

# TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS



Regd. Office : 4th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400 001.  
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Corporate Identity Number : L24249MH1972PLC015544

Ref No: TPL PP 0344 2017

26<sup>th</sup> August, 2017

To

The General Manager

Corporate Relations Department

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

**Sub:** Outcome of 45<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> August, 2017 - Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

Ref: Security Code No.512101 - ISIN No.: INE 331E01013

Dear Sir / Madam,

Please find the report of proceeding of the Forty Five Annual General meeting (AGM) of the Triochem Products Limited held on 26<sup>th</sup> August, 2017 at 03.00 p.m. at Register Office of the Company at 4<sup>th</sup> Floor, Sambava Chambers, Sir. P. M. Road, Fort, Mumbai - 400001 along with details of Agenda, consolidated results of voting and combined Scrutinizer's Report, as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Listing Agreement.

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of the Listing Agreement, and all the Shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of the AGM through remote electronic voting during the period



Commencing from 23<sup>rd</sup> August, 2017 at 09.00 a.m. to 25<sup>th</sup> August, 2017 at 05.00 p.m. A poll was conducted at the AGM

Following are the businesses which were transacted and approved at the AGM:

1. Adoption of Audited Financial Statement for the financial year ended 31<sup>st</sup> March 2017 together with the Report of the Board of Directors and Auditors' thereon.
2. Re-appointment of Mr. Ramu S. Deora (DIN 00312369) as a Director.
3. Appointment of M/s. KANU DOSHI AND ASSOCIATES LLP., Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration.
4. Ratification of the remuneration of M/s. N. Ritesh & Associates, Cost Accountants for the financial year ending 31<sup>st</sup> March, 2018.
5. Authorization for related party transaction u/s 188 of the Companies Act, 2013

Based on the Report of the Scrutinizer dated 26<sup>th</sup> August, 2017, all Resolutions as set out in the Notice of 45<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

We enclose the following for your information and records.

1. The Report of voting results under Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement.
2. Report of the Scrutinizer.

**DATE OF THE AGM:** 26<sup>th</sup> August, 2017

**MODE OF VOTING:** Poll and Remote E-voting (Report on Poll and E-voting along with the consolidated report is forwarded for your perusal and record).

**DETAILS OF THE AGENDA:**

Sl. No.	Resolution	Nature of Resolution
Ordinary Business		
1.	Adoption of Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2017 together with the Report of the Board of Directors and Auditors' thereon.	Ordinary
2.	Re-appointment of Mr. Ramu S. Deora (DIN 00312369) as a Director.	Ordinary



29

3.	Appointment of M/s KANU DOSHI AND ASSOCIATES LLP., Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.	Ordinary
<b>Special Business</b>		
4.	Ratification of the remuneration of M/s. N. Ritesh & Associates, Cost Accountants for the financial year ending 31 <sup>st</sup> March, 2018.	Ordinary
5.	Authorisation for related party transaction u/s 188 of the Companies Act, 2013	Special

**MINUTES OF THE PROCEEDING OF THE 45<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIOCHEM PRODUCTS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 4<sup>TH</sup> FLOOR, SAMBAVA CHAMBERS, SIR P. M. ROAD, FORT, MUMBAI - 400001 ON SATURDAY, THE 26<sup>TH</sup> DAY OF AUGUST, 2017 AT 03.00 P.M., WHICH CONCLUDED AT 03.35**

**PRESENT:**

1. Mr. Mahabirprasad S. Deora - Director
2. Mr. Ramu S. Deora - Director
3. Mr. Sunil S. Jhunjhunwala - Director
4. Mr. Shyam Sunder Sharma - Director
5. Mrs. Grace R. Deora - Director
6. Mr. Girish Kumar Pungalia - Director
7. Mr. Puran J. Parmar - Chief Financial Officer
8. Mr. Sandeep Patel - Company Secretary

**STATUTORY AUDITORS:**

Mr. Vijay Kumar Jain, Partner

M/s. M. L. BHUWANIA AND CO LLP., Chartered Accountants, Mumbai

**SCRUTINIZER APPOINTED BY THE BOARD:**

Mrs. Ragini Chokshi,

M/s. Ragini Chokshi & Co., Company Secretaries, Mumbai



39



**MEMBERS ATTENDANCE:**

Representations under section 113 of the Companies Act, 2013 [2013 Act] for a total of 2,16,690 shares aggregating to 88.44% of the total Share Capital were received.

22 members attended the meeting in person, including bodies corporate through their representatives.

**CHAIRMAN:**

At 03.00 p.m. Mr. Ramu S. Deora took the chair and extended a warm welcome to the members of the Company's forty five Annual General Meeting.

**QUORUM:**

The chairman observed that the requisite quorum as required under Section 103 of the Companies Act, 2013 was present for the meeting was in order and decided to commence the meeting.

The Chairman acknowledged the presence of Mr. Vijay Kumar Jain, Partner of M/s. M. L. BHUWANIA AND CO LLP, Chartered Accountants, the Statutory Auditors of the Company.

**REGISTER:**

The Chairman informed the members that the Register of Directors' and Key Managerial Personnel and their shareholding, in terms of Section 170 read with Section 171 of the Companies Act, 2013, and the Register of Contract in terms of Section 189 of the Companies Act, 2013 were kept open for inspection during the Annual General Meeting and made accessible during the continuance of the said meeting.

**NOTICE:**

The notice dated 26<sup>th</sup> May, 2017 convening the Annual General Meeting having been circulated was taken as read with the consent of the members.

**AUDITORS REPORT:**

The Chairman stated that the Auditors' Report on the financial statement of the Company for the year ended 31<sup>st</sup> March, 2017 does not have any qualifications or observations or comments on the financial transactions or matters in the Auditor's Report to the members, which have any adverse



4

9

effect on the functioning of the Company. Accordingly, the Auditors' Report was not required to be read out before the meeting, as provided in the new Companies Act, 2013.

**CHAIRMAN'S ADDRESS:**

The Notice convening this meeting, the Director' Report and auditors Report for the year 2016 - 2017 are already with you. The Annual Report received by you refers in details to the financial performance of the Company for the said year. I, shall however present to you highlights thereof. As stated in the Directors' Report and Financial Statements your Company has achieved turnover of Rs.18.23 Crores during the year under review as compared to Rs.23.14 Crores in the previous year. This year profit after tax stood at Rs.58.63 Lacs as compared to Rs.34.16 Lacs in previous year.

Due to global economic situation, your company's turnover is decreased in comparison to performance of previous year. This was a result of the economic slowdown which has affected most of the export markets.

I am pleased to draw your kind attention to the dividend proposal for the year 2016 - 2017. Your Board of Directors have not recommended due to inadequate profit.

We expect to do well in the current financial year. New products range in the existing vertical and new areas in specialty bulk drug markets will be your company's focus to increase business.

**PASSING OF RESOLUTION THROUGH REMOTE E-VOTING AND E-VOTING / BALLOT:**

The Chairman then informed the Shareholders that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Listing Agreement with Stock Exchanges. The Company had provided to the shareholders for ensuring their wider participation and voting on all the resolutions placed before them in the Annual General Meeting agenda items. Through remote e-voting facility as mandated under the statutes both the Companies Act, 2013 and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Listing Agreement.



5

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The Chairman also explained that the Company provided the remote e-voting facility through the "Central Depository Services (India) Limited" and in view of this, 'voting by show of hands' has been dispensed with.

The Chairman informed that, as per requirements under statutes, the remote e-voting period was kept open from 23<sup>rd</sup> August, 2017 from 09:00 a.m. to ends 25<sup>th</sup> August, 2017 at 05:00 p.m.

The Chairman informed that CS Mrs. Ragini Chokshi, M/s Ragini Chokshi & Co, Company Secretaries, Mumbai, who was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting process in a fair & transparent manner.

**ANY QUERIES:**

The Chairman invited the members to seek clarifications / queries, if any, on the agenda items of Notice of AGM placed before them for approval.

The Chairman brief the members about the ordinary business as set out in the AGM notice under Item No. 1 to 3 and the special businesses under Item No. 4 to 5.

Thereafter providing all the clarifications as sought by the shareholder, reiterated that, Since the Company has provided remote e-voting facility to the members to vote between 23<sup>rd</sup> August, 2017 from 09:00 a.m. to ends 25<sup>th</sup> August, 2017 at 05:00 p.m., it was obligatory on the part of the Company to provide similar voting right to those members, who were personally present in the meeting hall, in person or through proxies, to vote in proportion to the shares held by them.

He therefore, announced that the Poll would be arranged through the issue of 'Ballot form' for voting on all the resolution contained in the Ordinary and Special business of the Notice of the Annual General Meeting.

He then informed that 'Ballot forms' are distributed to the shareholder present and requested, the Company Secretary to explain the procedure for exercising the votes by the members through poll process and conduct the Poll process. Then, the shareholders, after getting the 'Ballot form' exercised their voting as per the procedures explained to them by the Company Secretary.

After ensuring that, all the shareholders, who were present in the meeting hall and participated in the Poll, had cast their voted, the Scrutinizer closed the poll at around 03.30 p.m. Then, the



6

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Scrutinizer took the custody for the polling box for counting the votes and submitting the results to the Chairman.

The Chairman then announced that the results, based on the remote e-voting and through Ballot form along with the Scrutinizer's Report, will be placed on the Company's website and on the website of CDSL within two days from conclusion of Annual General Meeting and would be communicated to the Bombay Stock Exchange Limited., where the Company's shares are listed.

**CONCLUSION:**

The Chairman thanked the shareholders for their continued trust and confidence in the management of the Company and declared the formal closure of Forty Five Annual General Meeting of the Company.

**RESULT OF THE VOTING BY BOLLOT PAPER (POLL) AND REMOTE E-VOTING ON THE ORDINARY AND SPECIAL BUSINESSSES AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, 26<sup>TH</sup> AUGUST, 2017**

As per the provision of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of remote e-voting and ballot paper (Poll) voting at the meeting to the Shareholders to enable them to cast their vote electronically and physical on the resolutions proposed in the Notice of the 45<sup>th</sup> Annual General meeting (AGM). The e-voting was open from 23<sup>rd</sup> August, 2017 to 25<sup>th</sup> August, 2017.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 45<sup>th</sup> AGM, voting was conducted by means of remote e-voting and ballot paper (poll) at the AGM.

The Board of Directors had appointed CS Mrs. Ragini Chokshi, M/s Ragini Chokshi & Co, Practicing Company Secretary, Mumbai, as the Scrutinizer for remote e-voting and e-voting at the meeting. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of remote of remote e-voting period on 25<sup>th</sup> August, 2017 and Ballot paper (Poll) voting carried at AGM and submitted their Report on 26<sup>th</sup> August, 2017.



4

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Following are the businesses which were transacted and approved at the AGM; Based on the Report of the Scrutinizer dated 26<sup>th</sup> August, 2017, all Resolutions as set out in the Notice of 45<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**RESOLUTION:**

The Resolutions for the ordinary and special business as set out in Item Nos. 1 to 5 in the Notice of the 45<sup>th</sup> Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 45<sup>th</sup> Annual General Meeting of the Members held on 26<sup>th</sup> August, 2017.

Thereafter following resolutions were put before the meeting:-

**ORDINARY BUSINESS:**

**Item No. 1.**

Ordinary Resolution for received, consider and adopt of the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Report of Directors and Auditors' thereon. "RESOLVED THAT the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2017, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, the statement of profit and loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon, be and are hereby received and adopted."

RESULT DECLARED ON RESOLUTION No.: 1      APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 26<sup>th</sup> August, 2017, Resolutions as set out in Item No. 1 in the Notice of 45<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**Item No. 2.**

Ordinary Resolution for appointment of Mr. Ramu S. Deora (DIN 00312369) as Director, who retires by rotation and being eligible, offers himself for re-appointment

"RESOLVED THAT Mr. Ramu S. Deora (DIN: 00312369) who retires by rotation at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation".

RESULT DECLARED ON RESOLUTION No.: 2      APPROVED WITH REQUISITE MAJORITY



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Based on the Report of the Scrutinizer dated 26<sup>th</sup> August, 2017, Resolutions as set out in Item No. 2 in the Notice of 45<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**Item No. 3.**

Ordinary Resolution for appointment of M/s. KANU DOSHI AND ASSOCIATE LLP., as Statutory Auditors of the Company

“RESOLVED THAT pursuant to the provision of Section 139 Section 142 and other applicable provisions of the Companies Act, 2013, read with Companies (audit and Auditors) Rules, 2014, M/s KANU DOSHI AND ASSOCIATE LLP., Chartered Accountants, Mumbai (ICAI Firm Registration No. 104746W/W100096) be and are hereby appointed as Auditors of the Company, in place of M/s. M. L. Bhuwania and Co. LLP., the retiring auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of 50<sup>th</sup> Annual General Meeting, subject to ratification of their appointment by the members at every intervening Annual General Meeting, on remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, mutually agreed to between the Company and Auditors.”

RESULT DECLARED ON RESOLUTION No.: 3 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 26<sup>th</sup> August, 2017, Resolutions as set out in Item No. 3 in the Notice of 45<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**SPECIAL BUSINESS:**

**Item No. 4.**

Ordinary Resolution for ratification of remuneration payable to M/s N. Ritesh & Associates, Cost Accountants (N. Ritesh Proprietors), Cost Auditor for the year 2017 - 2018.

“RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provision, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N. Ritesh & Associates, Cost Accountants (the Cost Auditors appointed by the



9

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Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018, on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) plus service Tax as applicable, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution”.

RESULT DECLARED ON RESOLUTION No.: 4 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 26<sup>th</sup> August, 2017, Resolutions as set out in Item No. 4 in the Notice of 45<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**Item No. 5.**

Special Resolution for approval for Authorization for related party transaction under Section 188 of the Companies Act, 2013

“**RESOLVED THAT** in continuation of and in addition to the Resolution passed through Special resolution in Annual General Meeting held on 28<sup>th</sup> August, 2015 and pursuant to the Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board & its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, and such other approvals, sanctions, consents and permissions as may be deemed necessary consent be and is hereby accorded to the Board of Directors of the Company or any Committee thereof, to enter into contracts / agreements as defined in the Companies Act, 2013 with the related parties up to maximum per annum amounts w.e.f. 1<sup>st</sup> April, 2017, as appended herein below :

Name of Related Parties / Companies		Transaction defined u/s 188(1) of Companies Act, 2013 (Rs. In Crores)		
Name of Related Parties Companies	Sale of any goods and materials	Purchase of any goods and materials	E Payment of Expenses and Reimbursement Paid	
On Actual basis, Exempted being in the ordinary course of business and on arm's length basis. (Subject to a maximum of amount p.a. as mentioned against the name of the company)				
G Amphray Pharmaceuticals Pvt Ltd	15	20	-	



10

*[Handwritten signature]*



Triochem Laboratories Pvt Ltd	15	20	-
Ambernath Plasto Packaging Pvt Ltd	-	-	-
PROPRIETORSHIP FIRM:			
G Amphray Laboratories	50	40	10
DIRECTORS/KMPs/RELATIVES OF DIRECTORS & KMPs/OTHER FIRMS & COMPANIES in which director have some interest as per the provisions of section 2(76) of the Companies Act, 2013			
Mrs Grace R. Deora	-	-	-
Mr. Rajesh R. Deora	-	-	-
Mr. Rajiv R. Deora	-	-	-
Ramu M Deora HUF	-	-	-
Ramu S Deora HUF	-	-	-
Any Contract or transaction with all the above parties for selling or otherwise disposing of, or buying, property of any kind to be on market value and on arm lengths relationship basis only.			

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds to give effect to this resolution.”

RESULT DECLARED ON RESOLUTION No.: 5 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 26<sup>th</sup> August, 2017, Resolutions as set out in Item No. 5 in the Notice of 45<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

*All the resolution as contained in Item No. 1 to 5 of Forty Five Annual General Meeting of the Company stood deemed to be passed on 26<sup>th</sup> August, 2017, being the date of the relevant Annual General meeting of the Members.*

Date: 26<sup>th</sup> August, 2017

Place: Mumbai

  
Ramu Sitaram Deora

(Chairman) (DIN: 00312369)





# Ragini Chokshi & Co.

Tel. : 022-2283 1120  
022-2283 1134

## Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com  
web: csraginichokshi.com

Date : 26 / 08 / 2017

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman of 45<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of **TRIOCHEM PRODUCTS LIMITED** held on Saturday, August 26, 2017 at 3:00 pm at Sambhav Chambers, 4<sup>th</sup> Floor, Sir P.M. Road, Mumbai 400 001.


Dear Sir,

I, Ragini Chokshi , Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34 Kamer Bldg, 5<sup>th</sup> Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of **TRIOCHEM PRODUCTS LIMITED** ("the Company") for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the Resolutions contained in the Notice convening the 45<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Saturday, 26<sup>th</sup> August, 2017 at 3:00 pm at Sambhav Chambers, 4<sup>th</sup> Floor, Sir P.M. Road, Mumbai – 400001.



Triochem Products Ltd.

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369

The Notice dated May 26, 2017 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned Resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of Friday, 18th August, 2017, were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Wednesday, 23<sup>rd</sup> August, 2017 at 09:00 a.m. (I.S.T) and ended on Friday, 25<sup>th</sup> August, 2017 at 5:00 p.m.(I.S.T.). The CDSL e- voting platform was blocked thereafter.


After the end of the remote e-voting period as aforesaid , I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced voting by physical ballot (Poll) at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.



Triochem Products Ltd.

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369



The locked ballot box was subsequently opened in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

*Sanket*

-----  
Name: Sanket Shah

*Riya*

-----  
Name: Riya Neema

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s SHAREX DYNAMIC (INDIA) PVT LTD, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company.

*Sanket*

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Name: Sanket Shah

*Riya*

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Name: Riya Neema

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the Annual General Meeting.

**The Consolidated Report on the result of the remote e-voting and voting at the meeting through physical ballot (poll) in respect of the said Resolutions is as under:**



**Triochem Products Ltd.**

*Ramu S. Deora*  
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Ramu S. Deora  
Director & CEO  
DIN : 00312369

**Resolution No.1: Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017 together with the reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

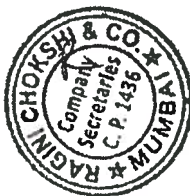
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(ii) Voted against the resolution:


Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Triochem Products Ltd..

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369

**Resolution No.2: Ordinary Resolution:**

Re-appointment of Mr. Ramu S. Deora (DIN: 00312369) as the Director who retires by rotation.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(ii) Voted against the resolution:


Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Triochem Products Ltd.

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369



**Resolution No.3: Ordinary Resolution:**

To appoint M/s Kanu Doshi And Associates LLP (Firm Registration No. 10476W/W100096) as the Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

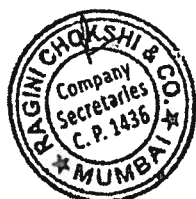
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



17

Triochem Products Ltd.

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369

**Resolution No.4: Ordinary Resolution:**

Ratification of the remuneration of M/s. N. Ritesh & Associates, Cost Accountants for the financial year ending 31st March, 2018.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Triochem Products Ltd.

  
Ramu S. Deora  
Director & CEO  
DIN : 00312369

**Resolution No.5: Special Resolution:**

Authorization to the Board of Directors of the Company for related party transactions under section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	*0	0	0.00
Physical Ballot	14	12500	100.00
Total	14	12500	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	*08	204190
Physical Ballot	0	0
Total	08	204190

\*Note: Being a related party, voting of 08 (Eight) members comprising 2,04,190 shares were considered as invalid on this particular resolution.



Triochem Products Ltd.

9  
Ramni S. Deora  
Director & CEO  
DIN : 00312369

All the resolutions stated above from 01 to 05 have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballot (poll) papers, shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For Ragini Chokshi & Co.

Place: Mumbai  
Date: 26/08/2017



*R. K. Chokshi*

Ragini Chokshi  
(Partner)  
ICSI M.No. 2390  
ICSI C.P. No. 1436

Counter signed by

For Triochem Products Limited

*[Signature]*  
Chairman

(45<sup>th</sup> Annual General Meeting)

*[Signature]*

Triochem Products Ltd.

*[Signature]*  
Ramu S. Deora  
Director & CEO  
DIN : 00312369

