TRITON

TRITON VALVES LIMITED
CIN: L25119KA1975PLC002867
Regd. Office: Sunrise Chambers, 22, Ulsoor Road, Bengaluru - 560042, Karnataka, India
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NOTICE

NOTICE is hereby given that the 50th (Fiftieth) Annual General Meeting ("AGM") of the Members of Triton Valves Limited ("the Company") will be held on Friday, September 25, 2026 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 - To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditor's thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditor's thereon.

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

(a) "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, together with the reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

(b) "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, including the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the financial year ended on that date, together with the report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

Item No. 2 - To declare dividend on equity shares for the financial year ended March 31, 2026.

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 the Members of the Company be and is hereby accorded for the declaration of dividend at the rate of ₹ 2.50/- (Rupees Two and Fifty Paise Only) [25%] per equity share of the face value of ₹ 10/- (Rupees Ten Only) each, fully paid-up, on the existing equity shares, out of the current year's profits, aggregating to ₹ 1,28,05,270/- (Rupees One Crore Twenty Eight Lakhs Five Thousand Two Hundred Seventy Only) for the financial year ended March 31, 2026 and that the same be paid to those Shareholders whose names appear on the Register of Members/Beneficiary Position as on September 18, 2026.

Item No. 3 - To appoint Mr. Aditya Maruti Gokarn (DIN: 00185458), who retires by rotation, as a Director.

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Aditya Maruti Gokarn (DIN: 00185458), who retires by rotation at this Meeting, and being eligible, having offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 4 - To ratify the payment of remuneration to the Cost Auditor for the Financial Year 2026-27.

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, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(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 the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year 2026-27, be paid a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, as approved by the Board of Directors, and the same be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above said Resolution."

Item No. 5 - To consider and re-appoint Mr. Koothanda Bheemaiah Appaiah (DIN: 10053407), Whole-time Director of the Company, for a term of five years and payment of remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Koothanda Bheemaiah Appaiah (DIN: 10053407) as Whole-time Director of the Company for a further period of 5 (five) years effective from March 06, 2027 to March 05, 2032, liable to retire by rotation, on the terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed to this Notice, as may be agreed between the Board of Directors and Mr. Koothanda Bheemaiah Appaiah from time to time.

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 the 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 the 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 (Rupees Two Hundred Fifty Lakhs Only) per annum.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded for payment of remuneration as set out in the explanatory statement for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder, subject to compliance with Schedule V of the Act and other regulatory approvals, if and where applicable.

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 as may be necessary or desirable in connection with or incidental to giving effect to the above resolution."

Item No. 6 - To consider creation of mortgage / charge on the properties / undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members 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) for creation of charge / mortgage

/ pledge / hypothecation / security, in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be, in favour of banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities in the nature of debt securities issued / to be issued by the Company (hereinafter collectively referred to as "loans"), from time to time, provided that the total amount of loans shall not at any time exceed ₹ 300 Crores (Rupees Three Hundred Crores Only) in excess of the aggregate of the paid-up share capital, free reserves and securities premium (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and ishereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board, in its absolute discretion, may think fit."

Item No. 7 - To consider and approve the 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 the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, along with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the 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 the Members be and is hereby accorded to the Board of Directors of the Company ("the Board"), which expression shall also include a committee thereof duly constituted by the Board, to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), to enter into and/ or continue to enter into contract(s)/transaction(s) with Tritonvalves Future Tech Private Limited, a wholly-owned Subsidiary Company and a 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"), up to an amount of ₹ 421 Crores (Rupees Four Hundred Twenty-one Crores Only), on such terms and conditions as the Audit Committee and/or the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors and the Audit Committee be and are hereby authorised to delegate all or any of their 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 in relation to the Related Party Transactions with Tritonvalves Future Tech Private Limited, without being required to seek further consent or approval of the Members, to the end and intent that they shall be deemed to have accorded their approval thereto expressly by the authority of the aforesaid resolution."

Item No. 8 - To consider and approve the revision in Managerial remuneration payable to 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 in partial modification of the Special Resolution passed by the Members of the Company through 49th Annual General Meeting of the Company held on September 26, 2025, and in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and applicable provisions 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], and the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded for the revision in the maximum managerial remuneration payable to Mr. Koothanda Bheemaiah Appaiah, Whole-time Director of the Company for a sum not exceeding ₹ 150 lakhs (Rupees One Hundred Fifty Lakhs Only) per annum with effect from April 01, 2026 for the remaining period of his present term of appointment up to March 05, 2027 on the terms and conditions set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded for payment of remuneration as set out in the explanatory statement, during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder, subject to compliance with Schedule V of the Act and other regulatory approvals, if and where applicable.

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."

By Order of the Board
For Triton Valves Limited

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

Place: Bengaluru
Date: August 13, 2026

Regd. Office:
Sunrise Chambers, 22, Ulsoor Road
Bengaluru - 560042, Karnataka, India
CIN: L25119KA1975PLC002867

NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2026 to Friday, September 25, 2026 (both days inclusive) for the purpose of AGM and determining the entitlement of the shareholders to the Dividend for the financial year 2025-26.

2. The Company has fixed Friday, September 18, 2026 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 business 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 50th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**

   1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, 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 Annual General Meeting (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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. 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 15 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.tritonvalves.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com 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.

8. Since the AGM being held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

9. Final Dividend of ₹ 2.50/- (Rupees Two and Fifty Paise Only) [25%] per Equity Share as recommended by the Board, if approved by the Members, will be paid to those Members whose names appear on the Register of Members of the Company/ beneficial owners as per the records of depositories as at the end of September 18, 2026

10. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

11. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

    However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be paid during the financial year 2025-26 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

    Also, no tax shall be deducted for Shareholders (e.g. LIC, GIC for whom Section 194 of the Act is not applicable), Persons Covered under Section 196 of the Act (e.g. Mutual Funds, Govt.) and Category - I & II Alternative Investment Funds (AIF) registered with SEBI on submission of documents as below:

Shareholders (e.g. LIC, GIC for whom Section 194 of the Act is not applicable)	-Documentary evidence that the said provisions u/s 194 are not applicable. -a declaration that it has full beneficial interest with respect to the shares owned by it along with PAN
Persons Covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	Documentary evidence that the person is covered under said Section 196 of the Act. Mutual Funds: (i) Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate. (ii) Also a certificate that payment of / by way of dividend in respect of any securities or shares owned by it or in which it has full beneficial interest.
Category - I & II Alternative Investment Funds (AIF) registered with SEBI	AIF established/incorporated in India - Self-declaration that its income is exempted under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.

For Non-resident shareholders taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable.

In order to apply the Tax Treaty rate, following documents would be required:

Self-attested copy of Indian Tax Identification number (PAN), if available
Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident
Form 10F duly filled and signed
Self-declaration from Non-resident, primarily covering the following (Please Click the below Link to download the Form https://ipostatus.integratedregistry.in/TaxExemptionRegistration.aspx -Non-resident is eligible to claim the benefit of respective tax treaty. -Non-resident receiving the dividend income is the beneficial owner of such income -Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India. -Declaration stating that the construct and affairs of the shareholders are not arranged with the main or principal purpose of obtaining any tax benefits, directly or indirectly, under the Tax Treaty.

However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Self-attested copy of PAN if available / Self-attested copy of Indian Tax Identification number (PAN), if available
- Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

Kindly note that the Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

The aforesaid documents, as applicable, should be received from registered e-mail ID by e-mail to Integrated Registry Management Services Pvt. Ltd at their e-mail id giri@integratedindia.in or the same can be uploaded on the web link of RTA <https://www.integratedindia.in/Exemption Form Submission>on or before Friday, September 18, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate applicable and remit the same to the Government within the stipulated date. No communication on the tax determination/ deduction received post September 18, 2026 shall be considered for payment of Dividend with the appropriate deduction / no deduction.

For withholding of taxes as mentioned above, the residential status of the shareholders will be considered as per the data available with the Company/RTA/the Depository Participants (the "DPs"). In case there is change in their status, then the shareholders are requested to update their current status with the Company/RTA/the DPs on or before Friday, September 18, 2026.

12. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through Depository Participants. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central

Depository Services Limited (CDSL). ISIN Code No. INE440G01017. All Shareholders holding Shares in physical form are requested to make use of this facility.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.tritonvalves.com and on the website of the Company's Registrar and Transfer Agents, at https://www.integratedregistry.in/ContactUs.aspx

14. Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.tritonvalves.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

15. For further information, Shareholders can contact the Company's Registrar and Share Transfer Agent (RTAs), Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560003, Karnataka, India. Phone : +91-80-23460815 to 818, Fax: +91-80-23460819, E-mail: irg@integrated.in

16. Members holding Shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the RTA, if not registered with the Company, as mandated by SEBI by writing to the RTA at irg@integrated.in in along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

17. Members holding Shares in electronic mode are requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts to update the same.

18. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Integrated Registry Management Services Private Limited / Depositories.

19. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection electronically by the Members during normal business hours [9:00 A.M. (IST) to 5:00 P.M. (IST)] on all working days except Saturdays and Sundays, up to the conclusion of AGM of the Company.

20. Members seeking any information with regard to the Financial Statements, are requested to write to the Company at investors@tritonvalves.com at an early date, so as to enable the Management to keep the information ready at the Meeting.

21. Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any member has requested for physical copy of the same. Members may note that the Notice and Annual Report will also be available on the Company's website at www.tritonvalves.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evotingindia.com.

22. Pursuant to Section 124 of the Companies Act, 2013 ("Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends remaining unpaid or unclaimed for a period of seven consecutive years, together with the corresponding equity shares in respect of which such dividends

remain unpaid or unclaimed, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, in accordance with the IEPF Rules, the Company is required to transfer such shares to the Demat Account of the IEPF Authority within the prescribed timeline. The Company sends individual communications to the concerned Members and also publishes the details of such Members before effecting the transfer of unclaimed dividends and the corresponding shares to the IEPF. Details of unclaimed dividends are available on the Company's website at www.tritonvalves.com. Shareholders are encouraged to claim their outstanding dividends at the earliest to avoid transfer of such dividends and the corresponding shares to the IEPF. The Shareholders whose unclaimed dividend(s) and/or share(s) have been transferred to IEPF, may contact the Company or Registrar & Transfer Agent (RTA) and submit the required documents for issuance of Entitlement Letter. The Shareholders shall attach the Entitlement Letter and other required documents and file web Form IEPF-5 available on www.mca.gov.in for claiming the dividend(s) and/or share(s). Members are requested to note that no claims shall lie against the Company in respect of the dividends and shares transferred to the IEPF Authority and all benefits accruing on such shares, if any, shall also be transferred to the IEPF Authority.

23. Mr. Parameshwar G. Bhat, Practising Company Secretary (C.P. No. 11004; Membership No. FCS: 8860), Bengaluru, has been appointed as Scrutinizer to scrutinize the remote e-Voting process and casting of votes through the e-Voting system during the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to Chairman or a person authorized by him in writing, who shall countersign the same.

24. The voting results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at www.tritonvalves.com and on the website of NSDL at www.evotingindia.com, immediately after the declaration of results by Chairman or a person authorized by him in writing and the same shall be communicated to BSE Limited.

25. Additional information pursuant to Regulation 36 of SEBI Listing Regulations in respect of the Directors seeking appointment / re-appointment at the AGM is annexed separately, which forms part of this Notice.

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

The remote e-voting period begins on Tuesday, 22nd September, 2026 at 09:00 A.M. (IST) and ends on Thursday, 24th September, 2026 at 05:00 P.M. (IST). 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, 18th September, 2026, 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 18th September, 2026.

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

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.	1. 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. 2. 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. 3. 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 4. 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. 5. 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 o App Store Google Pla

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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	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.

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:

   a) If you are already registered for e-Voting, then you can user 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.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. 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"**.

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 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.

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:

To ratify the payment of remuneration to the Cost Auditor for the Financial Year 2026-27.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

The Board of Directors, on recommendation of the Audit Committee, at its meeting held on August 13, 2026, approved the appointment of Messrs. Vishwanath Bhat & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost records of the Company for the Financial Year 2026-27 at a remuneration of ₹ 1.50 Lakhs (Rupees One Lakh Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses at actuals incurred in connection with Cost Audit.

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 consent of the shareholders of the Company is being sought for ratification of the remuneration payable to the Cost Auditor for the financial year 2026-27 as required under Section 148(3) of the Act, read with Companies (Audit and Auditors) Rules, 2014.

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. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice, for approval of Members.

Item No. 5 & 8 - To consider and re-appoint Mr. Koothanda Bheemaiah Appaiah (DIN: 10053407), Whole-time Director of the Company, for a term of five years and payment of remuneration.

To consider and approve the revision in Managerial remuneration payable to Mr. Koothanda Bheemaiah Appaiah, (DIN: 10053407) Whole-time Director of the Company

Pursuant to Section 196 of the Companies Act, 2013, based on the recommendation of the Nomination and Remuneration Committee at its meeting dated August 04, 2026, the Board of Directors at its meeting held on August 13, 2026, has re-appointed Mr. Koothanda Bheemaiah Appaiah (DIN: 10053407) as Whole-time Director of the Company for a further period of 5 years with effect from March 06, 2027 to March 05, 2032. As required by the Companies Act, 2013 and the SEBI Listing Regulations, the Company has received consent from Mr. Koothanda Bheemaiah Appaiah to act as Director and Whole-time Director and a declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Koothanda Bheemaiah Appaiah (DIN: 10053407) is currently the Whole-time Director of the Company and the present term of appointment of Mr. Koothanda Bheemaiah Appaiah is valid up to March 05, 2027. Hence, he is proposed to be re-appointed as the Whole-time Director of the Company for a further term of 5 years subject to the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013.

The Members of the Company, via 49th Annual General meeting held on Friday 26th September 2026 approved the overall maximum limit for managerial remuneration payable to Mr. Koothanda Bheemaiah Appaiah, Whole-time Director (DIN: 10053407) for a sum not exceeding 140 Lakhs per annum up to March 05, 2027.

Mr. Koothanda Bheemaiah Appaiah, has made significant contributions to the growth and development of the Company and his vast industry knowledge and experience have played a crucial role in enhancing the strategic direction and operational excellence of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC') and after taking into consideration the Company's performance, industry trends, past performance & remuneration, etc., the Board of Directors at its meeting held on August 13, 2026, has considered and approved the revision in the remuneration of Mr. Appaiah effective from April 01, 2026, for the remainder of his tenure up to March 05, 2027

Terms of Remuneration

Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the remaining term and re-appointment 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 the resolution set out at Item No. 5 & 8 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.	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 the given indicators			In Lakhs
		2024-25	2023-24	2022-23
	Sales (Gross)	38,139.65	34,326.27	32,310.33
	Profit before Tax	875.78	938.51	(330.70)
	Profit after Tax	659.50	691.82	(232.17)
	Net worth	12,770.93	11,993.35	8,447.40
	Dividend on Equity %	100%	100%	NIL
5.	Export performance and net foreign exchange earned	**1,298.22**	**1,843.50**	**1,547.28**
6.	Foreign investments or collaborations, if any.	Nil		
	Information about the appointee			
1.	Background details	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.		
2.	Past remuneration	Total Gross Remuneration drawn during the FY 2025-26 is ₹ 127.53 Lakhs.		
3.	Recognition or awards	NIL		
4.	Job profile and his suitability	Mr. Koothanda Bheemaiah Appaiah is a strategic leader responsible for overseeing the entire operational spectrum of the organization. He is responsible for manufacturing, supply chain management, sales operations and overall business strategy		

Sl. No.	I. General Information	
5.	Remuneration proposed with effective from April 01, 2026 up to March 05, 2027	Remuneration payable to Mr. Koothanda Bheemaiah Appaiah, with effect from April 01, 2026 for the remainder of his tenure up to March 05, 2027 shall be within the overall limit of ₹ 150 Lakhs per annum. The Incidence of income tax shall be born by him.
5.a	Remuneration Proposed for re-appointment for a period of 5 years	Remuneration payable to Mr. Koothanda Bheemaiah Appaiah, with effect from March 06, 2027 shall be within the overall limit of ₹ 250 Lakhs per annum subject to the approval of the Nomination and Remuneration Committee or any other committee or Board from time to time. The Incidence of income tax shall be born by him. **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. **CATEGORY "C"** Provision of car for use on Company's business and telephone facility 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 Whole-time 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 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.
7.	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. Koothanda Bheemaiah Appaiah	Mr. Aditya Maruti Gokarn
Director Identification Number (DIN)	10053407	00185458
Date of Birth and Age	April 08, 1980 46 Years	May 25, 1980 46 Years
Date of first Appointment	March 06, 2023	January 31, 2013
Relationship with Directors and Key Managerial Personnel	Re-appointment as per Sections 196, 197, 198, 203 of the Companies Act, 2013.	Please refer to the Notice No 3 and as per Section 152 of the Companies Act, 2013.
Brief Resume Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Appaiah was appointed as COO of the Company effective from March 13, 2020. Mr. Appaiah holds a B.E. degree in Mechanical Engineering from Bengaluru 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.	Mr Aditya Maruti Gokarn has varied experience in business development, project execution and new product development. He has been instrumental in executing the capacity expansion and technology upgradation programmes of the company over the last 10 years. He holds a Bachelor's degree in Mechanical Engineering from RV College of Engineering, Bengaluru, and a Certificate of Business Excellence from the University of California, Berkeley. Mr Gokarn joined the Company as Manager of Business and was subsequently inducted on the Board of Directors in 2005 in the capacity of Executive Director.
Terms and conditions of appointment	Re-appointment as per Sections 196, 197, 198, 203 of the Companies Act, 2013.	Please refer to the Notice No 3 and as per Section 152 of the Companies Act, 2013.
Remuneration last drawn (including sitting fees)	₹ 127.53 Lakhs	₹ 221.43 Lakhs
Number of meetings of the Board attended during the financial year 2025-26	5	5
Directorships held in other companies (including foreign companies) as on date	NIL	Tritonvalves Future Tech Private Limited-Managing Director

Name of the Directors	Mr. Koothanda Bheemaiah Appaiah	Mr. Aditya Maruti Gokarn
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	NIL	NIL
Number of shares held in the Company as on the date of this Notice - (a) Own and (b) For other persons on a beneficial basis.	4	3,47,288
Listed companies from which the Director has resigned in the past three years	NIL	NIL

Item No. 6 - To consider creation of mortgage / charge on the properties / undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013.

In order to facilitate the securing of following borrowings (availed/to be availed) (i) any outstanding amounts under any loan availed / to be availed or obtained from/to be obtained from any banks, companies, bodies corporate and such other Financial Institutions as may be participating in the proposed loans, mutual funds, venture capital funds or other lending institutions, firms or trusts, person(s), etc; and/or (ii) any outstanding amounts under any debt securities whether convertible or non-convertible which may be / have been /to be issued and / or allotted/to be allotted from time to time to any of the aforesaid or to the shareholders or to any other person(s) together with interest, cost, charges, expenses and any other money payable by the Company under such outstanding amounts, it will be necessary to create a charge on the assets or the whole of the undertaking of the Company.

Section 180(1)(a) of the Companies Act 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of the members in the General Meeting. Accordingly, the approval of the Members of the Company at the Annual General Meeting is sought under Section 180(1)(a) of the Companies Act, 2013 and to empower the Board of Directors of the Company to take all necessary steps in this regard.

The Board recommends the Special Resolution set out at Item No. 6 of this Notice for approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7 - To consider and approve the Material Related Party Transactions with Subsidiary Company.

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.

Related Party Transaction for FY 2026-27

Sl. No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	in INR Lakhs
1	Tritonvalves Future Tech Private Limited	Wholly-owned Subsidiary Company (100%)	Sales to Related party	14,648
			Receivable from Related party	2,117
			Purchase from Related party	21,348
			Payable to Related party	1,113
			Corporate Guarantee Commission	78
			Interest	208
			Loan + Interest	2,100
			Royalty Expense	100
			Rental Income	324
			Others (Reimbursement- receivable / payable / Interest)	10

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.

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 its subsidiary, including nature of its concern or interest (financial or otherwise).	Tritonvalves Future Tech Private Limited (Wholly-owned Subsidiary Company)
	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 FY 2026-27, for an aggregate value not exceeding ₹ 421 crores: • Purchase of goods / services • Sale of goods / services • Receivable/Payable
		• Rent received • Interest received/paid • Royalty Income/expense • Corporate Guarantee Commission These transactions are in the ordinary course of business and are on an arm's length basis.
	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	86.00%

Sl. No.	Description	Details
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 loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	NA
4	Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to 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 is 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 Resolution set forth at Item No. 7 for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Aditya M. Gokarn, Managing Director of the Company, who is also the Managing Director of Tritonvalves Future Tech Private Limited, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for the approval of the Members of the Company.

By Order of the Board
For Triton Valves Limited

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

Place: Bengaluru
Date: August 13, 2026

Regd. Office:
Sunrise Chambers, 22, Ulsoor Road
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