



TRITON

TRITON VALVES LIMITED

CIN: L25119KA1975PLC002867

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NOTICE

NOTICE is hereby given that the 49th Annual General Meeting ("AGM") of the Members ("Members") of Triton Valves Limited ("the Company") will be held on Friday, September 26, 2025 at 04.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone and the Consolidated Financial Statements for the Financial Year ended March 31, 2025 and the Reports of the Board including Secretarial Audit Report and of the Independent Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Auditors' Report thereon and the Boards Report, be and are hereby received, considered and adopted."

Item No. 2 –Declaration of Dividend

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

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, approval of Members of the Company be and is hereby accorded for declaration and payment of dividend at the rate of ₹ 10.00 (100%) per share out of the current profits of the year on the existing 11,83,527 Equity Shares and a proportional dividend of ₹ 3.56 per share on 17,000 Equity Shares which were newly created on November 22, 2024, aggregating to ₹ 1,18,95,790 which will be appropriate from the profit for the year."

Item No. 3 - Retirement of Director by rotation

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

"RESOLVED THAT Mrs. Anuradha Maruti Gokarn (DIN: 00185509), Director, who retires by rotation at this Annual General Meeting, and being eligible, having offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No - 4 - Ratification of payment of remuneration to Cost Auditor for the Financial Year 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Messrs. Vishwanath Bhat & Associates, Cost Accountants, Bangalore (Firm Registration No. 000475), appointed as Cost Auditors of the Company, for conducting the audit of the cost records of the Company for the financial year 2025-26 be paid a remuneration of ₹ 1.50 Lakhs per annum plus applicable taxes and reimbursement of out of pocket expenses, at actuals, as approved by the Board of Directors."

Item No - 5– Appointment of Mr. Parameshwar Ganapati Bhat Practising Company Secretary as Secretarial Auditor of the Company to hold office for the term of 5 (Five) consecutive years effective from FY 2025-26 to FY 2029-30.

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

"RESOLVED THAT in terms of Section 204(1) of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including such other provisions as may be applicable read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee and Board of Directors of the Company, Mr. Parameshwar Ganapati Bhat,

Practising Company Secretary, Bangalore, bearing Peer Review Certificate No. 5508 / 2024 be and is hereby appointed as the Secretarial Auditors of the Company to hold the office for the term of 5 (Five) consecutive years effective from FY 2025-26 to FY 2029-30 at a remuneration of ₹ 1,00,000 (One Lakh Only) plus taxes as applicable and out-of-pocket expenses at actuals for FY 2025-26 with the power to the Board to alter and vary the terms and conditions of their appointment, revision in the remuneration during the remaining tenure of 4 (Four) years including by reason of the necessity on account of conditions as may be stipulated by the authority, subject to an annual increase not exceeding 10% and in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

Item No - 6 – Revision in the Remuneration and the terms and conditions of Mr. Aditya Maruti Gokarn (DIN:00185458), Managing Director of the Company.

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

“RESOLVED THAT further to the resolutions passed at the 48th Annual General Meeting of the Company held on 13th September, 2024 and for remuneration payable to Mr. Aditya Maruti Gokarn, Managing Director (DIN: 00185458) pursuant to the provisions of Sections 2(54), 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force], the relevant provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for extension in the maximum remuneration payable to Mr. Aditya Maruti Gokarn, Managing Director of the Company with effect from 1st February, 2026 for the remaining period of his present term of appointment up to 31st January, 2028, upon the previously approved managerial remuneration limit of INR 250 Lakhs per annum, as detailed in the explanatory statement attached hereto, and Nomination and Remuneration Committee, the Board of Directors be and is hereby empowered to alter and vary the terms and conditions in such manner as may be agreed between the Board of Directors and Mr. Aditya Maruti Gokarn.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered or varied from time to time by

the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee or any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) as it may in its absolute discretion, deem fit and necessary pursuant to provisions of the Companies Act, 2013 without requiring the Board to secure any further consent or approval of the members of the Company provided that such revision or alteration in the terms of remuneration within the overall limit of ₹ 250 lakhs per annum.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution.

Item No - 7 – Revision in the Remuneration and the terms and conditions of Mr. Koothanda Bheemaiah Appaiah, (DIN: 10053407) Whole Time Director of the Company.

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

“RESOLVED THAT further to the resolutions passed at the 48th Annual General Meeting of the Company held on 13th September, 2024 and for remuneration payable to Mr. Koothanda Bheemaiah Appaiah, Whole-time Director (DIN: 10053407) pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force], the relevant provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for extension in the maximum remuneration payable to Mr. Koothanda Bheemaiah Appaiah, Whole-time Director of the Company with effect from 01st March, 2026 for the remaining period of his present term of appointment up to 04th March, 2027, upon the previously approved managerial remuneration limit of INR 140 Lakhs per annum, as detailed in the explanatory statement attached hereto, the Nomination and Remuneration Committee, the Board of Directors be and are hereby empowered to alter and vary the terms and conditions in such manner as may be agreed between the

Board of Directors and Mr. Koothanda Bheemaiah Appaiah.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered or varied from time to time by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee or any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) as it may in its absolute discretion, deem fit and necessary pursuant to provisions of the Companies Act, 2013 without requiring the Board to secure any further consent or approval of the members of the Company provided that such revision or alteration in the terms of remuneration within the overall limit of ₹ 140 lakhs per annum.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution."

Item No - 8 – Appointment of Mr. Kishore Mukund Saletore (DIN: 01705850) as a Director and as an Independent Director.

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

"RESOLVED THAT Mr. Kishore Mukund Saletore (DIN: 01705850), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-Executive, Independent) Director of the Company with effect from August 13, 2025 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with the Articles of Association of the Company and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from August 13, 2025 for a term up to August 12, 2030 not liable to retire by rotation."

Item No - 9 – Increase in Borrowings Powers of the Company.

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

"RESOLVED THAT in supersession of Special Resolution No. 7 passed by the Members at the Annual General Meeting of the Company held on July 26, 2018 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof

for the time being in force) and such other laws, rules as may be applicable from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for borrowing from time to time, any sum or sums of money, together with the money 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 provided that the total amount so borrowed shall not at any time exceed ₹ 300 crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immovable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Item No - 10 – Approval for material related party transactions with subsidiary Company.

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with relevant circulars issued by the Securities and Exchange Board of India from time to time, applicable provisions of the Companies Act, 2013 read with Rules made thereunder ("the Act"), Company's Policy on Related Party Transactions and further pursuant to the recommendation/approval of the Audit Committee and the Board of Directors, consent of Members be and is hereby accorded to enter into and/or continue to enter into contract(s)/transaction(s) with Tritonvalves Future Tech Private Limited, wholly owned subsidiary company and a Related Party in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods

or business assets or property or equipment; b) availing or rendering of services including the use of Trademark, etc.; c) transfer of any resources, services or obligations to meet business objectives/requirements, etc. ("Related Party Transactions"), upto an amount of ₹ 350 crore, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors and the Audit Committee be and is hereby authorized to delegate all or any of its powers in terms of the foregoing resolution,

to any Committee of Directors and/or Director(s) and/or official(s) of the Company, and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, including but not limited to finalizing the terms and conditions of the contract(s)/transaction(s), executing necessary documents and settling issues that may arise for the Related Party Transactions with Tritonvalves Future Tech Private Limited, without being required to seek further consent or approval of Members, to the end and intent that they shall be deemed to have accorded their approval thereto expressly by the authority of aforesaid resolution."

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

Place: Bangalore
Date: August 13, 2025

Bibhuti Bhusan Mishra
Company Secretary
Membership.No.: 43643

Regd. Office:
Sunrise Chambers, 22, Ulsoor Road
Bengaluru 560 042
CIN: L25119KA1975PLC002867

NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive) for the purpose of AGM and determining the entitlement of the shareholders to the Dividend for the financial year 2024-25.
2. The Company has fixed Friday, September 19, 2025 as the 'Record Date' for the purpose of AGM.
3. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special businesses of the Notice as set above, are annexed hereto.
4. Details as required in Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India in respect of the Director seeking appointment/reappointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished details as required under this regulation for their reappointment/ appointment and also as required under the Companies Act, 2013 and Rules made thereunder.
5. **General instructions for accessing and participating in the 49th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
 3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tritovalves.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 23rd September, 2025 at 09:00 A.M. and ends on Thursday, 25th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 19th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 19th September, 2025.

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

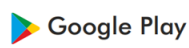
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 (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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. 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.

4. 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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'?

- 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'.
- 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:

- 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.

- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to (Mr. Falguni Chakraborty) at 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).

[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 (bglsta@integratedindia.in). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the

AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of **"VC/OAVM"** placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (investors@tritonvalves.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a **"Speaker"** by sending their request in advance at least 7 days prior to AGM mentioning their Name, Demat Account Number, Email ID, Mobile number to investors@tritonvalves.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 7 days prior to the AGM mentioning their Name, Demat Account Number, Email ID, Mobile number to investors@tritonvalves.com. These queries will be replied accordingly by authorized.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4: Ratification of payment of remuneration to Cost Auditor for the Financial Year 2024-25.

The Board at its Meeting held on August 13, 2025, on the recommendation of the Audit Committee, had re-appointed Messrs. Vishwanath Bhat & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000475), as the Cost Auditors for carrying out Cost Audit of the Company for the financial year 2025-26 on a remuneration of ₹ 1.50 lakhs per annum plus reimbursement of out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors which is recommended by the Audit Committee has been considered and approved by the Board of Directors and is required to be ratified by the Members.

The Board of Directors recommends resolution set out at Item No.4 for your consideration and ratification by way of passing an ordinary resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested (financial and otherwise) in the resolution.

Item No - 5– Appointment of Mr. Parameshwar Ganapati Bhat Practising Company Secretary as Secretarial Auditor of the Company to hold office for the term of 5 (Five) consecutive years effective from FY 2025-26 to FY 2029-30.

Based on the recommendation of the Audit Committee and subject to the approval of the Shareholders, the Board of Directors has on August 13, 2025, appointed CS Parameshwar Ganapati Bhat, Practising Company Secretary (FCS- 8860, COP- 11004 and Peer Review Certificate No. 5508/2024) as the Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for a term of five (5) consecutive years commencing from April 01, 2025 to March 31, 2030.

CS Parameshwar Ganapati Bhat Practising Company Secretary had given his consent to act as the Secretarial Auditor of the Company and has confirmed that his appointment, if made, will be within the limit specified by the Institute of Company Secretaries of India. He has also confirmed that he is not disqualified to be appointed as Secretarial Auditor.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Particulars Details

Proposed Secretarial Auditor CS Parameshwar Ganapati Bhat, Practising Company Secretary

Proposed fees The Board has, based on the recommendation of the Audit Committee, approved fee of 1,00,000/- towards Secretarial Audit, excluding applicable taxes and reimbursement of out-of-pocket expenses, for the financial year 2025-26. The fee for the remaining term may be finalized in subsequent years subject to an annual increase not exceeding 10% and based on the recommendation of the Audit Committee and as may be approved by the Board of Directors.

Material change in the fee payable to the proposed Secretarial Auditor Fee proposed to the Secretarial Auditor ₹ 1,00,000/-

(the increase is due to the increase in scope of secretarial audit)

Term of Appointment Five (5) consecutive years commencing from April 01, 2025, to March 31, 2030.

Credentials of proposed Secretarial Auditor and basis of recommendation CS Parameshwar Ganapati Bhat, Practising Company Secretary, is primarily engaged in providing Secretarial Audit, Governance, Compliance Management and other Assurance services. He has experience in handling the secretarial audits of listed and large unlisted companies. CS Parameshwar Ganapati Bhat, Practising Company Secretary holds Peer Review Certificate No. 5508/2024, issued by the Peer Review Board of the Institute of Company Secretaries of India. The Board believes that his experience of conducting Secretarial Audit of listed companies and large companies, and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, Securities and Exchange Board of India Act, 1992 and other applicable laws. The recommendation for the appointment of CS Parameshwar Ganapati Bhat, Practising Company Secretary as Secretarial Auditor is based on his past track record and capabilities in delivering quality secretarial audit services to other companies of similar size and complexity.

None of the Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way is concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No - 6 – Revision in term and condition of Remuneration payable to Mr. Aditya Maruti Gokarn (DIN:00185458), Managing Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee at its meeting held on August 10, 2022, the Board of Directors at its meeting held on August 13, 2022 and Shareholders at its meeting dated September 29, 2022 had re-appointed Mr. Aditya Maruti Gokarn as the Managing Director of the Company, for a period of 5 years with effect from February 01, 2023 to January 31, 2028 at a managerial remuneration of ₹ 155 Lakhs for the initial 3 years starting from 01st February 2023.

Subsequently, Shareholders of the Company vide their special resolution dated September 13, 2024, had approved for increase the limit of the managerial remuneration payable to Mr. Aditya M Gokarn (DIN:00185458) as the Managing Director of the Company not exceeding ₹ 250 Lakhs (Including perquisites & allowance) as per the recommendation of Nomination & Remuneration Committee dated 13.02.2024. up to period ended January 31, 2026.

As the current remuneration terms of Mr. Aditya Maruti Gokarn, Managing Director, are set to expire on 31st January 2026, the Nomination and Remuneration Committee has recommended a revision in the maximum remuneration payable to him, effective from 1st February 2026, for the remaining duration of his existing term up to 31st January 2028, within the overall limit of ₹250 lakhs per annum and the same has been approved by the Board in its meeting held

on 13th August 2025 subject to shareholders' approval as follows.

The Board will exercise its power to consider one or more annual increment subject to maximum remuneration not exceeding ₹ 250 lakhs for the period up to January 31, 2028.

Mr. Aditya M. Gokarn in the capacity of Managing Director of Tritonvalves Future Tech Private Limited (TVFT) (100% Subsidiary) draws remuneration of INR 85 Lakhs p.a with effective from 01st of April 2025, which is subject to annual increment as shall be approved by Board of TVFT not exceeding limit of INR 150 Lakhs p.a.

Terms of Remuneration:

Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the term of Mr. Aditya Maruti Gokarn as Managing Director, the above remuneration shall be paid to him notwithstanding that the remuneration is in excess of the limit mentioned in clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors recommends resolution set out at Item No.6 for your consideration by way of passing a Special resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Aditya Gokarn and Ms. Anuradha Gokarn, being a relative of Mr. Aditya Gokarn, is concerned or interested (financial and otherwise) in the resolution.

Information as required under Section (II) (B) (iv) of Part II of Schedule V

Sl. No	I. General Information			
1.	Nature of industry	Auto Ancillary		
2.	Date of commencement of commercial production	September 10, 1975.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	Amount in Lakhs		
		2024-25	2023-24	2022-23
	Sales (Gross)	38,139.65	34326.27	32310.33
	Profit before Tax	875.78	938.5	-330.7
	Profit after Tax	659.5	691.81	-232.17
	Networth	12770.93	11993.34	8447.4
	Dividend on Equity %	100%	100%	NIL
5.	Export performance and net foreign exchange earned	1298.22	1843.5	1547.28
6.	Foreign investments or collaborations, if any.	Nil during the year		

Sl. No I. General Information	
Information about the appointee	
1. 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 12 years. He has also been instrumental in incorporating two subsidiaries as part of the Group's risk-mitigation and backward integration; both of these subsidiaries are delivering as per Plan and the results are being realized by the Group commencing FY23.
2. Past remuneration received from Triton Valves Limited	Total Gross Remuneration drawn during the FY 2024-25 is ₹181.50 Lakhs.
3. Recognition or awards	Mr. Aditya M Gokarn has been awarded, the Certificate of Business Excellence by the University of California, Berkeley's, Haas School of Business. He has also completed The Executive Programme in Management that transforms proven leaders in to global executives, in the same institute.
4. Job profile and his 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. The fact that the Company did not falter on customer delivery even during the testing times of Covid-19/Lockdown, epitomizes the relentless focus on customer satisfaction. Under his able leadership, the Company has grown significantly in all aspects, be it in the development of TPMS or in increasing the throughput of subsidiaries in the quest for making them self-reliant.
5. Remuneration proposed	<p>Basic Salary: 30% of total CTC (includes perquisites and allowance):</p> <p>Remuneration payable to Mr. Aditya Maruti Gokarn, effective from 1st February 2026, for the remaining duration of his existing term up to 31st January 2028, within the overall limit of ₹ 250 lakhs per annum subject to Nomination Remuneration Committee or any other committee or Board approval. Incidence of income tax shall be to the account of him.</p> <p>Commission: Commission at a percentage of the net profits of the Company as may be determined with a proviso that the salary, commission and the value of applicable perquisites in aggregate may exceed 5% of the net profits of the Company for any financial year during his tenure.</p>

Sl. No I. General Information

Perquisites and allowances:

1. Accommodation (furnished or otherwise) or House Rent allowance in lieu thereof;
2. House maintenance allowance including reimbursement of gas, electricity and water charges on actuals;
3. Reimbursement of mobile and telephone charges based on actuals;
4. Leave travel allowance and medical reimbursement/ allowance as per Company policy;
5. Use of Company car;
6. Club Fees subject to a maximum of two clubs. This will not include admission and life membership fee.
7. Contribution to Provident fund, Superannuation fund and Gratuity fund in accordance with the Act(s) / scheme(s), as applicable to all employees of the Company, from time to time.
8. Earned / privilege leave as per the rules of the Company as applicable to other senior executives of the Company.
9. Encashment of the unutilized leave as per the rules of the Company.

Other benefits:

Group medical insurance, group life insurance and personal accident insurance coverage as per Company schemes, as applicable to the employees of the Company, from time to time would be applicable.

CATEGORY 'B'

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund. These will be in accordance with the schemes applicable to senior Managers of the Company from time to time and will not be included in the computation of the ceiling of perquisites mentioned above to the extent they, either singly or put together are not taxable under the Income-Tax Act, 1961 and as amended from time to time.
2. Gratuity – In accordance with the Rules and Regulations applicable to Senior Managers of the Company from time to time not exceeding half month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure-in accordance with the Rules and Regulations applicable to Senior Managers of the Company from time to time; the monetary equivalent of such encashed leave shall not be included in the computation of the ceiling on perquisites referred to in paragraph(c)

CATEGORY "C"

Provision of car for use on Company's business and telephone at residence. Both these facilities will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the appointee.

The Managing Director shall not be paid any sitting fees for attending the Meetings of the Board of Directors or committees thereof.

Sl. No	I. General Information
6.	Comparative remuneration profile with respect to Industry, size of the Company, profile of toindustry, size of the company, profile of the the position and person - The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.
7.	Pecuniary relationship directly or indirectly Nil with the company, or relationship with the managerialpersonnel, if any.

Item No - 7 – Revision in term and condition of Remuneration payable to Mr. Koothanda Bheemaiah Appaiah, (DIN: 10053407) Whole-time Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 06, 2023 and Shareholders through postal ballot dated June 07, 2023 had appointed Mr. Koothanda Bheemaiah Appaiah as the Whole-time Director of the Company, for a period of 4 years with effect from March 06, 2023 to March 05, 2027 at a managerial remuneration of ₹ 91.50 Lakhs for the initial 3 years starting from 06th March 2023.

Subsequently, Shareholders of the Company vide their special resolution dated September 13, 2024, had approved for increase the limit of the managerial remuneration payable to Mr. Koothanda Bheemaiah Appaiah (DIN:10053407) as the Whole-time Director of the Company not exceeding ₹ 140 Lakhs (Including perquisites & allowance) as per the recommendation of Nomination & Remuneration Committee dated 13.02.2024. upto period ended February 28, 2026.

As the current remuneration terms of Mr. Koothanda Bheemaiah Appaiah, Whole-time Director, are set to expire on February 28, 2026, the Nomination and Remuneration Committee has recommended a revision in the maximum

remuneration payable to him, effective from 1st March 2026, for the remaining duration of his existing term up to 04th March 2027, within the overall limit of ₹140 lakhs per annum and the same has been approved by the Board in their meeting held on 13th August 2025 subject to shareholder's approval.

The Board will exercise its powers to consider one or more annual increments subject to maximum remuneration not exceeding ₹ 140 lakhs for the period up to March 04, 2027.

Terms of Remuneration:

Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the term of Mr. Koothanda Bheemaiah Appaiah as Whole-time Director, the above remuneration shall be paid to him notwithstanding that the remuneration is in excess of the limit mentioned in clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors recommends resolution set out at Item No.7 for your consideration by way of passing a Special resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Koothanda Bheemaiah Appaiah, is concerned or interested (financial and otherwise) in the resolution.

Information as required under Section (II) (B) (iv) of Part II of Schedule V.

Sl. No	II. General Information			
1.	Nature of industry		Auto Ancillary	
2.	Date of commencement of commercial production September 10, 1975.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not Applicable			
4.	Financial performance based on given indicators	Amount in Lakhs		
		2024-25	2023-24	2022-23
	Sales (Gross)	38,139.65	34326.27	32310.33
	Profit before Tax	875.78	938.51	(330.70)
	Profit after Tax	659.50	691.82	(232.17)
	Networth	12770.93	11993.35	8447.40
	Dividend on Equity %	100%	100%	NIL
5.	Export performance and net foreign exchange earned	1298.22	1843.50	1547.28

Sl. No	II. General Information	
6.	Foreign investments or collaborations, if any.	Nil
	Information about the appointee	
7.	Background details	<p>Mr. Koothanda Bheemaiah Appaiah was appointed as COO of the Company effective from March 13, 2020. Mr. Appaiah holds a B.E. degree in Mechanical Engineering from Bangalore Institute of Technology. He went on to join Toyota Kirloskar Motors as a Graduate Trainee in 2002. He rose to the position of Manager and Department Head in the Quality Planning Division in 2014. He was then transferred to Toyota's Lexus Marketing division as National Manager in charge of Marketing, Corporate Communication and Public Relations. During his stint in the Toyota group, he was posted to Toyota's Asia Pacific subsidiary, Toyota Motors Asia Pacific Engineering and Manufacturing (TMAP-EM) where he was initiated to Toyota's global best practices in engineering and manufacturing.</p>
8.	Past remuneration	Total Gross Remuneration drawn during the FY 2024-25 is ₹ 101.13 lakhs
9.	Recognition or awards	NIL
10.	Job profile and his suitability	<p>Mr. Koothanda Bheemaiah Appaiah is a strategic leader responsible for overseeing the entire operational spectrum of the organization. Responsible for the manufacturing, supply chain management, sales operations, and overall business strategy</p>
11.	Remuneration proposed	<p>Basic Salary: 30% of total CTC (includes perquisites and allowance):</p> <p>Remuneration payable to Mr. Koothanda Bheemaiah Appaiah, effective from 1st March 2026, for the remaining duration of his existing term up to 04th March 2027 within the overall limit of ₹140 lakhs per annum subject to Nomination Remuneration Committee or any other committee or Board approval. Incidence of income tax shall be to the account of him.</p> <p>Perquisites and allowances:</p> <ol style="list-style-type: none"> 10. Accommodation (furnished or otherwise) or House Rent allowance in lieu thereof; 11. House maintenance allowance including reimbursement of gas, electricity and water charges on actuals; 12. Reimbursement of mobile and telephone charges based on actuals; 13. Leave travel allowance and medical reimbursement/allowance as per Company policy; 14. Use of Company car; 15. Club Fees subject to a maximum of two clubs. This will not include admission and life membership fee. 16. Contribution to Provident fund, Superannuation fund and Gratuity fund in accordance with the Act(s) / scheme(s), as applicable to all employees of the Company, from time to time. 17. Earned / privilege leave as per the rules of the Company as applicable to other senior executives of the Company. 18. Encashment of the unutilized leave as per the rules of the Company.

Sl. No II. General Information

Other benefits:

Group medical insurance, group life insurance and personal accident insurance coverage as per Company schemes, as applicable to the employees of the Company, from time to time would be applicable.

CATEGORY 'B'

4. Contribution to Provident Fund, Superannuation Fund or Annuity Fund-These will be in accordance with the schemes applicable to senior Managers of the Company from time to time and will not be included in the computation of the ceiling of perquisites mentioned above to the extent they, either singly or put together are not taxable under the Income-Tax Act, 1961 and as amended from time to time.
5. Gratuity – In accordance with the Rules and Regulations applicable to Senior Managers of the Company from time to time not exceeding half month's salary for each completed year of service.
6. Encashment of leave at the end of the tenure-in accordance with the Rules and Regulations applicable to Senior Managers of the Company from time to time; the monetary equivalent of such encashed leave shall not be included in the computation of the ceiling on perquisites referred to in paragraph(c)

CATEGORY "C"

Provision of car for use on Company's business and telephone at residence. Both these facilities will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the appointee.

The Managing Director shall not be paid any sitting fees for attending the Meetings of the Board of Directors or committees thereof.

12. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person
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.
13. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.
Nil

Additional information on Directors recommended for appointment / re-appointment in the forthcoming Annual General Meeting in pursuance of 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of the Directors	Mr. Kishore M. Saletore	Mrs. Anuradha Maruti Gokarn
Date of Birth and Age	September 04, 1966 58 Years	December 25, 1942 82 Years
Effective date of Appointment	August 13, 2025	January 01, 2013
Brief Resume Qualification, Experience and Nature of Expertise in specific functional areas	He is a seasoned finance leader with over 30 years of diverse experience across globally renowned corporations, including the Tata Group, ITC Ltd., Hughes Corporation, and Bharat Forge. He is a member of The Institute of Chartered Accountants of India and has also undertaken Post Graduate Diploma in Management (PGDM), Indian Institute of Management (IIM), Bangalore. His core competencies lie in the areas of Strategic Financial Planning & Analysis, International Joint Ventures & M&A, Corporate Governance & Risk Management, Cost Optimization & EBITDA Expansion, Capital Raising & Fund Structuring, Real Estate & Infrastructure Financing, Business Transformation & Restructuring and Stakeholder Communication & Board Reporting. As a finance leader, he has demonstrated expertise in steering high-stakes mergers & acquisitions, joint ventures, and international expansions. He has been recognized for delivering consistent shareholder value and operational efficiency across sectors such as electric vehicles (EV), real estate, infrastructure, and telecommunications. He has proven ability to lead large global teams and partner with C-suite executives, investors, and regulators. He has deep commitment to corporate governance, ethical leadership, and sustainable growth. He has been the recipient of the prestigious CII CFO Award in 2022, recognizing excellence in financial leadership and strategic contribution to industry.	Mrs. Anuradha M. Gokarn holds an M.Phil. in English Literature from the University of London. Mrs Gokarn took over the reins of the Company at a time of crisis when her husband and the Founder Managing Director, Mr M V Gokarn passed away. She served as the Managing Director of the Company for a period of 26 years – from 1986 to 2012, during which she successfully steered the Company to a market leadership position and built a strong foundation on which the Company continues to grow till date.
Directorships held in other companies (including foreign companies) as on date	Highway Industries Limited -Independent Director Highway Roop Precision Technologies Limited (formerly Roop Automotives Limited)- Independent Director Carraro India Limited -Independent Director Veedol Corporation Limited - Independent Director	Nil
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Carraro India Limited – Member, Audit Committee Carraro India Limited – Chairman, Stakeholders Relationship Committee Carraro India Limited - Chairperson, Nomination and Remuneration Committee	Nil
Number of shares held in the Company	400	3,20,041

Item No – 8

Mr. Kishore Mukund Saletore (DIN: 01705850) was appointed as an Additional Director of the Company by the Board of Directors with effect from August 13 2025 pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. The resolution seeks the approval of the Shareholders for regularizing the appointment of Mr. Kishore Mukund Saletore, as a Director and also appointment as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from August 13, 2025 for a term up to August 12, 2030 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

Brief profile of Mr. Kishore Mukund Saletore is as follows:

He is a seasoned finance leader with over 30 years of diverse experience across globally renowned corporations, including the Tata Group, ITC Ltd., Hughes Corporation, and Bharat Forge. He is a member of The Institute of Chartered Accountants of India and has also undertaken Post Graduate Diploma in Management (PGDM), Indian Institute of Management (IIM), Bangalore. His core competencies lie in the areas of Strategic Financial Planning & Analysis, International Joint Ventures & M&A, Corporate Governance & Risk Management, Cost Optimization & EBITDA Expansion, Capital Raising & Fund Structuring, Real Estate & Infrastructure Financing, Business Transformation & Restructuring and Stakeholder Communication & Board Reporting. As a finance leader, he has demonstrated expertise in steering high-stakes mergers & acquisitions, joint ventures, and international expansions. He has been recognized for delivering consistent shareholder value and operational efficiency across sectors such as electric vehicles (EV), real estate, infrastructure, and telecommunications. He has proven ability to lead large global teams and partner with C-suite executives, investors, and regulators. He has deep commitment to corporate governance, ethical leadership, and sustainable growth. He has been the recipient of the prestigious CII CFO Award in 2022, recognizing excellence in financial leadership and strategic contribution to industry.

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 from Mr. Kishore Mukund Saletore (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 and (iii) a 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. In the opinion of the Board, Mr. Kishore Mukund Saletore, fulfils the conditions for his appointment as an Independent Director as specified under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Kishore Mukund Saletore is independent of the Management. Copy of the draft letter of appointment of Mr. Kishore M. Saletore as an Independent Director setting out the terms and conditions, 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 date of the AGM.

Mr. Kishore M. Saletore shall be entitled to receive sitting fees for meetings of the Board and its Committees and shall also be entitled to profit related commission not exceeding one percent per annum of the net profit of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules framed thereunder.

The Board recommends the Special Resolutions set forth in Item Nos. 8 for the approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Kishore Mukund Saletore is concerned or interested, financially or otherwise, in the said Resolutions.

Item No – 9

Section 180(1)(c) of the Companies Act, 2013 provides that where a company's borrowings (apart from temporary loans obtained / to be obtained from the Bankers of the Company in the ordinary course of business) exceed the aggregate of its Paid-up Share Capital and free reserves, approval of the Shareholders by a Special Resolution is required. Shareholders of the Company had passed a special resolution dated July 26, 2018 that total amount so borrowed shall not at any time exceed ₹ 200 Crores over and above the paid up capital of the Company and its free reserves. In view of the Company's future plans and to support its business operations, the Company may need additional funds. For this purpose, the Company may need to raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons / individuals as may be considered fit. Hence approval of the Shareholders is being sought for borrowings (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) upto an amount not exceeding ₹ 300 Crores (Rupees Three Hundred Crores only), outstanding at any point of time, over and above the aggregate of the Paid-up Share Capital of the Company and its free reserves, as prevailing from time to time.

The Board recommends the Special Resolution set out at Item No. 9 of this Notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned, financially or otherwise, in the said Resolution.

Item No – 10

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business of the Company.

Related Party Transaction for the FY 2025-26

Si No	Name of the Related Party	Nature of Relationship	Nature of Transaction	in INR Lakhs
1	Tritonvalves Future Tech Private Limited	Subsidiary Co. -100%	Sales to Related party	11,181
			Receivable from Related party	1,131
			Purchase from Related party	17,689
			Payable to Related party	1,095
			Corporate Guarantee for availing the Funds from the Bank.	0
			Corporate Guarantee Commission	57
			Interest	222
			Loan + Interest	2279
			Royalty Expense	80
			Rental Income	204
			Others(Reimbursement-receivable/payable/ Interest)	5
			Equity/ Deemed equity	N.A.
			Loans granted	N.A.

Details of the proposed RPTs of the Company with Tritonvalves Future Tech Private Limited ('TVFT'), including the information required to be disclosed in the Explanatory Statement pursuant to the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024, are as follows:

SL No	Description	Details
1	Details of Summary of information provided by the management to the Audit Committee	
	a. Name of the Related Party and its relationship with the Company or (Fully-owned subsidiary) its subsidiary, including nature of its concern or interest (financial or otherwise).	Tritonvalves Future Tech Private Limited
	b. Type, material terms, monetary value and particulars of the proposed RPTs	The Company and TVFT have entered into / propose to enter into the following RPTs during FY26, for an aggregate value not exceeding ₹350 crore: <ul style="list-style-type: none"> • Purchase of goods / services • Sale of goods / services • Receivable/Payable • Rent received

SL No	Description	Details
		<ul style="list-style-type: none"> • Interest received/paid • Royalty Income/expense • Corporate Guarantee Commission <p>These transactions are in the ordinary course of business and are on an arm's length basis.</p>
	c. Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	69.50%
2	Justification for the proposed RPTs	Main purpose is to meet the business requirements of both Company and TVFT and to achieve overall efficiencies with respect to manufacture and supply of valves. In light of above and various commercial factors, aforementioned transactions as set out in the explanatory notes, that will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity and an increase in productivity.
3	Details of proposed RPTs relating to any NA loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
4	Statement that the valuation or other external report, if any, relied upon by the proposed transaction will be made available through registered email address of the shareholder.	All the transactions are on arm's length basis. Valuation report wherever required will be obtained for proposed related party transaction(s) and will be made available to the shareholders on request.
5	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The proposed related party transactions are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations. Accordingly, the Board, based on the recommendation and approval of the Audit Committee, recommends the Ordinary Resolutions set forth at Item No. 10 for approval of the Members of the Company. None of the Directors or Key Managerial Personnel of the Company, nor their relatives, are considered to have any direct or indirect interest in the resolutions outlined in Item No. 10. However, it may be noted that the Mr. Aditya M. Gokarn, Managing Director, is also Managing Director of Tritonvalves Future Tech Private Limited.

The Board recommends the Ordinary Resolutions set forth at Item No. 10 of the Notice for the approval of the Members of the Company.

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

Place: Bangalore
Date: August 13, 2025

Bibhuti Bhusan Mishra
Company Secretary
Membership.No.: 43643

Regd. Office:
Sunrise Chambers, 22, Ulsoor Road
Bengaluru-560 042.
CIN: L25119KA1975PLC002867