

# TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS



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

Tel. : 00 91 (22) 4082 8100 | Fax : 00 91 (22) 4082 8181 | E-mail : info@amphray.com | www.triochemproducts.com

Corporate Identity Number : L24249MH1972PLC015544

## NOTICE OF MEETING

Notice is hereby given that the Forty Five Annual General Meeting of the members of Triochem Products Limited (CIN:L24249MH1972PLC015544) will be held at the Registered Office of the Company at Sambava Chambers, 4<sup>th</sup> Floor, Sir P. M. Road, Mumbai - 400001 on Saturday, 26<sup>th</sup> August, 2017 at 3.00 P.M. to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Ramu S. Deora (DIN 00312369), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors

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

"RESOLVED THAT pursuant to the provision of Section 139 and other applicable provision of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s Kanu Doshi Associates 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 Bhuvania 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."

## SPECIAL BUSINESS

4. Ratification of Remuneration payable to cost auditor

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

"RESOLVED THAT pursuant to the provision of Section 148 and 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.



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Ritesh & Associates, Cost Accountants (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, 2018, on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) plus service Tax as applicable, be and is hereby ratified.

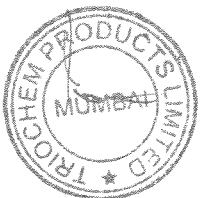
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution”.

**5. Authorization for Related Party Transaction**

To consider and if though fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“**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 with effect from April 1, 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	-	
Triochem Laboratories Pvt Ltd	15	20	-	
Ambernath Plasto Packaging Pvt Ltd	-	-	-	
<b>PROPRIETORSHIP FIRM:</b>				
G Amphray Laboratories	50	40	10	
<b>DIRECTORS/KMPs/RELATIVES OF DIRECTORS &amp; KMPs/OTHER FIRMS &amp; COMPANIES in which director have some interest as per the provisions of section 2(76) of the Companies Act, 2013</b>				



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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.			

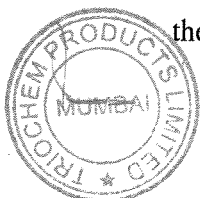
**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the and other incidental documents, make applications to regulatory and governmental authorities for 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.”

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item No. 4 and 5 above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form, in order to be effective, must be duly completed and deposited at the registered office of the Company not less than 48 hour before the commencement of the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding (50) fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. A route map giving directions to reach the venue of the 45<sup>th</sup> Annual General Meeting is given at the end of the Notice.
4. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.



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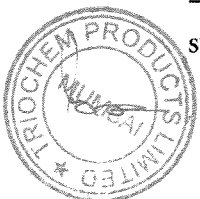
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
7. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
8. The register of members and the share transfer registers of the Company will remain closed from 19<sup>th</sup> August, 2017 to 26<sup>th</sup> August, 2017 (both days inclusive).
9. Corporate Members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General meeting.
10. The Members seeking any information with regard to accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
11. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under item No. 4 and 5 is Annexed hereto.
12. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID No., to their respective Depository Participants.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
14. Members desirous of getting any information in respect of accounts of the Company and proposed resolution, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
15. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar M/s. Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Industrial Premises, Safed Pool, Andheri



4

Kurla Road, Andheri (East), Mumbai: 400072, Phone: 022 28515606, Fax: 022 28512885 E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

16. Members are hereby informed that Dividend which remain unclaimed/unpaid over a period of 7 years from the date of transfer to the Unpaid Dividend Account have been transferred by the Company, pursuant to section 124 of the Companies Act, 2013, to a fund called the investor Education & Protection Fund (IEPF) Please note that no claim shall lie against the Fund or the Company in respect of the dividend amount so transferred to the Investor Education & Protection Fund.
17. Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of wither National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificate held by them dematerialized. The ISIN No. of the Company is INE331E01013.
18. Members holding shares in physical form are requested to consider converting their holding in dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regards.
19. Nomination Facility:  
As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desire to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the ended of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain form from their respective Depository Participant.
20. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No. 17/2011, dated 21.04.2011 and Circular No. 18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notice/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report, etc.) to their shareholders through electronic mode, to the registered email address of the shareholders.
21. Members may also note that an electronic copy of the 45<sup>th</sup> Annual Report including Notice along with attendance slip and proxy form will be available on the Company's website at [www.triochemproducts.com](http://www.triochemproducts.com) Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making such a request for the same free of cost. For any



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communication, the shareholders may also send their request to the Company's investor E-mail Id: [investor@triochemproducts.com](mailto:investor@triochemproducts.com)

22. Members, who have not registered their e-mail addresses, are requested to registered their e-mail address in respect of electronic holdings with the depository through their concerned Depository Participants and members who hold shares in physical form are requested to send their details to M/s. Sharex Dynamic (India) Pvt. Ltd. (Registrar and Transfer agent), Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai: 400072, Phone: 022 28515606, Fax: 022 28512885 E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com) in order to enable the company to serve the notice/Documents including Annual Report through e-mail as an initiative in consonance with circular issued by Ministry of Corporate Affairs allowing paperless compliances by the companies.

23. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting.

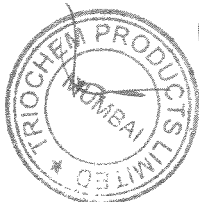
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 45<sup>th</sup> Annual General Meeting. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 45<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

24. The procedure and Instructions for the voting through electronic means is as follows:

a. The Remote e-voting period begins on 23<sup>rd</sup> August, 2017 at 09:00 a.m. and will end on 25<sup>th</sup> August, 2017 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18<sup>th</sup> August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 25<sup>th</sup> August, 2017.

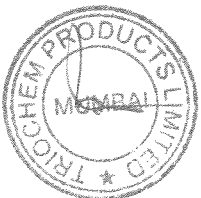
Members holding shares in physical or in demat form as on 18<sup>th</sup> August, 2017 shall only be eligible for e-voting.



- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- d. Click on "Shareholders"
- e. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank field as mentioned in instruction (d).</li> </ul>

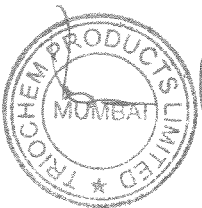
- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other



7

company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <TRIOCHEM PRODUCTS LIMITED> on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t. Note for Non - Individual Shareholders and Custodians.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



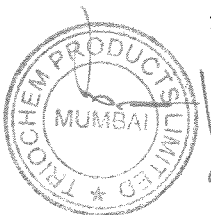
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- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u. In case you have any queries or issue regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of members receiving the physical copy:

- a. Please follow all steps from sl. no. (a) to sl. no. (s) above to cast vote.
  - b. The voting period begins on 23<sup>rd</sup> August, 2017 at 09:00 a.m. and will end on 25<sup>th</sup> August, 2017 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18<sup>th</sup> August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
25. The voting right of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
  26. E-voting period will commence from 23<sup>rd</sup> August, 2017 at 09:00 a.m. and will end on 25<sup>th</sup> August, 2017 at 05:00 p.m.
  27. Mrs. Ragini Chokshi, Practicing Company Secretary (C.P. No. 1436) has been appointed by the Board of Director of the Company as Scrutinizer for scrutinize the remote e-voting process as well as voting through Poll paper at the Meeting, in a fair and transparent manner
  28. The Scrutinizer shall within a period not exceeding 48 working hours from the conclusion of the e-voting period unblock the votes in presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.
  29. The Results shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.



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30. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 in respect of the Directors seeking appointment / re-appointment at the AGM is furnished below :

Name Of Director	Ramu S. Deora
Director Identification Number	00312369
Age	83 Years
Qualification	B.A., L.L.B.
Expertise	Business strategy and Development, Leadership development. General management, Finance, Investment.
Other Directorship as on 31 <sup>st</sup> March, 2017 (Excluding Private Companies)	Nil
No. of Equity Shares held in the Company	34,500
Relationship with other Directors	Mrs Grace Ramu Deora (DIN 00312080) (Wife)

By order of the Board of Directors  
For Triochem Products Limited

*Mahabirprasad S. Deora*

*Ramu S. Deora*

Mahabirprasad S. Deora  
Director  
DIN: 01073326

Ramu S. Deora  
Director & CEO  
DIN: 00312369

Place: Mumbai

Dated: 26<sup>th</sup> May, 2017

**Registered Office:**

4<sup>th</sup> Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai: 400 001

CIN: L24249MH1972PLC015544

Email: [investor@triochemproducts.com](mailto:investor@triochemproducts.com),

Website: [www.triochemproducts.com](http://www.triochemproducts.com)

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657



**Annexure to Notice**

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

Pursuant to Section 102 of the Companies Act, 2013 ('the act'), the following Explanatory Statement sets out all material facts relating to the Business mentioned under Item no. 4 and 5 of the accompanying Notice dated 26<sup>th</sup> May, 2017.

**Item No.4:**

The Company is directed, under Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. N. Ritesh & Associates, Cost Accountants (Ritesh N. T. Proprietors), as the Cost Auditors of the Company to conduct Cost Audits of the Company for the year ending 31<sup>st</sup> March, 2017, at a remuneration of Rupees Fifty Thousand plus applicable taxes and out-of-pocket expenses.

M/s. N. Ritesh & Associates have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. The said certificate will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M and shall also available at the meeting. M/s. N. Ritesh & Associates have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years.

In accordance with the provision of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

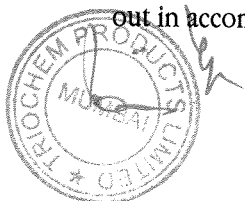
The Board commends the remuneration of Rs. Fifty Thousand plus an applicable tax to M/s. N. Ritesh & Associates as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 4 of this Notice.

**Item No. 5:**

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by Special Resolution in case certain Related Party Transactions exceed such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on arm's length basis. Though the Company always does the business with its related parties at arm length and in ordinary course of business but there may be some transactions done in the interest of the Company and for which your approval is required under the provisions of the Act.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution setting out in accompanying Notice as Special Resolution.



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None of the Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution except to extent of their shareholding in the company or any other interest as Director or shareholder or partner or otherwise in such related party entity, if any.

The Board recommends this Resolution for your Approval.

By order of the Board of Directors  
For Triochem Products Limited



Mahabirprasad S. Deora

Director

DIN: 01073326



Ramu S. Deora

Director & CEO

DIN: 00312369

Place: Mumbai

Dated: 26<sup>th</sup> May, 2017

**Registered Office:**

4<sup>th</sup> Floor, Sambava Chambers,

Sir P. M. Road, Fort, Mumbai: 400 001

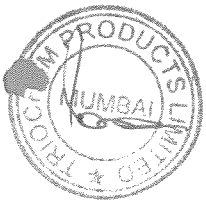
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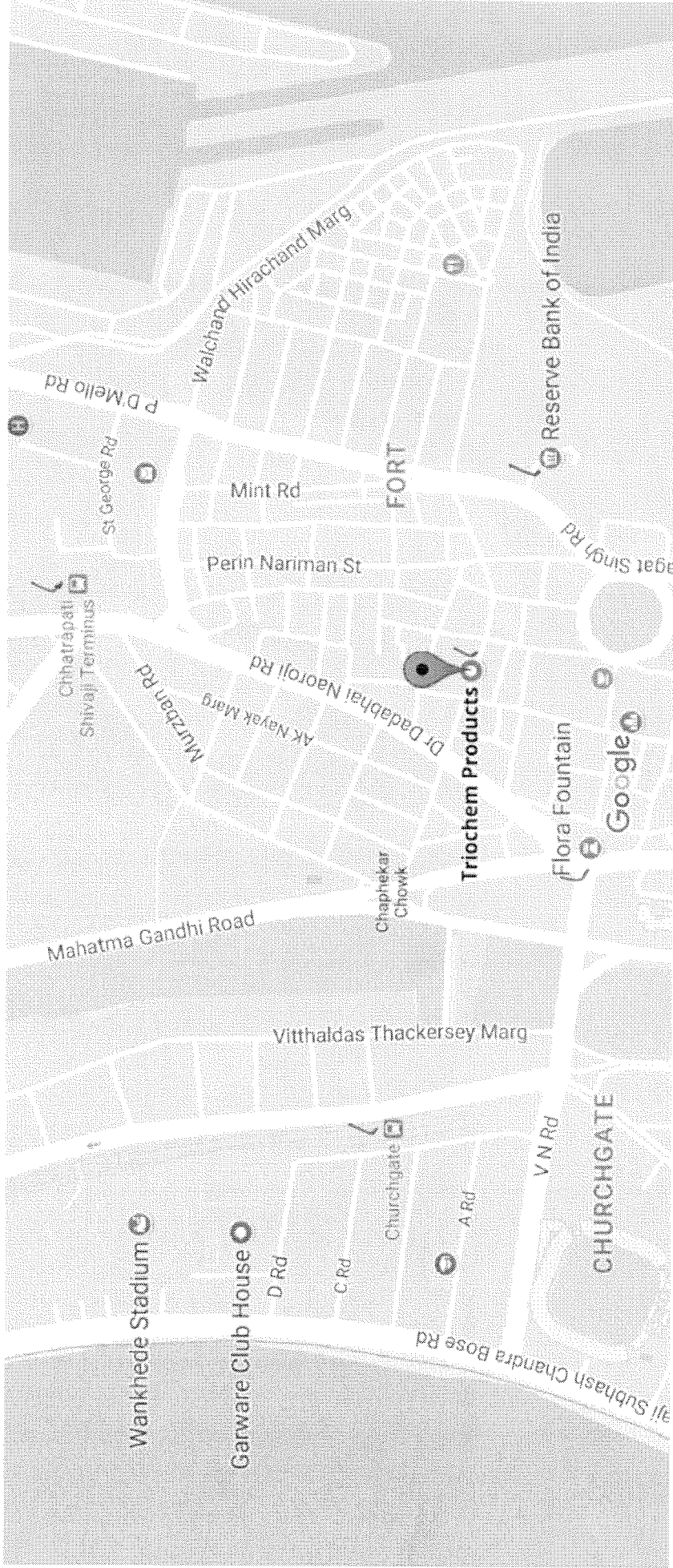
Email: [investor@triochemproducts.com](mailto:investor@triochemproducts.com),

Website: [www.triochemproducts.com](http://www.triochemproducts.com)

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657





ROUTE MAP to the venue of the 45th Annual General Meeting

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies  
(Share Capital and Debentures) Rules, 2014]

To

Triochem Products Limited

4<sup>th</sup> Floor, Sambava Chambers,

Sir. P. M. Road, Fort, Mumbai 400 001

I/We \_\_\_\_\_ the holder(s) of the securities, particulars of which are given hereunder, which to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the vent of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE OF NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature



14 



Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to Sub-Section 3 of Section 72 of the Companies Act, 2013 and Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014]

To

Triochem Products Limited

4<sup>th</sup> Floor, Sambava Chambers, Sir. P. M. Road, Fort, Mumbai 400 001

I/We hereby cancel the nomination(s) made by me/us in favour of \_\_\_\_\_  
(name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of \_\_\_\_\_ as  
nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in  
the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE OF NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature



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15

To,  
M/s. Sharex Dynamic (India) Pvt Ltd  
Unit: Triochem Products Limited  
Unit-1, Luthra Industrial Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East), Mumbai : 400072  
Phone: + 91 - 22 - 28515606, Fax: + 91 - 22 - 28512885  
E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com), [www.sharexindia.com](http://www.sharexindia.com)

**Updating of Shareholder Information**

I/We request you to record the following information against our Folio No.:

**General Information:**

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholder)	
Telephone No. with STD Code.:	
Mobile No.:	
Email Id:	

\*Self-attested copy of the document(s) enclosed

**Bank Details:**

IFSC; (11 digit)	
MICR: (9 digit)	
Bank Account Type:	
Bank Account No.:	
Name of the Bank:	
Bank Branch Address;	

\*A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company / RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder



*[Handwritten signature]*

*[Handwritten initials]* 16  
*[Redacted area]*



**Triochem Products Limited**

**CIN: L24249MH1972PLC015544**

Registered Office: 4<sup>th</sup> Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400001  
Phone: 022 22663150, E-mail: investor@triochemproducts.com, Website: www.triochemproducts.com

**Form No.: MGT - 11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Regd. Folio No.		*DP ID	
No. of Shares held		*DP ID	

I / We, being the member(s) of \_\_\_\_\_ Shares of the above named Company, hereby appoint:

1). Name & Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her

2). Name & Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her

3). Name & Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her

and whose signature are appended below as my / our proxy to attend and vote for me / us and on my / our behalf at the 45<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, the 26<sup>th</sup> day of August, 2017 at 03.00 p.m. at 4<sup>th</sup> Floor, Sambava Chambers, Sir P M Road, Fort, Mumbai - 400001 and at any adjournment thereof in respect of such resolution as are indicated below:

Sl. No. of Resolution (as in the Notice annexed)

1	2	3	4	5
---	---	---	---	---

(Tick Mark the Sl. No. of Resolution of Which the Proxy is appointed)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Member's Folio/DP ID-Client ID No.: \_\_\_\_\_

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Affix Revenue Stamp**



*[Handwritten signatures and initials]*  
17

**Triochem Products Limited**

**CIN: L24249MH1972PLC015544**

Registered Office: 4<sup>th</sup> Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400001

Phone: 022 22663150, E-mail: investor@triochemproducts.com, Website: www.triochemproducts.com

**BALLOT FORM**

Sr. No.	Particulars	Details
1.	Name and Registered Address of the Sole/First named Shareholder	
2.	Name(s) of the Joint Holder(s) (if any)	
3.	Registered Folio No./ DP ID No. and Client ID No.	
4.	Number of Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Forty Five Annual General Meeting (AGM) of the Company to be held on Saturday, August 26, 2017, by sending my / our assent or dissent to the said Resolution by placing the tick (Y) mark at the appropriate box below:

Item No.	Resolution	No. of Shares	(FOR)	(AGAINST)
			I / We assent to the resolution	I / We dissent from the resolution
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Board of Directors and Auditors for the financial year ended 31 <sup>st</sup> March, 2017			
2.	Re-appointment of Mr. Ramu Sitaram Deora as a Director.			
3.	Appointment of M/s KANU DOSHI AND ASSOCIATED LLP, Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration.			
4.	Ratification of Remuneration payable to cost auditors			
5.	Authorization for related party transaction u/s 188 of the Companies Act, 2013			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions printed below carefully before exercising your vote

**Instruction**

1. The Ballot Form is provided for the benefit of the Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.



*[Handwritten signatures and initials]*

3. For detailed instruction on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolution forming part of the Notice of the AGM.

**Process and manner for Member opting to vote by using the Ballot Form**

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mrs. Rigini Chokshi, Practicing Company Secretary (Membership No.: FCS1436) at the office of Company's Registrar & Transfer Agent.
2. The Form should be signed by the Member as per the Specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballots not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (Y) marks in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on 19<sup>th</sup> August, 2017 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Friday, August 25, 2017 (05.00 p.m. IST). Ballot Form received after August 25, 2017 will be strictly treated as if the reply form the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
11. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.triochemproducts.com](http://www.triochemproducts.com)) and on Service Provider's website ([www.cdslindia.com](http://www.cdslindia.com)) and communication of the same to the BSE Limited within 48 hours from the conclusion of the AGM.



*[Handwritten signatures and initials]*  
BT 19

**Triochem Products Limited**

**CIN: L24249MH1972PLC015544**

Registered Office: 4<sup>th</sup> Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400001

Phone: 022 22663150, E-mail: investor@triochemproducts.com , Website: www.triochemproducts.com

**Form No.: MGT - 12**

**Polling Paper**

**(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies**

**(Management and Administration) Rules, 2014)**

<b>Name of the Company:</b> Triochem Products Limited				
<b>Registered Office:</b> 4 <sup>th</sup> Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400001				
<b>CIN:</b> L24249MH1972PLC015544				
<b>BALLOT PAPER</b>				
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the First named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2017			
2.	Re-appointment of Mr. Ramu Sitaram Deora as a Director.			
3.	Appointment of M/s KANU DOSHI AND ASSOCIATED LLP, Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration.			
4.	Ratification of Remuneration payable to cost auditors			
5.	Authorization for related party transaction u/s 188 of the Companies Act, 2013			
Place:				
Date:		(Signature of the Shareholder*)		

(\*as per Company records)



*[Handwritten signature]*

*[Handwritten initials]*

*[Handwritten number 20]*

**Triochem Products Limited**

**CIN: L24249MH1972PLC015544**

Registered Office: 4<sup>th</sup> Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400001

Phone: 022 22663150, E-mail: [investor@triochemproducts.com](mailto:investor@triochemproducts.com), Website: [www.triochemproducts.com](http://www.triochemproducts.com)

**ATTENDANCE SLIP**

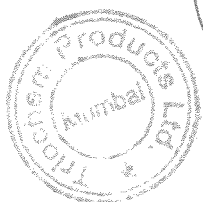
Name of the Attending Member(s):	
*Folio No.:	
DP ID No.:	
Client ID No.:	
No. of Shares :	
I hereby record my presence at the 45 <sup>th</sup> ANNUAL GENERAL MEETING of the Company held at 4 <sup>th</sup> Floor, Sambava Chambers, Sir P.M. Road, Fort, Mumbai - 400 001, at 03.00 p.m. on Saturday, the 26 <sup>th</sup> August, 2017.	
Name of the attending Shareholder/Proxy	
Signature of the attending Shareholder/Proxy	
Notes: 1) A Member / Proxyholder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed. 2) A Member / Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting. *Applicable in case of share held in Physical Form	

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**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	User ID	(PAN / Sequence Number)

**NOTE:** Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The Voting time starts from August 23, 2017 from 09.00 a.m. to ends on August 25, 2017 at 05.00 p.m. The voting module shall be disabled by CDSL for voting thereafter



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*[Redacted]*

Notes

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