonus Issue is in the best interests of the Company and its Members and accordingly recommends the resolution for approval of the Members.

The Board recommends the resolution set out at Item No. 2 of this Postal Ballot Notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot except to the extent of their shareholding in the Company.

**3. To consider and approve the appointment of Mr. Ashok Kumar Dash (DIN: 11488687) as an Independent Director.**

Mr. Ashok Kumar Dash (DIN: 11488687) was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on February 12, 2026, with effect from the same date, pursuant to Section 161(1) of the Companies Act, 2013, read with the Articles of Association of the Company.

The resolution seeks the approval of the Shareholders for the appointment of Mr. Ashok Kumar Dash as a Director and for his appointment as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from February 12, 2026 up to February 11, 2031 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder. He shall not be liable to retire by rotation.

**Brief profile of Mr. Ashok Kumar Dash is as follows:**

Mr. Ashok Kumar Dash is a highly respected operational and strategic advisor with over 39 years of rich and diverse experience in the automotive manufacturing sector. He holds a Bachelor of Engineering (Mechanical Engineering) with First Class Honours from NIT, Rourkela, Odisha. He is widely recognized for his ability to analyze complex operational data, identify trends, and provide timely and effective recommendations while working in dynamic environments under stringent timelines.

He has spent the majority of his distinguished career with Maruti Suzuki India Limited, holding leadership roles ranging from Engineer to Senior Vice President, and has also served as Senior Advisor at Suzuki Motorcycles India Limited (on deputation from Maruti Suzuki). His experience spans across manufacturing operations, supply chain management, engineering, quality assurance, localization, and supplier development.

During his tenure, he has overseen large-scale manufacturing operations including:

- Production of approximately 18,00,000 vehicles per annum,
- 18,00,000 transmissions per annum for Maruti vehicles, and
- 5,00,000 two-wheeler engines per annum for Suzuki Motorcycles.

He has led critical initiatives in technology transfer from Suzuki, Japan, supplier upgradation, lean manufacturing, quality improvement, warranty reduction, export quality assurance, and market feedback analysis. He has also held leadership responsibility for sizeable teams and has led international training programs, including training of technicians in Suzuki, Japan.

His deep industry knowledge, operational excellence, and leadership experience make him a valuable addition to the Board.

The Company has received a notice from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company under Section 160.

The Company has received all statutory disclosures / declarations, including from Mr. Ashok Kumar Dash:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming his eligibility for such appointment;
- (iii) Declaration to the effect that he meets the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

(viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Triton Valves Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board, Mr. Ashok Kumar Dash, fulfils the conditions for his appointment as an Independent Director as specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok Kumar Dash is independent of the Management.

A Copy of the draft letter of appointment of Mr. Ashok Kumar Dash as an Independent Director, setting out the terms and conditions of his appointment, will be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the last date of e-voting i.e., Saturday, March 21, 2026

Mr. Ashok Kumar Dash shall be entitled to receive sitting fees for attending meetings of the Board and its Committees and shall also be entitled to participate in the profit-related commission not exceeding one percent (1%) per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and the Rules framed thereunder.

The Board recommends the resolution set out at Item No. 3 of this Postal Ballot Notice for approval of the Members by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Postal Ballot except to the extent of their shareholding in the Company.

**Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India**

<b>Name of the Directors</b>	<b>Mr. Ashok Kumar Dash</b>
Date of Birth and Age	June 26, 1961 64 Years
Effective date of Appointment	February 12, 2026
Brief Resume Qualification, Experience and Nature of Expertise in specific functional areas	<p>Mr. Ashok Kumar Dash is a highly respected operational and strategic advisor with over 39 years of rich and diverse experience in the automotive manufacturing sector. He holds a Bachelor of Engineering (Mechanical Engineering) with First Class Honours from NIT, Rourkela, Odisha. He is widely recognized for his ability to analyze complex operational data, identify trends, and provide timely and effective recommendations while working in dynamic environments under stringent timelines.</p> <p>He has spent the majority of his distinguished career with Maruti Suzuki India Limited, holding leadership roles ranging from Engineer to Senior Vice President, and has also served as Senior Advisor at Suzuki Motorcycles India Limited (on deputation from Maruti Suzuki). His experience spans across manufacturing operations, supply chain management, engineering, quality assurance, localization, and supplier development.</p> <p>During his tenure, he has overseen large-scale manufacturing operations including:</p> <ul style="list-style-type: none"> <li>• Production of approximately 18,00,000 vehicles per annum,</li> <li>• 18,00,000 transmissions per annum for Maruti vehicles, and</li> <li>• 5,00,000 two-wheeler engines per annum for Suzuki Motorcycles.</li> </ul> <p>He has led critical initiatives in technology transfer from Suzuki, Japan, supplier upgradation, lean manufacturing, quality improvement, warranty reduction, export quality assurance, and market feedback analysis. He has also held leadership responsibility for sizeable teams and has led international training programs, including training of technicians in Suzuki, Japan.</p>

<b>Name of the Directors</b>	<b>Mr. Ashok Kumar Dash</b>
Directorships held in other companies (including foreign companies) as on date	NIL
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	NIL
Number of Shares held in the Company	NIL

**By the order of the Board  
For Triton Valves Limited**

Place: Bangalore  
Date: February 12, 2026

**Bibhuti Bhusan Mishra**  
Company Secretary & Compliance Officer  
Membership No: A43643

**Regd. Office:**  
Triton Valves Limited  
Sunrise Chambers, 22, Ulsoor Road  
Bengaluru - 560 042, Karnataka, India  
CIN: L25119KA1975PLC002867