


Form No. MGT 15

Form for filing Report on Annual General Meeting

Pursuant to section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014

- 1) (a) CIN : L24249MH1972PLC015544
(b) GLN :
- 2) (a) Name of the company : Triochem Products Limited
(b) Registered office address : 4th Floor, Sambava Chambers, Sir P M Road, Fort, Mumbai - 400001,
(c) E-mail id : info@amphray.com
- 3) Details of the meeting:
 - (a) Day, date, hour of the annual general meeting : Saturday, 23 August 2014, 3.00 p.m.
 - (b) venue of the annual general meeting : 4th Floor, Sambava Chambers, Sir P M Road, Fort, Mumbai - 400001
 - (c) whether chairman of the meeting appointed : Yes
 - (d) number of members attending the meeting : 23 (Twenty Three)
 - (e) whether the requisite quorum is present : Yes
 - (f) business transacted at the meeting and result thereof : As per Annexure No: 01
 - (g) Particulars with respect to any adjournment of meeting and change in venue: Not Applicable
 - (h) Any other points relevant for inclusion in the Report : None
 - (i) Fair summary of proceedings of the meeting : As per Annexure No: 01
- 4) Confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the rules and secretarial standards made thereunder.

For Triochem Products Limited


Ramu S. Deora

DIRECTOR

DIN: 00312369

Signed and dated by Chairman of the meeting:

In case of inability of chairman to sign, by any two directors of the company, one of whom shall be managing director, if there is one and company secretary of the company.



Business transacted at the meeting and result thereof**RESOLUTIONS:****ORDINARY BUSINESS:****Item No. 1.**

Ordinary Resolution for received, consider and adopt of the Audited Balance sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date together with the Auditors' and Directors' Report thereon.

"RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March, 2014, 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."

RESULTS:**(i). Votes in favour of the resolution**

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	1,59,920	17	53,800	2,13,720	100%

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

(iii). Invalid Votes

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

The Ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No. 2.

Ordinary Resolution for appointment of Shri Sunil S. Jhunjhunwala (DIN: 00312529) as Director, who retires by rotation and being eligible, offers himself for re-appointment



"RESOLVED THAT Shri. Sunil S. jhunjhunwala (DIN: 00312529) who retires by rotation at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation".

RESULTS:

(i). Votes in favour of the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	1,59,920	17	53,800	2,13,720	100

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

(iii). Invalid Votes

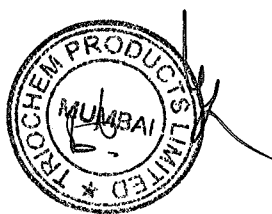
Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

The Ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No. 3.

Ordinary Resolution for appointment of M/s M. L. Bhuwania & Co., as Statutory Auditors of the Company.

"RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s M. L. Bhuwania & Co., Chartered Accountants having Registration No. 101484W issued by the Institute of Chartered Accountants of India, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company, on remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending March 31, 2015"



RESULTS:**(i). Votes in favour of the resolution**

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	1,59,920	17	53,800	2,13,720	100

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

(iii). Invalid Votes

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

The Ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

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 2014 – 2015.

“RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provision of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. Ritesh & Associates, Cost Accountants (N. Ritesh Proprietors), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2015, 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 hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution”



RESULTS:**(i). Votes in favour of the resolution**

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	1,59,920	17	53,800	2,13,720	100

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

(iii). Invalid Votes

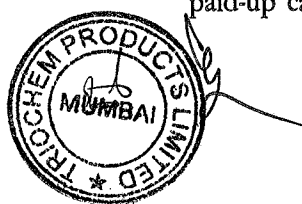
Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

The Ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No. 5.

Special Resolution for approval of increasing borrowing limits of the company under section 180 (1) (c) of the Companies Act, 2013

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on July 28, 2007 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any



specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.30 crore”

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writing as may be required”

RESULTS:

(i). Votes in favour of the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	1,59,920	17	53,800	2,13,720	100

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

(iii). Invalid Votes

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

The Special resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No. 6.

Special Resolution for approval for Creation of Charges / Mortgage etc. on the assets of the Company
“RESOLVED THAT in supersession of resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on July 28, 2007 and pursuant to Section 180(1)(a) and other applicable provisions, If any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being excusing the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may



direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trust, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs.30 crore together with interest thereon at the agreed rate, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings"

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modification to or to modify, alter or vary the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution"

RESULTS:

(i). Votes in favour of the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	1,59,920	17	53,800	2,13,720	100

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

(iii). Invalid Votes

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

The Special resolution was passed as the requisite majority of votes were cast / polled in favour of the

resolution



Item No. 7.

Special Resolution for approval for Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

"RESOLVED THAT pursuant to the provision of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

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."

RESULTS:**(i). Votes in favour of the resolution**

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	1,59,920	17	53,800	2,13,720	100

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

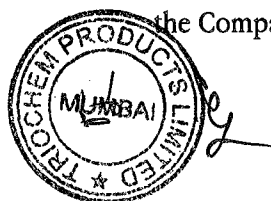
(iii). Invalid Votes

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

The Special resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No. 8.

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



“RESOLVED THAT 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 upto maximum per annum amounts w.e.f. from April 1 ,2014, as appended herein below :

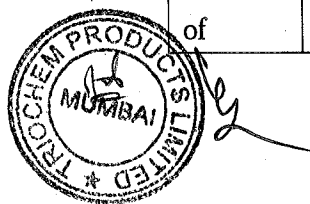
Name of Related Parties / Companies		Transaction defined u/s 188(1) of Companies Act, 2013 (Rs. In Crores)	
Name of Related Parties Companies	Sale of any goods and materials	Purchase of any goods and materials	E Payment of Expenses and Reimbursement Paid
On Actual basis, Exempted being in the ordinary 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	5	5	-
Triochem Laboratories Pvt Ltd	3	10	-
Ambernath Plasto Packaging Pvt Ltd	-	-	-
PROPRIETORSHIP FIRM:			
G Amphray Laboratories	40	20	5
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 government 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.”

RESULTS:

(i). Votes in favour of the resolution

Number of	Number of votes cast	Number of members /	Number of votes cast	Number of votes cast through E-	% of total number of
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members voted in e-voting	(Shares) - E-voting	Proxies voted by Poll	(Shares) - Poll	Voting and Poll	valid votes cast
1	7,200	16	35,550	42,750	100

(ii). Votes against the resolution

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Negligible

(iii). Invalid Votes

Number of members voted in e-voting	Number of votes cast (Shares) - E-voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
5	1,52,720	1	18,250	Nil	Negligible

The Special resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

All the resolution as contained in Item No. 1 to 8 of Forty Second Annual General Meeting of the Company stood deemed to be passed on 23th August, 2014, being the date of the relevant Annual General meeting of the Members.

The Report of the Scrutinizer on e-voting and polling report for the AGM is enclosed herewith

For Triochem Products Limited

Ramu S. Deora

DIRECTOR

DIN: 00312369



Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.
Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : August 21, 2014

Scrutinizer Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,

42nd Annual General Meeting (AGM) of the Equity Shareholders of TRIOCHEM PRODUCTS LIMITED held on 23rd day of August, 2014 , at Sambava Chambers, 4th Floor, Sir P. M. Road, Mumbai – 400001 .

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretary Firm having its registered office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of TRIOCHEM PRODUCTS LIMITED ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, at the 42nd Annual General Meeting of the Equity Shareholders of TRIOCHEM PRODUCTS LIMITED held on 23rd day of August, 2014 at 3.00 P.M at Sambava Chambers, 4th Floor, Sir P. M. Road, Mumbai – 400001 .



We submit our report as under:

1. The e-voting period remained open from 17th August, 2014 at 10.00 a.m. to 19th August, 2014 at 6.00 p.m.
2. The Shareholders holding shares as on "Cut off" date i.e. on June 30 2014 were entitled to vote on the proposed resolutions (Item nos. 1 to 8 as set out in the Notice of the 42nd AGM of TRIOCHEM PRODUCTS LIMITED.)
3. The votes were unblocked on August 19, 2014 around 7.30pm, in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340, J. S. S. Road, Thakurdwar Road, Atmaram Building, 3rd Floor, Room No.25 Mumbai-400 002) and Mr. Shivram Arjun Rao Mattaparthi (Residing at R.no-6, Clera Chawl, S.M.Road, Bhimwadi Wadala(E), Mumbai-400037) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Bhaviika Bharat Jain



Name: Mr. Shivram Mattaparthi

4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Securities Limited".
5. Details of e-voting as under:

Resolution No.1: Ordinary Resolution: To receive consider and adopt the financial statement of the company for the year ended 31st March, 2014 .



(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
6	159,920	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.2: Ordinary Resolution: To appoint a Director in place of Shri Sunil S. Jhunjunwala (DIN 00312529) who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
6	159,920	100



(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.3: Ordinary Resolution: : To appoint M/S M. L.Bhuwania & Co, Mumbai, as the Auditors of the Company to hold office from the conclusion of this Annual general meeting to the conclusion of the next AGM.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
6	159,920	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.4: Ordinary Resolution : Ratification of Remuneration payable to Cost Auditor

Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
6	159,920	100

(i) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No.5: Special Resolution: Authorisation for increasing borrowing limits of the company u/s section 180(c) of the Companies Act ,2013

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
6	159,920	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No.6: Special Resolution Authorisation for Creation of Charges / mortgage etc. on the assets of the Company

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
6	159,920	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.7: Special Resolution:. Adopt new articles of Association in conformity with the Companies Act ,2013.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
6	159,920	100



(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them

Resolution No.8: Special Resolution: Authorization of Related Party Transactions under Section 188 of the Companies Act,2013.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
1	7,200	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	152,720

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is enclosed.
7. The Register, all other papers and relevant records relating to electronic voting 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.

R. K. Chokshi

Mrs. Ragini Chokshi
Partner
Membership No. 2390
C.P. No. 1436



[Signature]
CHAIRPERSON
(42nd AGM)

[Signature]

Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.
Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : August 23, 2014

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman,

**42nd Annual General Meeting (AGM) of the Equity Shareholders of Triochem
Products Limited held on 23rd day of August, 2014 , at Sambava
Chambers, 4th Floor, Sir P. M. Road, Mumbai - 400001 .**

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries
Firm having its registered office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel
Street, Fort, Mumbai-400001, appointed as Scrutinizer for the purpose of the poll
taken on the below mentioned resolutions, at 42nd Annual General Meeting of the
Equity Shareholders of Triochem Products Limited, held on 23rd August, 2014
at 3.00 P.M at Sambava Chambers, 4th Floor, Sir P. M.
Road, Mumbai - 400001 .



1. 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.
2. The locked ballot box was subsequently opened in my presence and 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 Company.
3. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution No.1: Ordinary Resolution : To receive consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014 and the Reports of the Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	53800	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:



Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.2: Ordinary Resolution: To appoint a Director in place of Shri Sunil S. Jhunjhunwala (DIN 00312529) who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	53800	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No.3:Ordinary Resolution: To appoint M/S M. L.Bhuwania & Co, Mumbai,as the Auditors of the Company to hold office from the conclusion of this Annual general meeting to the conclusion of the next AGM .

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	53800	

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No.4: Ordinary Resolution: Resolution No.4: Ordinary Resolution : Ratification of Remuneration payable to Cost Auditor .

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	53800	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No.5: Special Resolution: Authorisation for increasing borrowing limits of the company u/s section 180(c) of the Companies Act ,2013

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	53800	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No.6: Special Resolution Authorisation for Creation of Charges / mortgage etc. on the assets of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	53800	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.7: Special Resolution: Adopt new articles of Association in conformity with the Companies Act ,2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	53800	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.8: Special Resolution:.. Authorization of Related Party Transactions under Section 188 of the Companies Act,2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
16	35550	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

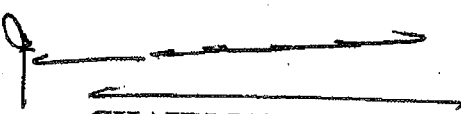
Place: Mumbai
Date:

Yours faithfully,

FOR RAGINI CHOKSHI & CO.

R. K. Chokshi.

MRS. RAGINI CHOKSHI
(Partner)
C.P. Number :1436
Membership number:2390


CHAIRMAN
TRIOCHEM PRODUCTS LTD.

