



**TRIOCHEM PRODUCTS LIMITED**

Registered Office: 4<sup>th</sup> Floor, Sambava Chambers, Sir. P. M. Road, Fort,  
Mumbai, Maharashtra, PIN: 400001. Telephone: 00 91 (22) 2266 3150

Fax: 00 91 (22) 22202 4657 E-mail: [info@amphray.com](mailto:info@amphray.com)

Website: [www.triochemproducts.com](http://www.triochemproducts.com) Corporate Identity Number: L24249MH1972PLC015544



**Notice**

Notice is hereby given that the 50<sup>th</sup> Annual General Meeting (AGM) 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, Fort, Mumbai - 400001 on Friday, 26<sup>th</sup> August 2022 at 3.00 P.M. to transact the following business:

**Ordinary Business**

**1. Adoption of Financial Statements for the financial year ended March 31, 2022:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

**2. Re-Appointment of Mr. Rajesh Ramu Deora (DIN: 00312316) as a Director, liable to retire by rotation, who had offered himself for re-appointment:**

To appoint a Director in place of Mr. Rajesh Ramu Deora (DIN: 00312316), who retires by rotation, and being eligible offers himself for re-appointment.

**3. Re-appointment of Statutory Auditors and fix their remuneration:**

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

**“RESOLVED THAT** Pursuant to Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Kanu Doshi Associates LLP, Chartered Accountants, having Firm Registration No. 104746W/W100096 be and are hereby re-appointed as the Statutory Auditors of the company for term of five consecutive years, who shall hold office from the conclusion of this 50<sup>th</sup> Annual General Meeting till conclusion of the 55<sup>th</sup> Annual General Meeting to be held in the financial year 2027-28 on such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”



**Special Business****4. Re-Appointment of Mr. Ramu Sitaram Deora (DIN: 00312369) as a Director, liable to retire by rotation, who had offered himself for re-appointment:**

To appoint a Director in place of Mr. Ramu Sitaram Deora (DIN: 00312369), who retires by rotation and being eligible, offers himself for re-appointment and towards this, to consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of the Articles of Association of the Company and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions, including any statutory modification(s) or re-enactment thereof for the time-being in force, Mr. Ramu Sitaram Deora (DIN: 00312369), Non-Executive and Non-Independent Director of the Company, who has exceeded the age of 75 years and who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation..”

**5. Authorization for Related Party Transaction**

To consider and if thought 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 25<sup>th</sup> September, 2021 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, 2022, 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	10	20	-
PROPRIETORSHIP FIRM:			
G Amphray Laboratories	60	40	20
DIRECTORS/KMPs/RELATIVES OF DIRECTORS & KMPs/OTHER FIRMS & COMPANIES in which Director have some interest as per the provisions of section 2(76) of the Companies Act, 2013			





Mrs. Grace R. Deora	-	-	-
Mr. Rajesh R. Deora	-	-	-
Mr. Rajiv R. Deora	-	-	-
Ramu M. Deora HUF	-	-	-
Ramu S. Deora HUF	-	-	-
Any Contract or transaction with all the above parties for selling or otherwise disposing of, or buying, property of any kind to be on market value and on arm lengths relationship basis only.			

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

**NOTES:**

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote 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 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 nomination organization. The proxy form is annexed to this notice.
2. 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 proxy is proposed to be appointed by Members 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. 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.
4. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The Members/Proxies attending the meeting are kindly request to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the venue of the meeting.
5. Route map showing direction to reach the venue of the 50<sup>th</sup> Annual General meeting is given at the end of the Notice.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 4 and 5 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 4 and 5 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature. However, for Item No. 3, the company has provided necessary explanations and details about re-appointment of statutory auditor for another term of five consecutive years on voluntary basis. Further, for Item No. 2 and 4 relevant details of director seeking re-



appointment by way of retire by rotation as required under SEBI LODR Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Notice.

7. 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.
8. In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2021-22 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice conveying the 50<sup>th</sup> AGM has been uploaded on the website of the Company at [www.triochemproducts.com](http://www.triochemproducts.com) under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
9. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 20, 2022, to Friday, August 26, 2022 (both days inclusive) for the purpose of 50<sup>th</sup> AGM.
  - a) For Shares held in electronic form: To all the beneficial Owners as at the end of the day on Friday, August 19, 2022, in the list of beneficial owners to be furnished by NSDL and Central Depository Service (India) Limited ('CDSL'); and
  - b) For Shares held in physical form: To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition request lodged with the Company as of the close of business house on Friday, August 19, 2022.
10. Effective April 1, 2019, the Company has stopped accepting any fresh transfer requests for securities held in physical form. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to dematerialised their holdings. Members may contact RTA i.e. Link Intime India Pvt. Ltd, Address: C-101, 1<sup>st</sup> Floor, 247 Park, L. B. S. Marg Vikhroli (West), Mumbai 400 083, Maharashtra at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regards. Members may also refer to Frequently Asked Questions ('FAQs') on the Company's website at <https://www.triochemproducts.com/uploads/Investor-relations/pdfs/frequently-asked-quesations-faq-503.pdf>
11. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to records additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations' tab 'Investor Service' at <https://www.triochemproducts.com/investor-relations/investor-relations.aspx?year=2022-23> as also attached to this Annual Report. Member holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in





physical mode as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or RTA.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case the shares are held in physical form, quoting their folio number. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

12. Nomination Facility: As per the provisions of Section 72 of the Act, the 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/ISR-3. If a member desire to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14/ISR-3. 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.
13. Consolidation of Physical Share Certificates: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the shares certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
15. Process for registering e-mail address to receive this Notice along with credentials for remote e-voting:
  - a. Online update on web portal at [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html)
  - b. For Physical shareholders: please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
  - c. For Demat shareholders: please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
  - d. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.



**16. Remote e-voting before/during the AGM:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 50<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting system on the date of the 50<sup>th</sup> AGM will be provided by CDSL.
2. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Saturday, August 20, 2022, may cast their vote by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before as well as during the AGM. Any non-individual shareholders or shareholder holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, August 20, 2022, may obtain the User ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Individual shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Saturday, August 20, 2022 may follow the login process mentioned below in point 18.

3. The remote e-voting period commences on Tuesday, August 23, 2022, at 9.00 a.m. (IST) and ends on Thursday, August 25, 2022, at 5.00 pm (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The voting rights of the Members (for voting through remote e-voting before/during the AGM) shall be proportion to their share of the paid-up equity share capital of the Company as on the cut-off Saturday, August 20, 2022.

4. The remote e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.

**17. Mrs. Ragini Chokshi, Practicing Company Secretary (C.P. No. 1436) has been appointed by the Board of Director of the Company as Scrutiniser for providing facility to the Members of the Company to scrutinise the remote e-voting process as well as voting through Poll paper at the Meeting, in a fair and transparent manner.**

The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through e-voting in the presence of two witnesses not in the employment of the Company. Scrutinizer shall, submit within the time stipulated under the applicable laws, a consolidated scrutinizer's report of the total votes cast in favor or against, if





any to the Chairman or a person authorized by him in writing who shall counter-sign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the results of the voting forthwith.

The Results declared along with the Scrutinizers Report shall be placed on the Company's website [www.triochemproducts.com](http://www.triochemproducts.com) under the section 'Investor Relations' tab 'Annual General Meeting / Report / Return' and on the website of CDSL immediately after the result is declared by the Chairman/Authorized person and the results will also be communicated to the Stock Exchange where the shares of the Company are listed.

**18. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i.) The remote remote e-voting period begins on 23<sup>rd</sup> August 2022 at 09.00 a.m. and ends on 25<sup>th</sup> August 2022 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 20<sup>th</sup> August 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- ii.) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii.) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.



with CDSL	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/ EasiRegistration">https://web.cdslindia.com/myeasi./Registration/ EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>





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

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

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

iv.) Login method for e-Voting for shareholders other than individual shareholders & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- 4) Next enter the Image Verification as displayed and Click on Login.



- 5) 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 e-voting of any company, then your existing password is to be used.

- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <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 details field as mentioned in instruction (v).</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for TRIOCHEM PRODUCTS LIMITED on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.





- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.

v.) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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.
- The list of accounts linked in the login should be mailed 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [investor@triochemproducts.com](mailto:investor@triochemproducts.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. **INSTRUCTIONS FOR SHAREHOLDERS E-VOTING DURING MEETING ARE AS UNDER:**

- 1) The procedure e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM

20. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**



- 1) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email Id.
- 2) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email Id.
- 3) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

**21. For assistance / queries for E-voting etc;**

- 1) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
- 2) All grievances connected with the facility for voting by electronic means may be address to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.ecoting@cdslindia.com](mailto:helpdesk.ecoting@cdslindia.com) or call on 022-2358542/43.

**22. GENERAL INSTRUCTIONS**

1. 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
2. Members may also note that an electronic copy of the 50<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 communication, the shareholders may also send their request to the Company's investor E-mail Id: [investor@triochemproducts.com](mailto:investor@triochemproducts.com)

By order of the Board of Directors  
For Triochem Products Limited

Sd/-  
Grace R. Deora  
Director  
DIN: 00312080

Sd/-  
Ramu S. Deora  
Director  
DIN: 00312369

Place: Mumbai; Dated: 28<sup>th</sup> May 2022

**Registered Office:**

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

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****Item No.2:****PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) the details of the Directors seeking appointment/re-appointment at the 50<sup>th</sup> Annual General Meeting is furnished below:

Name Of Director	Mr. Rajesh Ramu Deora
Director Identification Number	00312316
Designation	Non-Executive Director Non-Independent
Age	48 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 22 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 <sup>th</sup> May, 2019.
Shareholding in the Company as on 31 <sup>st</sup> March, 2020.	36,000
Directorships and Committee memberships held in other companies as on 31 <sup>st</sup> March, 2019 (Excluding Private Companies)	Nil
Inter-se relationships between Directors and Key Managerial Personnel	Mr. Ramu Sitaram Deora (DIN 00312369) (Father) Mrs. Grace Ramu Deora (DIN 00312080) (Wife)
No. of Board Meetings attended during the financial year 2021-22.	4 of 4.
Terms and conditions of re-appointment	As per the resolution passed by the Shareholders of the Company on the 47 <sup>th</sup> Annual General Meeting held on 24 <sup>th</sup> August, 2019, Mr. Rajesh Ramu Deora has been appointed as a Non-Executive Non-Independent Directors, liable to retire by rotation.
Details of proposed remuneration	Nil

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

Except Mr. Ramu Sitaram Deora; Mrs. Grace Ramu Deora and Mr. Rajesh Ramu 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 Ramu Deora as a Non-Executive Non-Independent Director of the Company, expect to extent of their shareholding, if any, in the Company.

**Item No.4:**
**PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) the details of the Directors seeking appointment/re-appointment at the 50<sup>th</sup> Annual General Meeting is furnished below:

Name Of Director	Mr. Ramu Sitaram Deora
Director Identification Number	00312369
Designation	Non-Executive Director
Age	85 Years
Qualification	B.A., L.L.B.
Expertise	Having wide ranging experience in administration, industrial development & management, export promotion, strategy leadership, Finance, Investment.
Date of first appointment in the current designation	30 <sup>th</sup> June, 1975
Shareholding in the Company as on 31 <sup>st</sup> March, 2022	34,500
Directorships and Committee memberships held in other companies as on 31 <sup>st</sup> March, 2022 (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 2021-22.	4 of 4
Terms and conditions of re-appointment	As per the resolution passed by the Shareholders of the Company on the 47 <sup>th</sup> Annual General Meeting held on 24 <sup>th</sup> August, 2019, 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 Sitaram Deora as Non-Executive Non-Independent Director on the Board of Directors of the Company and recommends the special resolution as set out at Item no. 4 of the Notice for the approval of the members at the ensuing Annual General Meeting.

However, Regulation 17(1A) of the Listing Regulations provides that no person who has attained the age of 75 years after April 1, 2019 shall be appointed/reappointed as a non-executive director unless a special resolution is passed to that effect in which case the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person.





Mr. Ramu Sitaram Deora, Non-Independent Non-Executive Director of the Company has exceeded the age of 75 years and is retiring by rotation at the next Annual General Meeting. The relevant details of Mr. Ramu Sitaram Deora seeking reappointment under Item No. 4 of the Notice subject to approval by shareholder by special resolution, as required under Regulation 36(3) of the Listing Regulations read with applicable provisions of the Companies Act, 2013 and relevant accounting standards are given below:

- 1) Mr. Ramu Sitaram Deora (DIN: 00312369) was appointed as Non-Independent Non-Executive Director at the 47<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> August 2019 and that he is liable to retire by rotation.
- 2) As per Regulation 17(1A) of the SEBI (Listing Regulations), which came into effect from April 1, 2019 provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
- 3) Mr. Ramu Sitaram Deora, aged 85 years, having wide ranging experience in administration, industrial development & management, export promotion, strategy leadership, Finance, Investment, etc. He was also associated in various trade facilitation forum/promotion council like Board of Trade (BOT); FIEO; CHEMEXCIL; FICCI; All India Shippers Council; ECCG; etc. spanning over 40 years, Mr. Deora has spent 55 years in the field of industrial development and management.
- 4) The Board of Directors is of the opinion that Mr. Ramu Sitaram Deora has been an integral part of the Board, has provided valuable insights to the Company and possesses relevant expertise and vast experience in the field of administration, leadership, and business. His guidance in the past has been notable and supportive to the Company in dealing with complex matters. Accordingly, it is felt that his association as non-executive director will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Regulations), your directors recommend his appointment as Non-Independent Non-Executive Director at the 50<sup>th</sup> Annual General Meeting by way of Special resolution and that he is liable to retire by rotation.
- 5) The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 4 of this Notice for approval of the Members of the Company.

Except Mr. Ramu Sitaram Deora; Mrs. Grace Ramu Deora and Mr. Rajesh Ramu 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 Sitaram Deora as a Non-Executive Non-Independent Director of the Company, except to extent of their shareholding, if any. In the Company, in the Special Resolution set out at Items No. 4 of the Notice.



**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 to 5 of the accompanying Notice dated 28<sup>th</sup> May, 2022.

**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, Chartered Accountants were appointed as Statutory Auditors of the Company at 45<sup>th</sup> Annual General Meeting ('AGM') held on 26<sup>th</sup> August, 2017 for a period of 5 years, up to the conclusion of 50<sup>th</sup> AGM. M/s. Kanu Doshi Associates LLP are eligible for re-appointment for a further period of 5 years. M/s. Kanu Doshi Associates LLP have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Kanu Doshi Associates LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Kanu Doshi Associates LLP, Chartered Accountants, having Firm Registration No. 104746W/W100096, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 50<sup>th</sup> Annual General Meeting till conclusion of the 55<sup>th</sup> Annual General Meeting to be held in the financial year 2027-2028 on such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company in addition to applicable taxes, reimbursement of all out of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**Item No. 4:**

Mr. Ramu Sitaram Deora, age 85, is the Non-Executive Director of the Company, liable to retire by rotation. He is also one of the promoters of the Company. In accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years after April 1, 2019 shall be appointed/reappointed as a non-executive director unless a special resolution is passed to that effect in which case the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person.

Mr. Ramu Sitaram Deora, Non-Independent Non-Executive Director of the Company has exceeded the age of 75 years and is retiring by rotation at the next Annual General Meeting. The relevant details of Mr. Ramu Sitaram





Deora seeking reappointment under Item No. 4 of the Notice subject to approval by the shareholder by special resolution, as required under Regulation 36(3) of the Listing Regulations read with applicable provisions of the Companies Act, 2013 and relevant accounting standards are given below:

- 1) Mr. Ramu Sitaram Deora (DIN: 00312369) was appointed as Non-Independent Non-Executive Director at the 47<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> August 2019 and that he is liable to retire by rotation.
- 2) As per Regulation 17(1A) of the SEBI (Listing Regulations), which came into effect from April 1, 2019 provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
- 3) Mr. Ramu Sitaram Deora, aged 85 years, having wide ranging experience in administration, industrial development & management, export promotion, strategy leadership, Finance, Investment, etc. He was also associated in various trade facilitation forum/promotion council like Board of Trade (BOT); FIEO; CHEMEXCIL; FICCI; All India Shippers Council; ECCG; etc. spanning over 40 years, Mr. Deora has spent 55 years in the field of industrial development and management.

- 4) His brief profile is given below:

Qualification	B.A., L.L.B.
Expertise in specific functional areas	Having wide ranging experience in administration, industrial development & management, export promotion, strategy leadership, Finance, Investment.
Shareholding in the Company as on 31 <sup>st</sup> March, 2022	34,500
Directorships and Committee memberships held in other companies as on 31 <sup>st</sup> March, 2022 (Excluding Private Companies)	Nil
Relationships between Directors and Key Managerial Personnel	Mrs. Grace R. Deora (DIN 00312080) (Wife) Mr. Rajesh R. Deora (DIN 00312316) (Son)

- 5) The Board of Directors is of the opinion that Mr. Ramu Sitaram Deora has been an integral part of the Board, has provided valuable insights to the Company and possesses relevant expertise and vast experience in the field of administration, leadership, and business. His guidance in the past has been notable and supportive to the Company in dealing with complex matters. Accordingly, it is felt that his association as non-executive director will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Regulations), your directors recommend his appointment as Non-Independent Non-Executive Director at the 50<sup>th</sup> Annual General Meeting by way of Special resolution and that he is liable to retire by rotation.
- 6) The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 4 of this Notice for approval of the Members of the Company.



The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Special Resolution. Except Mr. Ramu Sitaram Deora; Mrs. Grace Ramu Deora and Mr. Rajesh Ramu 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 Sitaram Deora as a Non-Executive Non-Independent Director of the Company, except to extent of their shareholding, if any. In the Company, in the Special Resolution set out at Items No. 4 of the 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.

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

Sd/-	Sd/-
Grace R. Deora	Ramu S. Deora
Director	Director
DIN: 00312080	DIN: 00312369

Place: Mumbai; Dated: 28<sup>th</sup> May 2022

**Registered Office:**

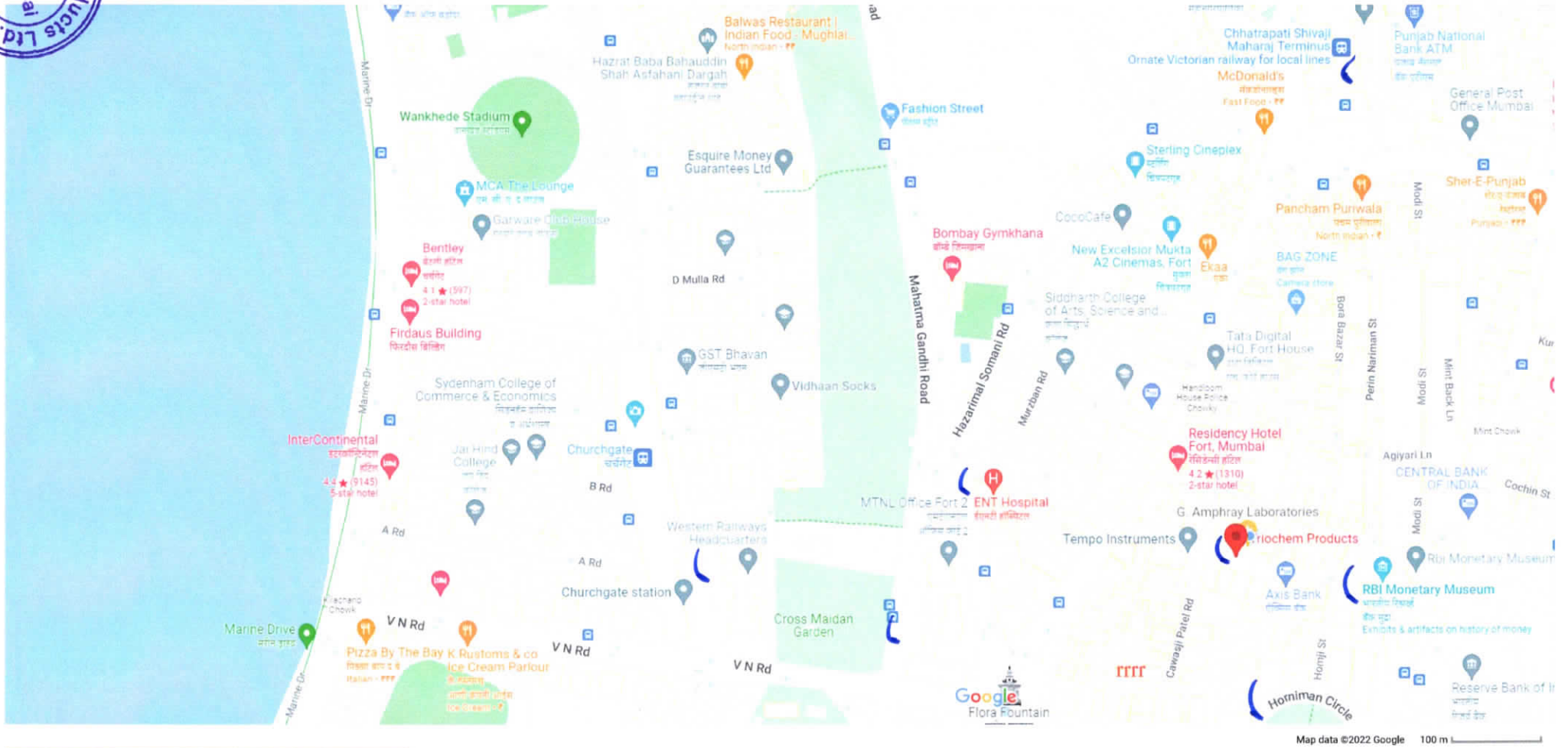
4<sup>th</sup> Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai: 400 001

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 50th 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]

Date:     /     /

To,

Name of the Company : \_\_\_\_\_

Address of the Company: \_\_\_\_\_

I/We, the holder(s) of the securities particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the 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 Tick ✓ as relevant	Folio No.	No. of Securities*	Certificate No.	Distinctive No(s) ( From – To )
Equity / Debs/ Bonds				

**(2) PARTICULARS OF NOMINEE/S** — [Use photocopies of this blank nomination form in case of additional Multiple Nominations in the same folio ]

Name of Nominee				
Address of Nominee			Date of Birth	{   -   -   }
Father's/Mother's/ Spouse's name			Occupation	
Relationship with the security holder			Nationality	
E-mail_id			Mobile No	

**(3) IN CASE NOMINEE IS A MINOR** —

Name of Guardian		Date of Birth	{   -   -   }
Address of Guardian		Date of attaining majority	{   -   -   }

Signature(s) as per Specimen recorded with the Company.

First Holder	Joint Holder -1	Joint Holder -2	Joint Holder -3
Signature			
Name			

**Witness Details:**

Name of Witness		Signature	
Address of Witness		Date	

\* Nomination will be registered for entire holding in the folio. In case of more than one nominee, the ratio should be furnished & separate form to be filled for each nominee.





**Form SH-13 - INSTRUCTIONS**

[Please follow the instructions given below very carefully while filling in your Nomination request.]

- 1. Nomination can be made only by individuals** applying/holding securities on their own behalf, singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership Firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holder(s) (as per specimen lodged with the Company) /RTA and (b) the complete details of the nominee and witness being furnished.
  - 2.** A minor can be nominated by a holder(s) of securities and in that event the name and address of the Guardian shall be furnished by the holder(s).
  - 3.** The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A Non-Resident Indian can be a nominee on re-patriable basis provided RBI approval granted to the nominee is registered with the Company / RTA.
  - 4.** In case you have multiple folios, then you may take a photocopy of this Form.
  - 5.** Nomination request would be considered for securities held in physical form only.
  - 6.** The nomination will be valid, if the registration of Nomination is done before the demise of the holder.
  - 7.** The nomination stands rescinded whenever the securities in the given folio are transposed /transmitted/ amalgamated, in such a scenario a new Nomination Form will have to be filled by the security holder(s).
  - 8.** The Holder(s) can override (delete or change) an earlier nomination by executing a fresh Nomination Form SH-14 for which a fresh registration number will be allotted. The earlier nomination will automatically stand cancelled.
  - 9.** In case the holder(s) desires to nominate more than one person as nominee, the ratio shall be mentioned and separate form to be filled for each nominee.
  - 10.** Nomination registration number will be allotted upon successful registration.
  - 11.** The Company / RTA will entertain claims of registered nominees only.
  - 12.** The Nominee will be entitled to all the rights in the securities upon demise of all holders in the folio.
  - 13.** Kindly note that the nomination being a legal document the same should be dated by the security holder. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
- **For Office Use Only**
- Nomination Registration Number :
- Date of Registration :
- Checked and Signature of Employee :



# 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,

Date: / /

Name of the Company : \_\_\_\_\_

Address of the Company: \_\_\_\_\_

I/We, hereby cancel the nomination(s) made by me/us in favour of.....  
.....(name 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 cancelled / varied):

Nature of Securities	Folio No.	No. of Securities*	Certificate No.	Distinctive No(s) ( From – To )
Tick ✓ as relevant				
Equity / Debs/ Bonds				

### (2) PARTICULARS OF THE NEW NOMINEE/S — [Use photocopies of this Form-SH-14 in case of additional Multiple New Nominations in the same folio ]

Name of Nominee				
Address of Nominee			Date of Birth	{ - - }
Father's/Mother's/ Spouse's name			Occupation	
Relationship with the security holder			Nationality	
E-mail_id			Mobile No	

### (3) IN CASE NEW NOMINEE IS A MINOR —

Name of Guardian		Date of Birth	{ - - }
Address of Guardian		Date of attaining majority	{ - - }

Signature(s) as per Specimen recorded with the Company.

	First Holder	Joint Holder -1	Joint Holder -2	Joint Holder -3
Signature				
Name				

### Witness Details:

Name of Witness		Signature	
Address of Witness	Pin		
		Date	

\* New Nomination will be registered for entire holding in the folio. In case of more than one new-nominee, the ratio should be furnished & separate form to be filled for each of the new-nominee.





<b>Form SH-14 - INSTRUCTIONS</b>	
[Please follow the instructions given below very carefully while filling in your request for Cancellation/Variation in Nomination registered.]	
<u>Upon successful execution of SH-14, the earlier Nomination shall stand cancelled.</u>	
1.	<b>The New-Nomination can be made only by individuals</b> applying/holding securities on their own behalf singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership Firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. The new nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company / RTA ) and (b) the complete details of the new nominee and witness being furnished.
2.	A minor can be nominated as a new nominee by holder(s) of securities and in that event the name and address of the Guardian shall be furnished by the holder(s).
3.	The new nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A Non-Resident Indian can be a new nominee on re-patriable basis provided RBI approval granted to the new nominee is registered with the Company.
4.	In case you have many folios, then you may take a photocopy of this form.
5.	Request for Change/Cancellation in Nomination in Form SH-14 will be considered for securities held in physical form only.
6.	The new nomination will be valid, if the registration of Nomination is done before the demise of all the holders in the folio.
7.	The nomination stands rescinded whenever the securities in the given folio are transposed /transmitted/ amalgamated, in such a scenario a new Nomination Form will have to be filled by the security holder(s).
8.	In case the holder(s) desires to nominate more than one person as nominee, the ratio shall be mentioned and separate form to be filled for each nominee.
9.	Fresh Nomination registration number will be allotted upon successful registration.
10.	The Company / RTA will entertain claims of registered nominees only.
11.	The new nominee will be entitled to all the rights in the securities upon demise of all holders in the folio.
12.	In case the nomination already registered is being cancelled by submission of SH-14 and a fresh nomination is not being registered, the security holder(s) is/are mandatorily required to submit Form ISR-3 to 'Opt Out' of Nomination.
13.	Kindly note that the nomination being a legal document the same should be dated by the security holder. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
■	<b>FOR OFFICE USE ONLY</b> :
■	Nomination Registration Number :
■	Date of Registration :
■	Checked and Signature of Employee :



## Form ISR - 3

### Declaration Form for Opting-out of Nomination by Holders of Physical Securities in Listed Companies

(SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021)

To,

Date: / /

Name of the Company : \_\_\_\_\_

Address of the Company : \_\_\_\_\_

\_\_\_\_\_

#### PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

Nature of Securities Tick ✓ as relevant	Folio No.	No. of Securities *	Certificate No.	Distinctive No(s) ( From – To )
Equity / Debentures				

I / We the holder(s) of the securities particulars of which are given hereinabove, **do not wish to nominate** any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

I/ We understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

#### Signature(s) as per Specimen recorded with the Company.

First Holder	Joint Holder -1	Joint Holder -2	Joint Holder -3
Signature			
Name			

#### Witness Details:

Name of Witness		Signature	
Address of Witness	_____	Date	
	_____ Pin: _____		

\* Use of ISR-3 (ie to Opt-Out of Nomination OR if "No\_Nomination" is required by the investor ) will be applied for the entire securities against the said Folio.





# Form ISR – 1

(-SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

## REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

A. I / We, request you to Register / Change / Update the following (Tick ✓ relevant box)

Date : / /

<input type="checkbox"/> PAN	<input type="checkbox"/> Signature	<input type="checkbox"/> Mobile Number
<input type="checkbox"/> Bank details	<input type="checkbox"/> Registered Address	<input type="checkbox"/> E-mail address

B. Security and KYC Details [ to be filled in by the First Holder ]

Name of the Issuer Company	Folio No(s)	
Face value of Securities	Number of Securities	
Distinctive number of Securities (Optional)	From	To
E-mail Address		
Mobile Number		

C. I/We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

Name(s) of the Security holder(s) in Capital as per PAN <small>Copies of PAN of all the Holder(s) duly self-attested with date to be enclosed with this Form.</small>	PAN	PAN Linked to Aadhaar -Y/N <small>Tick any one [✓] *</small>
1.		Yes / No
2.		Yes / No
3.		Yes / No
4.		Yes / No

**Note:** \* PAN shall be valid only if it is linked to Aadhaar by March 31, 2022, or any other date as may be specified by CBDT.

To know the status of your PAN Linked to Aadhaar check on this link: <https://www.incometax.gov.in/iec/foportal>

Bank Account Details of First Holder		
Name of the Bank & Branch	IFSC	
Bank A/c No.	Tick any one [✓]- Acct type <input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> NRO <input type="checkbox"/> NRE <input type="checkbox"/> Any other [ ]	

**Note:** Original cancelled cheque leaf bearing the name of the first holder is mandatory, failing which first security holder shall submit copy of bank passbook / statement attested by the Bank for registering the Bank Account details.

Demat Account Number	16 digit DP/CL [ ]
----------------------	--------------------

Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.

**Authorization:** I / We authorise you (RTA) to update the above PAN and KYC details in my / our above folio(s) (use Separate Annexure if extra space is required) in which I / we are the holder(s). [ strike off what is not applicable ]

**Declaration:** All the above facts and documents enclosed are true and correct.

First Holder	Joint Holder - 1	Joint Holder - 2	Joint Holder - 3
Signature			
Name			
Address			

**Note:** If the address mentioned above differs from the address registered with the Company, you are requested to record the new address by submitting the documents as specified in point (3) overleaf.



I/We are submitting documents as per Table below (tick✓as relevant, refer to the instructions):

No.	✓	Document/Information/Details	Instruction/Remark
1	<input type="checkbox"/>	PAN of (all) the (joint) holder(s)	PAN copies of all the holder(s) duly self-attested with date to be enclosed. PAN shall be valid only if it is linked to Aadhaar by March 31, 2022, or any date as may be specified by the CBDT. For Exemptions / Clarifications on PAN, please refer to Objection Memo as specified in SEBI circular.
2	<input type="checkbox"/>	Demat Account Number	Provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.
3	<input type="checkbox"/>	Proof of Address of the first Holder	<p><b>Provide self attested copy of any ONE of the documents, issued by a Govt. Authority, only if there is change in the address;</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Client Master List (<b>CML</b>) of your Demat Account, provided by the Depository Participant.</li> <li><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence/ Driving License/Flat Maintenance Bill*</li> <li><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</li> <li><input type="checkbox"/> Identity card (with Photo) / document with address, issued by Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</li> <li><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</li> <li><input type="checkbox"/> The proof of address in the name of the spouse*</li> </ul> <p><b>* Kindly provide additional self-attested copy of Identity Proof of the holder/ claimant.</b></p>
4	<input type="checkbox"/>	Bank details	Provide the latest copy of the bank statement with details of bank name, branch, account number and IFSC or Original cancelled cheque leaf bearing the name of first holder. Alternatively, Bank details available in the CML as enclosed will be updated in the folio.
5	<input type="checkbox"/>	E-mail address	As mentioned on Form ISR-1, alternatively the E-mail address available in the CML as enclosed will be updated in the folio.
6	<input type="checkbox"/>	Mobile	As mentioned on Form ISR-1, alternatively the mobile number available in the CML as enclosed will be updated in the folio.
7	<input type="checkbox"/>	Specimen Signature	Provide banker's attestation of the signature of the holder(s) as per Form ISR – 2 and Original cancelled cheque leaf bearing the name of the first holder.
8	<input type="checkbox"/>	Nomination	<p><b>Submit Form(s) as per any ONE of the following options.</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> <b>SH-13</b> For First Time Nomination</li> <li><input type="checkbox"/> <b>SH-14</b> For Cancellation or Variation in Nomination</li> <li><input type="checkbox"/> <b>SH-14 and ISR-3</b> For Cancellation of Nomination and to "Opt-Out"</li> <li><input type="checkbox"/> <b>ISR-3 To "OPT-Out"</b> of Nomination or if No-Nomination is required</li> </ul>

Note: All the above forms are also available on our website..





## TRIOCHEM PRODUCTS LIMITED

Registered Office: 4<sup>th</sup> Floor, Sambava Chambers, Sir. P. M. Road, Fort,  
Mumbai, Maharashtra, PIN: 400001. Telephone: 00 91 (22) 2266 3150

Fax: 00 91 (22) 2202 4657 E-mail: [info@amphray.com](mailto:info@amphray.com)

Website: [www.triochemproducts.com](http://www.triochemproducts.com) Corporate Identity Number: L24249MH1972PLC015544



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		*CL 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 50<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 26<sup>th</sup> day of August, 2022 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 \_\_\_\_\_ 2022

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

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

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



Affix Revenue Stamp

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### 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 Fifty Annual General Meeting (AGM) of the Company to be held on Friday, 26<sup>th</sup> August, 2022, 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.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Rajesh Ramu Deora (DIN: 00312316), who retires by rotation, and being eligible offers himself for re-appointment.			
3.	Re-appointment of Statutory Auditors M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No.104746W/W100096) and fix their remuneration.			
4.	To appoint a Director in place of Mr. Ramu Sitaram Deora (DIN: 00312369), who retires by rotation and being eligible, offers himself for re-appointment.			
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 cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.





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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 photocopy 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 19<sup>th</sup> August 2022 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Thursday, August 25, 2022 (05.00 p.m. IST). Ballot Form received after August 25, 2022, will be strictly treated as if the reply from 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](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.



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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				
BALLOT PAPER				
<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.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Rajesh Ramu Deora (DIN: 00312316), who retires by rotation, and being eligible offers himself for re-appointment.			
3.	Re-appointment of Statutory Auditors M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 104746W / W100096) and fix their remuneration.			
4.	To appoint a Director in place of Mr. Ramu Sitaram Deora (DIN: 00312369), who retires by rotation and being eligible, offers himself for re-appointment.			
5.	Authorization for related party transaction u/s 188 of the Companies Act, 2013.			
Place:				
Date:		(Signature of the Shareholder*)		

(\*as per Company records)





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

Corporate Identity Number: L24249MH1972PLC015544



### 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 50 <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 Friday, the 26 <sup>th</sup> August 2022.	
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 23<sup>rd</sup> August 2022 from 09.00 a.m. to ends on 25<sup>th</sup> August 2022 at 05.00 p.m. The voting module shall be disabled by CDSL for voting thereafter

