

**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 31<sup>ST</sup> MARCH, 2022**

I, Parameshwar G Bhat, Practising Company Secretary have examined all the documents and records made available to me and explanations 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 31<sup>st</sup> March, 2022 ("1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022") 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.	Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the gap between two Board Meetings shall not cross 120 days.	The Listed Entity held the Board Meeting on 17.06.2021 after 120 days from the previous Board Meeting which was held on 12.02.2021.	The Listed Entity shall not deviate from any compliance and should follow the timelines strictly.
2.	Regulation 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the gap between two Audit Committee Meetings shall not cross 120 days.	The Listed Entity held the Audit Committee Meeting on 16.06.2021 after 120 days from the previous Audit Committee Meeting which was held on 11.02.2021.	The Listed Entity shall not deviate from any compliance and should follow the timelines strictly.
3.	SEBI circular no. dated 19 <sup>th</sup> August, 2019 SEBI/HO/CFD/DIL2/CIR/P/2019/94- Non-compliance with certain provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018	The Listed Entity has not applied for Listing approval within 20 days from the date of allotment of Equity Shares.	The Listed Entity has already paid fine for the delay.
4.	PART-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The term of Independent Director, ended on 2 <sup>nd</sup> February,	The Listed Entity shall not deviate from any compliance and should follow the timelines



		2022. The Listed Entity has not intimated the same to Stock Exchange.	strictly and shall file the compounding application for the same.
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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
1.	BSE Limited	The Listed Entity has not applied for Listing approval within 20 days from the date of allotment of Equity Shares.	The Listed Entity paid Rs. 2,60,000/- as fines.	The Listed Entity shall not deviate from any compliance and should follow the timelines strictly.

(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.	Delayed filing of Annual Reports in XBRL mode	31 <sup>st</sup> March, 2021.	The Listed Entity filed the Annual Reports at the same time when the listed entities file Form AOC-4 (XBRL) with the Ministry of Corporate Affairs for the financial	The timelines were correctly followed by the Listed Entity in subsequent year.



			year 2020-21.	
2.	The Listed Entity has not obtained disclosure from Promoters under Regulation 31(1)(4) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 and subsequently not communicated to Stock Exchange	31 <sup>st</sup> March, 2021.	The Listed Entity has obtained disclosure as per the said Act.	The Listed Entity has complied with the regulation subsequently.
3.	The Listed Entity has not maintained the details as per Structured Digital Database (SDD).	31 <sup>st</sup> March, 2021.	The Listed Entity is maintaining the SDD.	The Listed Entity has complied with the regulation subsequently.

Date: 26.05.2022  
Place: Bangalore



*Parameshwar G Bhat*  
Parameshwar G Bhat  
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UDIN: F008860D000398557