

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
Corporate Identity Number : L24249MH1972PLC015544

NOTICE OF MEETING

Notice is hereby given that the Forty Seven 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, 4th Floor, Sir P. M. Road, Mumbai - 400001 on Saturday, 24th August, 2019 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 31st March, 2019 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 is eligible for re-appointment.
3. Ratification of appointment of Auditors

To consider and, 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, if any, of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratified the appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No.104746W/W100096) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 48th Annual General Meeting to be held in 2020 to examine and audit the accounts of the Company for the financial year 2019 - 2020 at such 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 and 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. Ritesh & Associates, Cost Accountants (the Cost Auditors) appointed by the Board of Directors of the



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Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, on a remuneration of Rs.25,000/- (Rupees Twenty Five Thousand) plus Goods and Service Tax (GST) as applicable, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) 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. Appointment of Mr. Rajesh R. Deora (DIN: 00312316) as a Director of the Company.

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

"RESOLVED THAT Mr. Rajesh R. Deora (DIN: 00312316), who was appointed as an Additional Director with effect from 28th May, 2019 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and any other applicable provision of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a members in writing under section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting

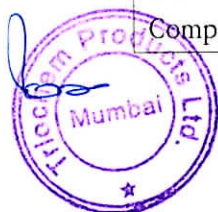
RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution".

6. 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 25th August, 2018 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, 2019, as appended herein below :

Name of Related Parties / Companies	Transaction defined u/s 188(1) of Companies Act, 2013 (Rs. in Crores)
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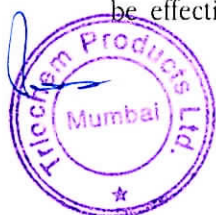


Name of Related Parties Companies	Sale of any goods and materials	Purchase of any goods and materials	E Payment of Expenses and Reimbursement Paid
On Actual basis, Exempted being in the ordinary course of business and on arm's length basis. (Subject to a maximum of amount p.a. as mentioned against the name of the Company).			
G Amphray Pharmaceuticals Pvt Ltd	15	20	-
Triochem Laboratories Pvt Ltd	15	20	-
Ambernath Plasto Packaging Pvt Ltd	-	-	-
PROPRIETORSHIP FIRM:			
G Amphray Laboratories	60	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."

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business to be transacted at the Annual General Meeting (AGM), as set out under item no. 4, 5 and 6 above and the relevant details of the Directors seeking re-appointment/appointment under item no. 2 above as required by Regulation 26(4) and 36(3) of the SEBI (LODR) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
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 HIM AND A THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the



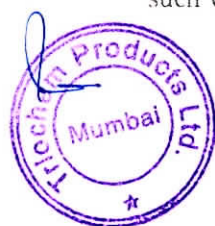
Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members

3. Book Closure: The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 16th August, 2019 to Saturday, 24th August, 2019 (both days inclusive).
4. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialized form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, request for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risk associated with physical holding of shares. Members who are holding shares in physical form hereby requested to dematerialize their holding.
5. 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.
6. Members holding shares in physical form are requested to advice 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 advice immediately change in their address, if any, quoting their Client ID No., to their respective Depository Participants.
7. 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.
8. 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 physical form can submit their PAN and email address to the Company / Registrar M/s. Sharex Dynamic (India) Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai: 400083, Phone: 022 28515644 / 5606, Fax: 022 28512885 E-mail: support@sharexindia.com
9. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
10. A route map showing direction to reach the venue of the 47th Annual General Meeting is given at the end of the Notice.



11. 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.
12. 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 Annual General Meeting.
13. 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.
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. 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.
16. 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.
17. Members may also note that an electronic copy of the 47th Annual Report including Notice along with attendance slip and proxy form will be available on the Company's website at 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



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

18. 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 Annual General Meeting) to exercise their right to vote at the 47th 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 47th Annual General Meeting. 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 Annual General Meeting.

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

- a. The Remote e-voting period begins on 21st August, 2019 at 09:00 a.m. and will end on 23rd August, 2019 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 17th August, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 23rd August, 2019.

Members holding shares in physical or in demat form as on 17th August, 2019 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.
- 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 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"> 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. 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.
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"> 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).

- 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 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 30th June, 2018. 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 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
 - 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.
 - The list of accounts linked in the login should be emailed to 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 under help section or write an email to 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 21st August, 2019 at 09:00 a.m. and will end on 23rd August, 2019 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 17th August, 2019, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
20. The voting right of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
21. E-voting period will commence from 21st August, 2019 at 09:00 a.m. and will end on 23rd August, 2019 at 05:00 p.m.
22. 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
23. 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.
24. The Results shall be declared on or after the date of Annual General Meeting 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 Annual General Meeting of the Company.

By order of the Board of Directors

For Triochem Products Limited


Grace R. Deora

Director

DIN: 00312080


Ramu S. Deora

Director & CEO

DIN: 00312369

Place: Mumbai

Dated: 28th May, 2019

Registered Office:

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

CIN: L24249MH1972PLC015544

Email: investor@triochemproducts.com ; Website: www.triochemproducts.com

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657



Annexure to Notice

PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

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 Annual General Meeting is furnished below:

Name Of Director	Mr. Ramu S. Deora
Director Identification Number	00312369
Designation	Non-Executive Director
Age	83 Years
Qualification	B.A., L.L.B.
Expertise	Business strategy and Development, Leadership development. General management, Finance, Investment.
Date of first appointment in the current designation	30 th June, 1975
Shareholding in the Company as on 31 st March, 2019	34,500
Directorships and Committee memberships held in other companies as on 31 st March, 2019 (Excluding Private Companies)	Nil
Inter-se relationships between Directors and Key Managerial Personnel	Mrs. Grace R. Deora (DIN 00312080) (Wife) Mr. Rajesh R. Deora (DIN 00312316) (Son)
No. of Board Meetings attended during the financial year 2018 - 19	4 of 4
Terms and conditions of re-appointment	As per the resolution passed by the Shareholders of the Company on the 45 th Annual General Meeting held on 26 th August, 2016, Mr. Ramu S. Deora has been appointed as a Non-Executive Directors, liable to retire by rotation.
Details of proposed remuneration	Nil

The Board of Directors proposed the re-appointment of Mr. Ramu S. Deora as Non-Executive Director on the Board of Directors of the Company and recommends the resolution as set out at Item no. 2 of the Notice for the approval of the members at the ensuing Annual General Meeting.

Except Mr. Ramu S. Deora. Mrs. Grace R. Deora and Mr. Rajesh R. Deora and no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the re-appointment of Mr. Ramu S. Deora as a Non-Executive Director of the Company, except to extent of their shareholding, if any. In the Company.



Name Of Director	Mr. Rajesh R. Deora
Director Identification Number	00312316
Designation	Non-Executive Director
Age	46 Years
Qualification	Graduate in Economics & Industrial Management and Bachelor of Science Degree from Carnegie Mellon University (USA).
Expertise	He started his career with Amphray Laboratories as Export - Import Manager. He has over 20 years of experience in all aspect of the Business including Finance & Accounting, Logistics, Import-Export, Products and Business Development.
Date of first appointment in the current designation	28 th May, 2019.
Shareholding in the Company as on 31 st March, 2019.	36,000
Directorships and Committee memberships held in other companies as on 31 st March, 2019 (Excluding Private Companies)	Nil
Inter-se relationships between Directors and Key Managerial Personnel	Mr. Ramu S. Deora (DIN 00312369) (Father) Mrs. Grace R. Deora (DIN 00312080) (Wife)
No. of Board Meetings attended during the financial year 2018 - 19	N. A.
Terms and conditions of re-appointment	Appointed as Additional Director with effect from 28 th May, 2019. The appointment is subject to approval of the Members in ensuing 47 th Annual General Meeting will be held on 24 th August, 2019. (Refer item no. 5 of the Notice and Explanatory Statement).
Details of proposed remuneration	Nil

The Board of Directors proposed the appointment of Mr. Rajesh R. Deora as Non-Executive Director on the Board of Directors of the Company and recommends the resolution as set out at Item no. 5 of the Notice and explanatory statement for the approval of the members at the ensuing Annual General Meeting.

Except Mr. Ramu S. Deora, Mrs. Grace R. Deora and Mr. Rajesh R. Deora and no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the appointment of Mr. Rajesh R. Deora as a Non-Executive Non-Independent Director of the Company, except to extent of their shareholding, if any, in the Company.



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. 3, 4, 5 and 6 of the accompanying Notice dated 28th May, 2019.

Item No.3:

This explanatory statement is provided through strictly not require as per Section 102 of the Act.

M/s. Kanu Doshi Associates LLP (ICAI Firm Registration No. 104746W/W100096), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period from five years at the Annual General Meeting of the Company held on 26th August, 2017 to hold office from the conclusion of Forty Five till the conclusion of Fifty Annual General Meeting to be held in 2022.

As per the provision of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every Annual General Meeting.

Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 3 of the notice.

The Board commends the Ordinary Resolution at item no. 3 for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the resolution set out at item no. 3 of the accompanying notice.

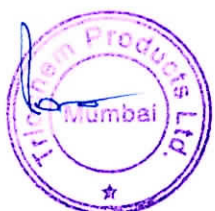
Item No.4:

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, on the recommendation of the Audit Committee, has approved the appointment and remuneration 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 31st March, 2020, at a remuneration of Rupees Twenty Five 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. Twenty 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 (KMP) or relative of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 4 of the accompanying notice.

Item No. 5:

At the Board Meeting of the Company held on 28th May, 2019, the Board had, based on the recommendations of the NRC and subject to the approval of the Members, appointed Mr. Rajesh R. Deora (DIN 00312316) as an Additional Director. Pursuant to section 161 of the Companies Act, 2013, Mr. Rajesh R. Deora holds office only up to the date of forthcoming Annual General Meeting. The Board of Directors has received a notice from the shareholder of the Company pursuant to section 160 of the Act, signifying their intention to propose Mr. Rajesh R. Deora as a candidate for the office of Director.

Mr. Rajesh R. Deora possesses business experience of more than 20 years.

The Company has received from Mr. Rajesh R. Deora (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. Rajesh R. Deora as Additional Directors of the Company and will be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Rajesh R. Deora proposed to be appointed, as a Director, fulfills the condition specified in the Companies Act, 2013 and the Rules made hereunder and also the provision as laid down in listing agreement and he is Non-Executive Non-Independent Director.

Non Director or Key managerial Personnel of the Company and / or their relative, except Mr. Ramu S. Deora Director and Mrs. Grace R. Deora, Director who are related to Mr. Rajesh R. Deora are interested in the resolution.

The Board recommends this Resolution for your Approval.

Item No. 6:

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.

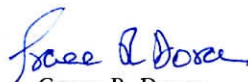
The proposal outlined above is in the interest of the Company and the Board recommends the resolution setting out in accompanying Notice as Special Resolution.

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


Grace R. Deora

Director

DIN: 00312080


Ramu S. Deora

Director & CEO

DIN: 00312369

Place: Mumbai

Dated: 28th May, 2019

Registered Office:

4th Floor, Sambava Chambers,

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

CIN: L24249MH1972PLC015544

Email: investor@triochemproducts.com

Website: www.triochemproducts.com

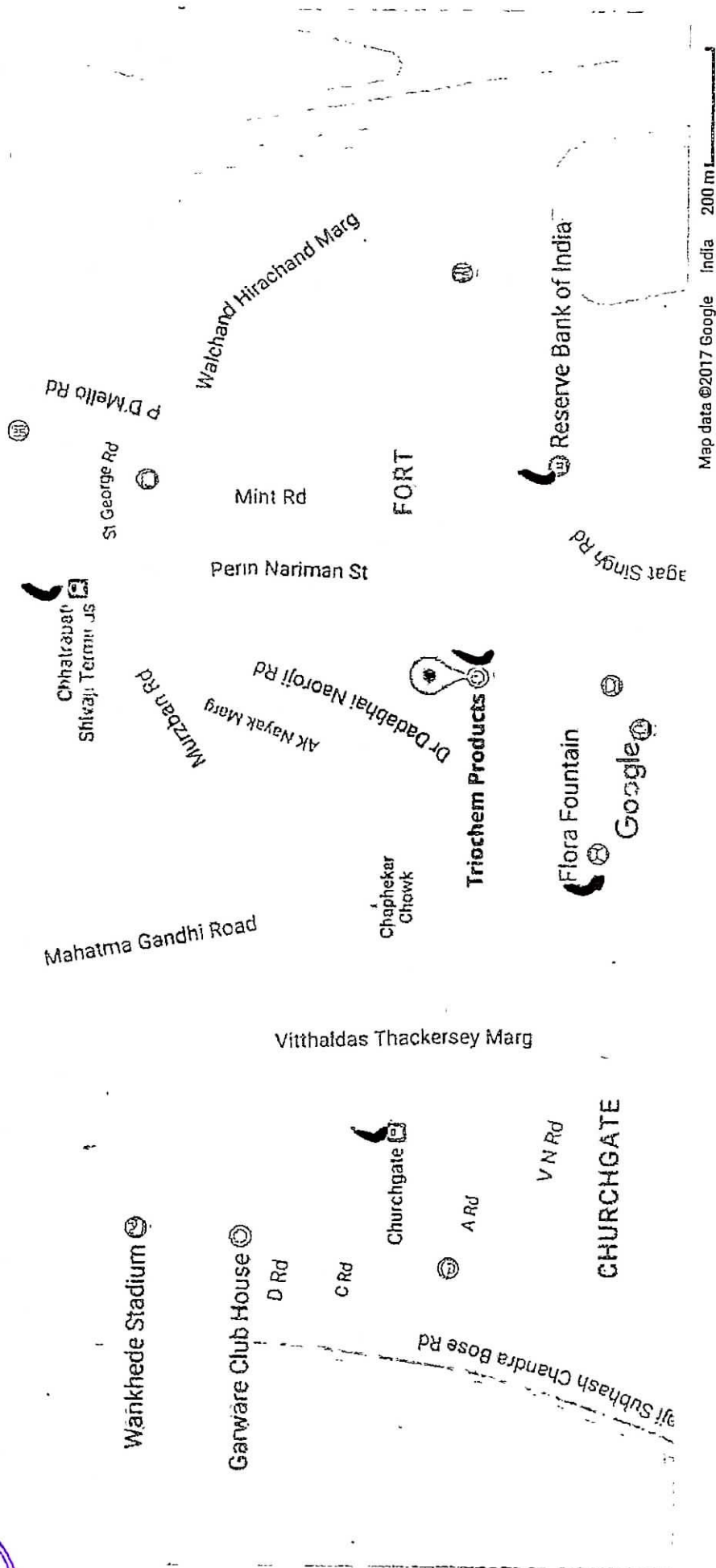
Phone No.: 91 22 22663150

Fax No.: 91 22 22024657





Google Maps Triochem Products



ROUTE MAP to the venue of the 41st 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

4th 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



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

4th 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



To,

M/s. Sharex Dynamic (India) Pvt Ltd

Unit: Triochem Products Limited

C - 101, 247 Park, L. B. S. Marg,

Vikhroli (West), Mumbai: 400083

Phone: + 91 - 22 - 28515644 / 5606, Fax: + 91 - 22 - 28512885

E-mail: support@sharexindia.com, 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



Triochem Products Limited

CIN: L24249MH1972PLC015544

Registered Office: 4th 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 47th Annual General Meeting of the Company, to be held on Saturday, the 24th day of August, 2019 at 03.00 p.m. at 4th 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	6
---	---	---	---	---	---

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

Signed this _____ day of _____ 2019

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

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____



Affix Revenue Stamp

Triochem Products Limited
CIN: L24249MH1972PLC015544

Registered Office: 4th 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 Seven Annual General Meeting (AGM) of the Company to be held on Saturday, 24th August, 2019, 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 Audited Financial Statements, Board's and Auditors' Report for the financial year ended 31 st March, 2019			
2.	Re-appointment of Mr. Ramu S. Deora, who retires by rotation.			
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.	Appointment of Mr. Rajesh R. Deora as a Director.			
6.	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.



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 favor 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 17th August, 2019 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Friday, August 23, 2019 (05.00 p.m. IST). Ballot Form received after August 23, 2019 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 favor 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 favor 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) and on Service Provider's website (www.cdslindia.com) and communication of the same to the BSE Limited within 48 hours from the conclusion of the AGM.



Triochem Products Limited

CIN: L24249MH1972PLC015544

Registered Office: 4th 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)

Name of the Company: Triochem Products Limited				
Registered Office: 4 th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400001				
CIN: L24249MH1972PLC015544				
BALLOT PAPER				
Sr. No.	Particulars	Details		
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 Audited Financial Statements, Board's and Auditors' Report for the financial year ended 31 st March, 2019			
2.	Re-appointment of Mr. Ramu S. Deora, who retires by rotation.			
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.	Appointment of Mr. Rajesh R. Deora as a Director.			
6.	Authorization for related party transaction u/s 188 of the Companies Act, 2013.			
Place:				
Date: (Signature of the Shareholder*)				

(*as per Company records)



Triochem Products Limited

CIN: L24249MH1972PLC015544

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

Phone: 022 22663150, E-mail: investor@triochemproducts.com , Website: 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 47 th ANNUAL GENERAL MEETING of the Company held at 4 th Floor, Sambava Chambers, Sir P.M. Road, Fort, Mumbai - 400 001, at 03.00 p.m. on Saturday, the 24 th August, 2019.	
Name of the attending Shareholder/Proxy	
Signature of the attending Shareholder/Proxy	
Notes: 1) A Member / Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed. 2) A Member / Proxy holder 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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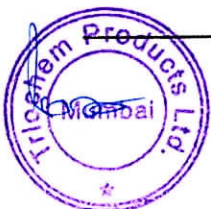
ELECTRONIC VOTING PARTICULARS

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 21, 2019 from 09.00 a.m. to ends on August 23, 2019 at 05.00 p.m. The voting module shall be disabled by CDSL for voting thereafter



This image shows a full page of white paper with horizontal black ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper. A small portion of a blue circular stamp is visible at the bottom left corner.



This image shows a full page of white paper with horizontal black ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

