

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, FCS

Company Secretary

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**SECRETARIAL COMPLIANCE REPORT OF TRITON VALVES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

I, Parameshwar G Bhat, Practising Company Secretary have examined all the documents and records made available to us and explanation provided by **TRITON VALVES LIMITED**, having registered office at Sunrise, Chambers, 22, Ulsoor Road, Bangalore - 560042 and bearing CIN **L25119KA1975PLC002867** ("the listed entity"), and the filings/submissions made by the listed entity to the stock exchanges, website of the listed entity and other document/filing and as may be relevant, which has been relied upon to make this certification for the Financial Year ended 31st March, 2021 ("1st April, 2020 to 31st March, 2021") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars/Guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1.	BSE Circular no. LIST/COMP/13/2019-20 dated 16th May, 2019 -Clarification on Filing of Annual Reports in XBRL Mode	Delayed filing of Annual Reports in XBRL mode	The Listed Entity may ensure to file the Annual Reports at the same time when the listed entities file Form AOC-4 (XBRL) with the Ministry of Corporate Affairs.
2.	Regulation 31(1)(4) of SEBI (Substantial Acquisition of Shares and Takeovers)	The Listed Entity has not obtained disclosure from Promoters under the said regulation and subsequently not communicated to Stock Exchange	The Listed Entity may ensure to obtain the said disclosure from Promoters.
3.	Structured Digital Database (SDD) with the required details as mentioned in sub- regulation 5 of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations,	The Listed Entity has not maintained the details as per Structured Digital Database (SDD) pursuant to the	The Listed Entity represented that it has robust prevailing system for tracking of sharing the Un-published Price



2015.	said regulation.	Sensitive Information (UPSI) and is in the process of establishing Structured Digital Database (SDD) in software format.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder:

Sl. No	Action taken by	Details of violation	Details of action taken ex. Fines, warning letter, debarment etc....	Observations/Remarks of the Practising Company Secretary, if any
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:


Sl. No	Observations of the practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended	Actions taken by the Listed Entity	Comments of the Practising Company Secretary on the actions taken by the Listed Entity
1.	Annual Secretarial Compliance Certificate submitted to Stock Exchange beyond prescribed time.	31 st March, 2020	No further action in this regard	The Listed Entity may ensure to submit the certificate within due timeline.



2.	Related Party disclosure submitted to Stock Exchange beyond Prescribed time.	31 st March, 2020	No further action in this regard	The Listed Entity may ensure to submit the disclosure within due timeline.
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Date: 17.06.2021
Place: Bangalore




Parameshwar G Bhat
CP: 11004 FCS: 8860
UDIN: F008860C000480958