



**NOTICE FOR THE 35<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMAPNY**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of Triton Corp Limited will be held on Sunday, 28<sup>th</sup> September 2025 at 11.30 A.M. to transact through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the company for the Financial Year ended on 31st March, 2025 together with the Reports of Board of Directors', Statutory Auditors' and Secretarial Auditors' thereon.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 together with the Boards' Report, the Report of Statutory Auditors' and Report of Secretarial Auditors' thereon as circulated to the members and laid before the meeting be and are hereby received, considered and adopted."

2. To appoint Director in place of Mrs. Meena Rastogi (DIN: 01572002) who retires by rotation and being eligible, offers herself for reappointment.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mrs. Meena Rastogi (DIN: 01572002) who was appointed as a Director of the Company, retires by rotation and being eligible for re-appointment under the relevant provisions of the Companies Act, 2013 offers herself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. To appointment of Statutory Auditors of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Members of the Company do hereby appoint M/s. KRISHAN RAKESH & CO., Chartered Accountants, New Delhi (Firm Registration No. 009088N) as the Statutory Auditors of the Company, to hold office for a term of five consecutive years commencing from the conclusion of this Annual General Meeting held in the year 2025 until the conclusion of the Annual General Meeting to be held in the year 2030, on such

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remuneration as may be mutually agreed between the Auditors and the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2025-26**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

The Chairman informed the Board that pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any, M/s. VJ & Associates, Practicing Company Secretaries, having COP No. 24480 be and is hereby appointed as Secretarial Auditor of the Company for the Financial Year 2025-26. After discussion the Board of Directors passed the following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act 2013 (as amended or re-enacted from time to time) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions if any, the consent of the Board be and is hereby accorded to appoint M/s. VJ & Associates, Practicing Company Secretary, having COP No. 24480 as Secretarial Auditor of the Company at a remuneration mutually agreed upon by them and the Board of Directors of the company for the financial year 2025-26.

**RESOLVED FURTHER THAT** any of the Directors/ Company Secretary of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

5. Regularization of Mr. Mahesh Mahadeo Kadam (DIN: 11078170) as an Independent - Non-Executive Director on the Board of Directors of the Company.

To Consider, and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to 152 of the Companies Act, 2013 and any other applicable provision (including any modification and re-enactment thereof), if any, of the Companies Act, 2013 Mr. Mahesh Mahadeo Kadam (DIN – 11078170) who was appointed as an Additional Director in the



meeting of Board of Directors held on April 28, 2025 and whose term expires at ensuing Annual General Meeting of the Company be and is hereby appointed as the Independent Director of the Company not liable to retire by rotation for a period of five years.

**RESOLVED FURTHER THAT** any one of the Director(s) of the Company be and is/are hereby to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

6. Regularization of **Mr. Surendra Pal Sharma** (DIN: 09435695) as an Independent -Non-Executive Director on the Board of Directors of the Company.

To Consider, and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to 152 of the Companies Act, 2013 and any other applicable provision (including any modification and re-enactment thereof), if any, of the Companies Act, 2013 **Mr. Surendra Pal Sharma** (DIN: 09435695) who was appointed as an Additional Director in the meeting of Board of Directors held on June 16, 2025 and whose term expires at ensuing Annual General Meeting of the Company be and is hereby appointed as the Independent Director of the Company not liable to retire by rotation for a period of one year.

**RESOLVED FURTHER THAT** any one of the Director(s) of the Company be and is/are hereby to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

7. Regularization of **Mrs. Khushboo Rastogi** (DIN: 02933074) as a Non-Executive Director on the Board of Directors of the Company.

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, **Mrs. Khushboo Rastogi** (DIN: 02933074), who was appointed as Additional Director with effect from June 16, 2025 and who holds office only up to the date of ensuing Annual General Meeting be and is hereby appointed as Non-Executive Non-Independent Director of the Company liable to retire by rotation.

**FURTHER RESOLVED THAT** any Director/Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including to sign and execute the requisite forms, intimations, undertakings and other necessary papers with the Registrar of Companies and other regulatory authorities in connection therewith and to take such steps as may be necessary to give effect to this resolution.”

8. Regularization of **Mr. Sachin Kumar Bhimrajka** (DIN: 08122607) as a Executive Director on the Board of Directors of the Company.

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, **Mr. Sachin Kumar Bhimrajka (DIN: 08122607)**, who was appointed as Additional Director with effect from June 16, 2025 and who holds office only up to the date of ensuing Annual General Meeting be and is hereby appointed as Executive Director of the Company for a terms of 2 years.

**9. Change of Designation of Mr. Bharat Singh Bisht(Din:02944635)**

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**

**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such consents, approvals and permissions as may be required, the consent of the Board be and is hereby accorded for the change in designation of Mr. Bharat Singh Bisht (DIN: 02944635) from “Non-Executive Independent Director” to “Whole-time Director” of the Company, with effect from **16th June 2025**, for a term of **five (5) consecutive years**, subject to approval of the members at the ensuing General Meeting.

**10. Alteration of the Object Clause of the Memorandum of Association of the Company.**

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**: -

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the Alteration in the existing Object Clause of the Memorandum of Association (“the MOA”) of the Company by addition of the following object in Clause III (A):

16 “To carry on the business of generation, production, manufacture, trading, transmission, distribution, and supply of power or energy from renewable and sustainable sources including but not limited to solar, wind, hydro, biomass pellets (torrefied and non-torrefied), biochar, bioethanol, bio-oil, bio-electricity, geothermal, tidal, or any other form of non-conventional energy; to design, develop, install, operate, and maintain renewable energy systems, plants, and infrastructure including solar power plants, wind farms, bio-energy units, energy storage systems, and hybrid energy projects; to manufacture, assemble, import, export, buy, sell, lease, or otherwise deal in renewable energy equipment and components such as solar panels, photovoltaic systems, wind turbines, batteries, inverters, charge controllers, and related technologies; to provide consultancy, advisory, and project management services in the field



of renewable energy including feasibility studies, technical assessments, energy audits, regulatory support, and carbon credit facilitation; to promote sustainable energy practices and environmental protection by encouraging energy efficiency, carbon footprint reduction, and the adoption of green technologies; to undertake research and development in emerging renewable energy technologies and processes for enhancing efficiency, reducing cost, and improving scalability; to apply for and obtain licenses, approvals, incentives, and subsidies from governments, regulatory authorities, and international organizations for renewable energy initiatives; to enter into collaborations, joint ventures, partnerships, or other arrangements with individuals, firms, companies, or entities, domestic or international, for project development, technology transfer, or capital investment; to raise funds through equity, debt, loans, grants, or other financial instruments for setting up, operating, or expanding renewable energy operations; to perform all acts necessary or incidental to the attainment of the foregoing objectives including acquiring land, constructing infrastructure, hiring personnel, entering into contracts or agreements, and to acquire or amalgamate with any company or business engaged in similar or allied sectors.”

**FURTHER RESOLVED THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which shall deem to include any its duly constituted committee) or any other officer/ executive/ representative and/ or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modification and alteration to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authorities arising from incidental to the said amendment without requiring the Board to secure any further consent or approval of the Members of the Company.”

#### **11. APPROVAL UNDER SECTION 186(3) TO EXCEED LIMITS FOR LOANS, GUARANTEES, INVESTMENTS, OR SECURITIES.**

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**: -

**“RESOLVED THAT**, pursuant to the provisions of Section 186(3), and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the shareholders of the Company by way of a Special Resolution, the consent of the Board be and is hereby accorded to:

Give any loan to any person or other body corporate,

Give any guarantee or provide any security in connection with a loan to any other body corporate or person, and/or

Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate





exceeding the limits prescribed under Section 186(2), i.e.,

- **60% of the paid-up share capital, free reserves, and securities premium account or**
- **100% of the free reserves and securities premium account,**  
**whichever is higher,**

and that the Company may give such loans, guarantees, provide securities, or make investments up to an aggregate amount not exceeding Rs.100 Crore (One Hundreds Crore Only).

**RESOLVED FURTHER THAT** the above proposal be placed before the shareholders of the Company for their approval by way of a Special Resolution at the ensuing General Meeting.

**RESOLVED FURTHER THAT** any of the Directors/ Company Secretary of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

## **12. ISSUANCE OF EQUITY SHARES ON RIGHTS BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**: -

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(a) and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and other applicable rules made thereunder, as amended and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the consent of the Board be and is hereby accorded to create, offer, issue and allot 1,66,66,666 (One Crore sixty six lakhs sixty six Thousand six hundreds sixty six) equity shares having face value of INR 1.00/- each amounting to INR 1,00,00,000/- (Indian Rupees One Crore Only), to all eligible existing equity shareholders of the Company whose names appearing in the Register of Members of the Company as on as on the record date to be determined by the Board in ratio 20:1 equity share for every 1 (One) equity share, through a Right issue, on the following terms and conditions :-

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to file the Letter of Offer and other necessary documents with the Securities and Exchange Board of India, the stock exchanges where the equity shares of the Company are listed, and any other statutory/regulatory authorities as may be required in this connection.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint intermediaries such as merchant bankers, legal advisors, registrars, bankers, underwriters, and other professionals, as may be required, and to negotiate and finalize the terms of their appointment.”

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**RESOLVED FURTHER THAT** all equity shares so offered, issued and allotted by way of the Right Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** every shareholder who is eligible to apply in the Right Issue shall have a right to renounce their rights entitlement being offered, in favor of any other person(s) and every shareholder including renouncee(s) shall be entitled to apply for additional equity shares and the allotment of the additional equity shares shall be made in the proportion to be decided by the Board.

**RESOLVED FURTHER THAT** the equity shares, shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors of the Company be and is hereby, authorized to file necessary forms, returns etc. with the office of the Registrar of Companies, NCT of Delhi & Haryana, as may be required on behalf of the Company and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Company shall undertake a rights issue within a period of eighteen months from the date of approval of the members".

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby, authorized to issue a certified true copy of this resolution with the concerned authority as may deem necessary."

### **13. APPROVAL OF PROPOSAL FOR ISSUE OF SECURITIES ON PREFERENTIAL BASIS.**

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution: -**

**"RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions, and sanctions as may be necessary from the appropriate authorities, the consent of the Board of Directors be and is hereby accorded to offer, issue and allot up to 1,66,66,666 (One Crore sixty six lakhs sixty six Thousand six hundreds sixty six) Warrants of face value ₹1.00 each, amounting to INR 1,00,00,000/- (Indian Rupees One Crore Only) to the following persons (the "Proposed Allottees") on a preferential basis: 1. Rajendra Seclease Limited 2. Kasi Ram Softech (India) Limited 3. Anramu Finvest Private Limited 4. Supriya Securities Private Limited 5. Seagull Shares and Stocks Private Limited.



**RESOLVED FURTHER THAT** Directors are hereby jointly/severally authorized to sign and file necessary forms and documents with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the foregoing resolution including making necessary filings with the Registrar of Companies and other authorities.

**RESOLVED FURTHER THAT** the Company shall undertake a preferential issue within a period of eighteen months from the date of approval of the members.

**RESOLVED FURTHER THAT** the Board recommends the said preferential issue to be subject to approval by the shareholders in the General Meeting. Notice for the same be issued accordingly.”

#### **14. CHANGE OF NAME OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Registrar of Companies, Ministry of Corporate Affairs, the BSE Ltd (Stock Exchange) and such other statutory/regulatory authorities as may be required, the consent of the members of the Company be and is hereby accorded to change the name of the Company from “**TRITON CORP LIMITED**” to “**HOMRE LIMITED**”, and consequently the name **HOMRE LIMITED** shall appear in the Memorandum of Association and Articles of Association of the Company in place of the present name wherever appearing.”

“**RESOLVED FURTHER THAT** upon the change of name of the Company becoming effective, Clause I (Name Clause) of the Memorandum of Association of the Company be substituted to read as:

**I. The Name of the Company is HOMRE LIMITED.**

And and that the Articles of Association of the Company be altered by substituting the existing name with the new name **HOMRE LIMITED** wherever appearing.”

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby also authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for obtaining approval to the change of name accordingly and for the purpose of giving effect to the aforesaid





resolution along with filing of necessary E-form as return of change of name with the Registrar of Companies, NCT of Delhi and Haryana.”

#### 15. APPROVAL FOR ISSUE OF SWEAT EQUITY SHARES

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:** -

**"RESOLVED THAT** pursuant to the provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the members of the Company be and is hereby accorded to the issue and allotment of up to **2,00,00,000 (Two Crore Rupees)** equity shares of face value **₹1/- (Rupee One only)** each as Sweat Equity Shares to the following eligible persons, in one or more tranches, at such price and on such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof):

1. Permanent employees of the Company working in India or outside India;
2. Directors of the Company, whether whole-time or otherwise;
3. Permanent employees or directors of any subsidiary (in India or outside India) or of the holding company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine the terms and conditions of such issue including pricing, valuation, time of issue, and other relevant matters as may be required under applicable law.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to issue the notice of the General Meeting along with the explanatory statement under Section 102 of the Companies Act, 2013, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including filing necessary forms with the Registrar of Companies and other regulatory authorities, if required.”

#### 16. APPROVAL AND ADOPTION OF EMPLOYEE STOCK OPTION PLAN(ESOP)

The members considered the same and passed the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to the adoption and implementation of the Employee Stock Option Plan (ESOP), as approved by the Board of Directors, for the benefit of eligible employees including Directors and employees of the Company and its subsidiaries, as per the terms and conditions contained in the said Plan.



**RESOLVED FURTHER THAT** the Board of Directors of the Company hereinafter referred to as "the Board", which term shall include any Committee thereof, be and is hereby authorized to create, offer, issue and allot, from time to time, in one or more tranches, such number of stock options as the Board may decide, which upon exercise shall be converted into equity shares of the Company, on such terms and conditions as specified in the Plan.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to issue the notice of the General Meeting along with the explanatory statement under Section 102 of the Companies Act, 2013, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including filing necessary forms with the Registrar of Companies and other regulatory authorities, if required.”

By order of the Board of Directors  
For **Triton Corp Limited**  
Sd/-

**Meena Rastogi**  
(Chairperson)

Date: August 26, 2025  
Place: New Delhi

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) which sets out details relating to Special Business to be transacted at the 35th Annual General Meeting (“AGM”), is annexed hereto
2. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue and Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI/HO/CFD/PoD-2/P/CIR /2023/167 dated October 7, 2023 Securities and Exchange Board of India (“SEBI”)

3. Since this AGM is being held through VC/OAVM pursuant to the Circular issued by Ministry of Corporate Affairs having Circular No. 10/2022 dated December 28, 2022 read alongwith MCA circular no. dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and SEBI circular dated January 05, 2023, this AGM is being held through VC / OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email **csakchoudhary@gmail.com** with a copy marked to **evoting@nsdl.co.in**
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated December 28, 2022 and January 05, 2023 respectively, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.trituncorp.in](http://www.trituncorp.in) under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Share Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020, Phone :+91-11- 26387281/82/83, Fax:+91-11- 26387384, E-mail:- investor@masserv.com,



website: [www.masserv.com](http://www.masserv.com) and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.

9. SEBI vide its latest Circular dated March 16, 2023, in supersession of earlier Circulars, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC Documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/documents are provided to RTA. Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated 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. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4. You are requested to kindly take note of the same and update your particulars timely.
10. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated March 16, 2023 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
11. The Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018, as modified by the Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares.



12. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Transfer Agents (RTA) in Form ISR-1.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, 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 day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 25, September, 2025 at 09:00 A.M. and ends on 27, 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. 21, 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 21, 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"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’</li></ol>



# TRITON CORP LTD

	<p>section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 <b>135884</b> then user ID is <b>135884001***</b>

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 General 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 [csakchoudhary@gmail.com](mailto:csakchoudhary@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. Members, who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 022-2499 7000 and our Registrar and Transfer Agent on [investor@masserv.com](mailto:investor@masserv.com) / 011-26387281-82-83



**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 [cs@tritoncorp.in](mailto:cs@tritoncorp.in)
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 [cs@tritoncorp.in](mailto:cs@tritoncorp.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.co.in](mailto:evoting@nsdl.co.in) 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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/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 EGM/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 link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 [cs@tritoncorp.in](mailto:cs@tritoncorp.in). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

**ITEM NO. 04**

The Board of Directors of the Company, in its meeting held on 12<sup>th</sup> August, 2025, considered the requirement of appointing a Secretarial Auditor for the financial year 2025-26 in accordance with the provisions of **Section 204 of the Companies Act, 2013** read with **Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014** and other applicable provisions, if any.



Section 204 of the Act mandates every listed company and such other prescribed classes of companies to annex with its Board's report a Secretarial Audit Report from a Company Secretary in Practice. Accordingly, the Board has proposed the appointment of **M/s. VJ & Associates, Practicing Company Secretaries**, having Certificate of Practice No. 24480, as the Secretarial Auditor of the Company for the Financial Year 2025-26.

M/s. VJ & Associates have conveyed their consent to act as Secretarial Auditor of the Company along with confirmation that their appointment, if made, would be in accordance with the applicable provisions of the Companies Act, 2013.

The Board recommends the resolution set forth in the Notice for approval of the members as an **Ordinary Resolution**.

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

#### **ITEM NO. 05**

Mr. Mahesh Mahadeo Kadam (DIN: 11078170) was appointed as an **Additional Director** in the capacity of an **Independent Director** of the Company by the Board of Directors at its meeting held on **April 28, 2025**, pursuant to the provisions of **Section 161(1)** of the Companies Act, 2013 and Articles of Association of the Company. Accordingly, he holds office up to the date of the ensuing **Annual General Meeting** ("AGM").

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mahesh Mahadeo Kadam for appointment as an Independent Director of the Company. The Company has also received a declaration from Mr. Kadam that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Kadam fulfills the conditions for appointment as an Independent Director as specified in the Act and the Rules made thereunder and is independent of the management. Based on his qualifications, experience, and expertise, the Board considers that his appointment would be of immense benefit to the Company and accordingly recommends the resolution set out in Item No. 5 for the approval of the Members of the Company.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as an **Ordinary Resolution**.

Mr. Kadam is not related to any of the Directors and Key Managerial Personnel of the Company and does not hold any share in the Company.

**ITEM NO. 06**

Mr. Surendra Pal Sharma (DIN: 09435695) was appointed as an **Additional Director** in the capacity of an **Independent Director** by the Board of Directors of the Company at its meeting held on **June 16, 2025**, in accordance with the provisions of **Section 161(1)** of the Companies Act, 2013 and the Articles of Association of the Company. Accordingly, he holds office up to the date of the ensuing **Annual General Meeting** ("AGM").

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Surendra Pal Sharma for appointment as an Independent Director. The Company has also received a declaration from Mr. Sharma that he meets the criteria of independence as prescribed under **Section 149(6)** of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Sharma fulfills the conditions for appointment as an Independent Director as specified in the Act and Rules made thereunder and is independent of the management. Based on his experience, knowledge, and expertise, the Board believes that his appointment would be beneficial to the Company and accordingly recommends the resolution set out in Item No. 6 for approval of the Members.

The appointment of Mr. Sharma is for a term of **one year** from the date of the ensuing AGM and he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members as an **Ordinary Resolution**.

Mr. Sharma is not related to any of the Directors or Key Managerial Personnel of the Company and does not hold any shares in the Company.

**ITEM NO. 07**

Mrs. Khushboo Rastogi (DIN: 02933074) was appointed as an **Additional Director** (Non-Executive, Non-Independent) of the Company by the Board of Directors with effect from **June 16, 2025**, pursuant to the provisions of **Section 161(1)** of the Companies Act, 2013 and the Articles of Association of the Company. She holds office up to the date of the ensuing **Annual General Meeting** ("AGM").

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for appointment as a **Non-Executive, Non-Independent Director**, liable to retire by rotation.

Mrs. Khushboo Rastogi has extensive experience in corporate strategy, business operations, and governance, and the Board believes that her association would bring valuable insights to the Company's strategic direction and overall governance. Her appointment is in compliance with the provisions of the Companies Act, 2013 and applicable rules thereunder.





She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She is also not related to any Director or Key Managerial Personnel of the Company and does not hold any equity shares in the Company.

A copy of the draft letter of appointment of Mrs. Khushboo Rastogi as a Non-Executive Director, setting out the terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during normal business hours on working days.

Mrs. Khushboo Rastogi is the Daughter of the Mrs. Meena Rastogi of the Directors or Key Managerial Personnel of the Company and does not hold any shares in the Company.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members as an **Ordinary Resolution**.

#### **ITEM NO. 08**

Mr. Sachin Kumar Bhimrajka (DIN: 08122607) was appointed as an **Additional Director** in the capacity of **Executive Director** of the Company by the Board of Directors with effect from **June 16, 2025**, pursuant to the provisions of **Section 161(1)** of the Companies Act, 2013 and the Articles of Association of the Company. He holds office up to the date of the ensuing **Annual General Meeting** ("AGM").

The Company has received a notice in writing from a Member under **Section 160** of the Companies Act, 2013, proposing the candidature of Mr. Bhimrajka for appointment as an **Executive Director** of the Company. His proposed tenure as Executive Director is for a period of **two years** from the date of his appointment.

Mr. Bhimrajka possesses significant industry experience and a strong background in operational leadership, strategic planning, and business development. His leadership and experience are expected to contribute positively to the performance and growth of the Company.

He has confirmed that he is not disqualified from being appointed as a Director in terms of **Section 164** of the Companies Act, 2013. He is not related to any of the Directors or Key Managerial Personnel of the Company and does not hold any equity shares in the Company.

Mr. Sachin Kumar Bhimrajka is not related to any of the Directors or Key Managerial Personnel of the Company and does not hold any shares in the Company.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as an **Ordinary Resolution**.

**ITEM NO. 09**

Mr. Bharat Singh Bisht (DIN: 02944635) has been serving as a **Non-Executive Independent Director** on the Board of the Company. Based on the recommendation of the Nomination and Remuneration Committee and considering his active involvement in the affairs of the Company, the Board of Directors, at its meeting held on **June 16, 2025**, approved the change in his designation from **Non-Executive Independent Director** to **Whole-time Director** of the Company, subject to the approval of the Members.

The appointment as Whole-time Director shall be effective from **June 16, 2025**, for a period of **five (5) consecutive years**, in accordance with the provisions of the **Companies Act, 2013** and the rules made thereunder. As Whole-time Director, Mr. Bisht will be actively involved in the day-to-day management and operations of the Company.

Mr. Bisht has expressed his consent to act in the capacity of Whole-time Director and confirmed that he is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013. He is not related to any other Director or Key Managerial Personnel of the Company.

The terms and conditions of his appointment, including remuneration (if any), shall be governed by applicable laws and subject to further approvals, as may be required.

Upon his change in designation, Mr. Bisht shall cease to be an Independent Director and shall be considered a **Key Managerial Personnel** under Section 2(51) of the Companies Act, 2013.

A copy of the draft letter of appointment reflecting the change in designation is available for inspection at the Registered Office of the Company during normal business hours on working days.

Mr. Bharat Singh Bisht is not related to any of the Directors or Key Managerial Personnel of the Company and does not hold any shares in the Company.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members as an **Ordinary Resolution**.

**ITEM NO. 10**

Alteration of the Object Clause of the Memorandum of Association of the Company. With motive of expanding business activities of the Company, the Board of Directors of the Company at its meeting held on 16th day of June, 2025, has, subject to the approval of the Shareholders of the Company by way of special resolutions approved the alteration in Object Clause of the Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set forth in Item no. 7



The consent of the Members by way of Special Resolution is required for alteration of object Clause of the Memorandum of Association of the Company. The Board recommends for approval by the members the resolution set forth in Item no. 7 of the Notice as Special Resolution.

#### **ITEM NO. 11**

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> July 2025 considered and approved, subject to the approval of the shareholders by way of a Special Resolution, a proposal to make/give loans, guarantees, securities, or investments in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013.

Section 186(2) of the Companies Act, 2013, provides that no company shall:

- give any loan to any person or other body corporate,
- give any guarantee or provide security in connection with a loan to any other body corporate or person, and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

exceeding:

- **60%** of its paid-up share capital, free reserves, and securities premium account, or
  - **100%** of its free reserves and securities premium account,
- whichever is more, unless approved by the shareholders by way of a **Special Resolution**.

The Company proposes to give loans, provide guarantees or securities, or make investments exceeding the above limits, up to an aggregate amount not exceeding **Rs. 100 Crore (Rupees One Hundred Crore only)**.

The said loans/investments/guarantees/securities are proposed to be made/given to make optimum use of surplus funds and/or to achieve long-term strategic and business objectives, including investments in subsidiaries, joint ventures, or associates or other entities in line with the Company's business strategy.

Accordingly, the Board recommends the resolution set out in the accompanying Notice for the approval of the members as a **Special Resolution**.

#### **ITEM No.12**

The Board of Directors of the Company, at its meeting held on **19th August 2025**, considered and approved, subject to the approval of the shareholders by way of a **Special Resolution**, a proposal for issuance of equity shares on a **rights basis** to the existing equity shareholders of the Company.



In accordance with the provisions of **Section 62(1)(a)** and other applicable provisions of the **Companies Act, 2013** (the “Act”), read with the **Companies (Prospectus and Allotment of Securities) Rules, 2014**, the **Companies (Share Capital and Debentures) Rules, 2014**, and other applicable rules made thereunder, as amended from time to time, and pursuant to the provisions of the **Memorandum of Association** and **Articles of Association** of the Company, the Board of Directors has approved the issuance of:

**1,66,66,666 (One Crore Sixty-Six Lakhs Sixty-Six Thousand Six Hundred Sixty-Six)** equity shares having a face value of **INR 1.00/- (Rupee One)** each, aggregating up to **INR 1,00,00,000/- (Rupees One Crore Only)**

by way of a **Rights Issue** to all existing equity shareholders of the Company whose names appear in the **Register of Members** as on the **record date** to be determined by the Board. The Rights Issue will be made in the ratio of **20 (Twenty) equity shares for every 1 (One) equity share** held by the eligible shareholders.

The objective of the proposed Rights Issue is to augment the long-term capital of the Company to meet general corporate purposes, working capital requirements, and to strengthen the balance sheet.

The issue price, terms of payment, record date, and other terms and conditions of the Rights Issue will be determined and approved by the Board or a committee thereof in due course, in accordance with applicable laws and regulations.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out in the accompanying Notice for the approval of the members.

#### **ITEM No.13**

The Board of Directors of the Company, at its meeting held on **19th August 2025**, considered and approved, subject to the approval of the shareholders by way of a **Special Resolution**, a proposal to issue Warrents on a **preferential basis** in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

Pursuant to the provisions of **Section 42** and **Section 62(1)(c)** and other applicable provisions, if any, of the **Companies Act, 2013**, read with applicable rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the **Articles of Association** of the Company, and subject to the approvals, consents, permissions, and sanctions, as may be necessary from the appropriate regulatory and statutory authorities, it is proposed to issue and allot up to:



**1,66,66,666 (One Crore Sixty-Six Lakhs Sixty-Six Thousand Six Hundred Sixty-Six)**  
Warrents of face value **₹1.00 (Rupee One)** each, aggregating up to **₹1,00,00,000/- (Rupees One Crore Only)**

to the following persons (collectively referred to as the “**Proposed Allottees**”) on a **preferential basis**:

1. **Rajendra Seclease Limited**
2. **Kasi Ram Softech (India) Limited**
3. **Anramu Finvest Private Limited**
4. **Supriya Securities Private Limited**
5. **Seagull Shares and Stocks Private Limited**

The proposed preferential issue is in compliance with the applicable provisions of the Companies Act, 2013. Necessary disclosures as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules will be provided in the Notice of the General Meeting.

The objective of the proposed allotment is to meet funding requirements for general corporate purposes, improve the capital structure, and support the Company’s business expansion plans.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out in the accompanying Notice for the approval of the members.

#### **ITEM No.14**

The Board of Directors of the Company, at its meeting held on **26th August 2025**, considered and approved, subject to the approval of the shareholders by way of a **Special Resolution**, a proposal to change the name of the Company from “**TRITON CORP LIMITED**” to “**HOMRE LIMITED**”, for which availability of the proposed name has already been confirmed by the Registrar of Companies, Central Registration Centre (CRC).

In accordance with the provisions of **Section 13, Section 4(4)**, and other applicable provisions, if any, of the **Companies Act, 2013** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the change of name of the Company requires approval of the shareholders by way of a **Special Resolution**, and also the approval of the **Registrar of Companies, NCT of Delhi & Haryana**, and/or the **Central Government** or any other authority as may be necessary.

The proposed change in the name is in line with the strategic focus of the Company and its future business direction in the renewable energy sector.





Consequent to the change of name, the **Memorandum and Articles of Association** of the Company will also be required to be amended to reflect the new name of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution as set out in the accompanying Notice for approval of the members.

#### **ITEM No.15**

The Company proposes to issue Sweat Equity Shares in accordance with the provisions of Section 54 of the Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014.

Sweat equity shares are equity shares issued by a company to its employees or directors at a discount or for consideration other than cash, for providing know-how or making available intellectual property rights or value additions.

The objective behind this issuance is to reward and retain eligible employees and directors who have made significant contributions through their skills, technical know-how, domain knowledge, or other forms of value addition to the Company.

The Board of Directors, at its meeting held on 26 August, 2025, approved the proposal for the issuance of up to 2,00,00,000 (Two Crore Rupees) equity shares of face value ₹1/- each as Sweat Equity Shares, subject to the approval of shareholders by way of a special resolution.

The Board recommends the resolution set forth in the Notice for approval of the members as a **Special Resolution**.

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

#### **ITEM No.16**

The Board of Directors of the Company, at its meeting held on 26 August 2025, approved the proposal for the adoption and implementation of an **Employee Stock Option Plan (ESOP)**, with a view to attract, retain, motivate and incentivize key employees and directors of the Company and its subsidiaries.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, issuance of shares to employees under an ESOP requires approval of shareholders by way of a **special resolution**.



The Board recommends the resolution set forth in the Notice for approval of the members as a **Special Resolution**.

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

### **Annexure to AGM Notice**

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

#### **1. Re-appointment of Mrs. Meena Rastogi (DIN:01572002), Director Liable to Retire by Rotation**

<b>Category</b>	<b>Non-Executive Non Independent Director</b>
Date of Birth	29.03.1950
Qualification	Graduate
Nature of Expertise	Administration and expertise in the world of fashion & design adds value to our business and its operations
Terms and conditions of Re-appointment	Mrs. Meena Rastogi is Non-Executive Non Independent Director and liable to retire by rotation. Further the said appointment is being made as per section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions
Details of remuneration sought to be paid	<b>NIL</b>
Date of first appointment in the current designation	08.09.2020
Shareholding in the Company	32250 equity shares
Directorships in other Public Companies	i) NDR Hospitals Limited

Memberships/ Chairmanship of Committees of other Companies	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	Mother of Mrs. Khushboo Rastogi Non-Executive Non-Independent Director
Number of Meetings of the Board attended during the financial year (2024-2025)	Eight (8)
Details of Remuneration Drawn (FY 2024-25)	Remuneration drawn for FY 2024-25 is Nil
Details of Remuneration sought to be paid	Eligible for sitting fees as approved by the Board
Name of the Listed Entities from which the Director has resigned in the past three years	Alchemist Corporation Limited

### Annexure- A

**Change in directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, and Company Secretary Etc.), Senior Management, Auditor and Compliance Officer:**

Sr.No	Particulars	Details
1	Name	Mr. Mahesh Mahadeo Kadam
2	Directors Identification Number (DIN)	11078170
3	Reason for Change viz. appointment, <del>resignation,, reappointment,, removal, death or other wise</del>	Appointed as an Additional Director (Non-Executive Independent Director) for a consecutive term of 5 Years subject to approval of shareholders

4	<b>Date of appointment/ Cessation/ reappointment (as applicable) &amp; term appointment</b>	28 <sup>th</sup> April, 2025
5	<b>Brief profile (in case of appointment)</b>	Mr. Mahesh Mahadeo Kadam is Professional in the field of Agri-Economic with Ph.D and has diverse experience in teaching, research and extension activities, Agribusiness incubation, startup, concern with agriculture and agriculture allied activities, Agribusiness planning models, Setting up farmer producer Companies, Cooperatives ,SHGs, FIGs, Legal aspect with Farmers and their allocative prospective in determining the way and means to improve their standard of living. Desirable Input Output techniques, price determination, Welfare boundaries to strategic the tax system in developing countries. Production, Finance, Marketing and Agribusiness start-ups along with innovative steps to rebuild the Agriculture systems in Agro-based economic
6	<b>Disclosure of relationships between directors (in case of appointment of a director)</b>	Mr. Mahesh Mahadeo Kadam is not related to any Director(s) of the Company as defined under the provisions of Section 2(77) of Companies Act, 2013.

#### Annexure-1

**Details as required under the Listing Regulations read with SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

Sr. No.	Particulars	Mrs. Kushboo Rastogi	Mr. Sachin Kumar Bhimrajka	Mr. Surendra Pal Sharma
1	Reason for change viz. appointment, re-appointment,	Appointment of Mrs. Kushboo Rastogi (DIN: 02933074) is appointed	Appointment of Mr. Sachin Kumar Bhimrajka (DIN	Appointment of Mr. Surendra Pal Sharma (DIN:



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	<del>resignation, removal, death or otherwise</del>	as Non-Executive Non-Independent Additional Director of the Company,	08122607) is appointed as the Executive Director of the Company	09435695) has been appointed as Independent (Non-Executive) Additional Director of the Company for a period of 1 year
2	Date of appointment/ <del>re-appointment/cessation (as applicable) &amp; term of appointment /re-appointment</del>	June 16, 2025.	Appointment for a period of 2 years from June 16, 2025 to June 15, 2027.	Appointment for a period of 1 year from June 16, 2025 to June 15, 2026
3	Brief profile	Mrs. Khushboo Rastogi, B.Tech in Electronics & Communication Engineering IGIT, Delhi (IP University) A dynamic professional with a strong foundation in technology and a passion for continuous learning. With a background in Electronics & Communication Engineering from IGIT, Delhi, Mrs. Khushboo has and experience of over 17 years in various domains of web, technology, workshops, trainings and events.	Mr. Sachin Bhimrajka is a seasoned finance professional with over 20 years of diverse experience across key financial domains. A qualified Chartered Accountant and Company Secretary, Mr. Sachin brings deep industry insight and strategic acumen developed through his work in sectors such as metals & mining, FMCG, chemicals, food, IT, and retail	Mr. S.P. Sharma, B.E. (Mechanical, IIT-R), MBA-HR, Former Addl. GM, NTPC with 42+ years of engineering and renewable project leadership. Architect of HOMRe's technology roadmap in solar, biomass, and cold chain systems.
4	Disclosure of relationships between directors (in	Daughter of Mrs. Meena Rastogi, Director / Chairperon.	No Relationship between directors.	No Relationship between directors.

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# TRITON CORP LTD

	case of appointment of a director)			
5	Information as required under BSE circular Number LIST/COM/14/2018 -19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018	Mrs. Khushboo Rastogi is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.	Mr. Sachin Kumar Bhimrajka is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.	Mr. Surendra Pal Sharma is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

Sr. No.	Particulars	Mr. Bharat Singh Bisht
1	Reason for change viz. appointment/Change in designation <del>re-appointment, resignation, removal, death or otherwise</del>	Mr. Bharat Singh Bisht (DIN: 02944635 ) from Non-Executive -Independent Director to Executive Director(Whole Time Director) on the Board of Directors of the Company w.e.f. 16 <sup>th</sup> June 2025 to hold office for a term up-to 5 (Five) consecutive years subject to the approval of the members in the ensuing General Meeting.
2	Date of appointment/Change in Designation <del>re-appointment/cessation</del> (as applicable) & term of appointment <del>/re-appointment</del>	Appointment for a period of 5 years from June 16, 2025 to June 15, 2030.
3	Brief profile	Mr. Bharat Singh Bisht is Graduate , brings 30+ years of institutional knowledge in administration, HR, and agriculture-sector logistics. Integral in ground-level execution and government liaisons.

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4	Disclosure of relationships between directors (in case of appointment of a director)	No Relationship between directors.
5	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018	Mr. Bharat Singh Bisht is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.