

TRIOCHEM PRODUCTS LIMITED

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

Telephone: +91 (22) 2266 3150 Fax: +91 (22) 2282 8181

E-mail: investor@triochemproducts.com Website: www.triochemproducts.com

Corporate Identity Number: L24249MH1972PLC015544



Ref No: TPL PP 20251032 2025; 4th November 2025

To

The Corporate Relationship Department,
BSE Limited

1st Floor, P. J. Towers, Dalal Street, Fort, Mumbai: 400001.

Security Code No.512101 - ISIN No. INE 331 E 01013

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - Postal Ballot Notice

Pursuant to the provision of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation"), please find enclosed herewith a copy of the Postal Ballot Notice dated 24th October 2025, along with the Explanatory Statement ("Notice"), which is being dispatched today i.e. 4th November 2025 for seeking consent of the Members of the Company to the following special business matters as considered in the resolution set out in the Notice:

Sl. No.	Description of special business matters	Type of resolution
1	To consider and approve sale of immovable property of the company situated in Maharashtra to the Related Party.	Special

Pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, and pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, ("SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India and the circulars issued by the Ministry of Corporate Affairs ("MCA"), to transact the Special Business as set out in this notice as both the Special Resolution through Postal Ballot by the members of TRIOCHEM PRODUCTS LIMITED ("The Company") will be transacted through Postal Ballot and Remote E-voting.

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company/DP are requested to update the same as per the instructions given in the Notes to the Notice.

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The following details pertain to the remote e-Voting facility provided by the Company:

Remote E-Voting Details		
1	Cut-Off date [for determining the members entitled to vote on the resolution set forth in the Notice]	Saturday 25 th October 2025
2	Date and time of commencement of remote e-voting	Thursday, 13 th November 2025 (09:00 A.M. IST)
3	Date and time of conclusion of remote e-voting	Friday, 12 th December 2025 (05:00 P.M. IST)
4	Date of declaration of voting results along with the Scrutinizer's report	Saturday, 13 th December 2025
5	Manner of voting	Voting through electronic means (remote e-voting) and Postal Ballot Form
6	Detailed instructions for Remote e-voting by members	Please refer to pages 5 to 12 of the Notice
7	Agency appointed for providing remote e-voting facility to the Members	Central Depository Services (India) Limited ('CDSL')

The copy of the said Notice is being made available on the website of the Company, viz., www.triochemproducts.com and on the websites of BSE Limited at www.bseindia.com and the Central Depository Services (India) Limited ('CDSL') at www.cdslindia.com. It is also being made available on the website of CDSL at <https://web.cdslindia.com/myeasi/home/login>

You are requested to take the same on records

Thanking you.

Yours faithfully,

For TRIOCHEM PRODUCTS LIMITED

Ureca
Deolekar

Digitally signed by
Ureca Deolekar
Date: 2025.11.04
12:19:51 +05'30'



Ureca Deolekar

Company Secretary & Compliance Officer

Membership A45831

Encl.: As above.

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NOTICE OF POSTAL BALLOT / E-VOTING

TO THE MEMBERS OF TRIOCHEM PRODUCTS LIMITED

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, and pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, ("SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India and the circulars issued by the Ministry of Corporate Affairs ("MCA"), to transact the Special Business as set out in this notice as both the Special Resolution through Postal Ballot by the members of TRIOCHEM PRODUCTS LIMITED ("The Company") will be transacted through Postal Ballot and Remote E-voting.

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

The proposed resolutions and explanatory statements pertaining to the said resolution, pursuant to section 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item's and the reason thereof is appended herewith for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com from Thursday, 13th November 2025, 9.00 a.m. (IST) onwards to Friday, 12th December 2025, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Friday, 24th October 2025 has appointed Ms. Ragini Chokshi, Company Secretary (Membership No. 2390, C.P. Number: 1436) of M/s. Ragini Chokshi & Co., Practicing Company Secretaries (P.R. Certificate No. 4166 / 2023) has been appointed as

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the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on Saturday, 13th December 2025 at the Company's registered office. In addition to the results being communicated to BSE Limited (BSE) the results along with Scrutinizer's report will also be placed on Company's website viz. www.triochemproducts.com and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 12th December 2025.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot and through Remote E-voting:

SPECIAL RESOLUTION:

ITEM NO. 1: TO CONSIDER AND APPROVE SALE OF IMMOVEABLE PROPERTY OF THE COMPANY SITUATED IN MAHARASHTRA TO THE RELATED PARTY:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 180(1)(a), 188 and 110 of the Companies Act, 2013, read with the applicable rules thereunder, including the Companies (Management and Administration) Rules, 2014, and the relevant clauses of the Memorandum and Articles of Association of the Company, and subject to other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulations 23 and 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with all latest updates), and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate statutory and regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof which the Board may have constituted or may hereafter constitute to exercise its powers, including the powers conferred by this resolution), to sell, transfer or otherwise dispose of the immovable properties of the Company, more particularly described below, to M/s. G Amphray Laboratories [Partnership Firm] and to Mr. Rajesh Ramu Deora, Director of the Company for an aggregate consideration of Rs.11,81,05,471/- (Rupees Eleven Crore Eighty-One Lakh Five Thousand Four Hundred and Seventy-One Only), as determined in accordance with the Valuation Report dated June 24, 2025 (bearing reference number PRKA/REP/2025-26/139) issued by Mr. Pravin Kulkarni, a Government Registered Valuer, and July 19, 2025 (bearing reference number MAAS/RV/TPL/2025/9069, with an effective date of May 19, 2025) issued by Mr. Mangesh Shinde, a Registered Valuer - Plant and Machinery IBBI Registration No.: IBBI/RV/07/2019/11026 a Registered Valuer and Chartered Engineer:

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Sl. No.	Property Description	Location	Fair Value (Rs.)	Buyer
1	Residential Flat No. 07, First Floor, A-wing, Madhuvan Co-Operative Housing Society Limited	Near Shiv Kripa Hospital, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	17,00,000/-	M/s. G Amphray Laboratories
2	Residential Flat No. 03, Ground Floor, A-wing, Madhuvan Co-Operative Housing Society Limited	Near Shiv Kripa Hospital, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	17,00,000/-	M/s. G Amphray Laboratories
3	Residential Flat No. 11, Second Floor, A-wing, Madhuvan Co-Operative Housing Society Limited	Near Shiv Kripa Hospital, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	17,00,000/-	M/s. G Amphray Laboratories
4	Residential Flat No. 102, First Floor, Amar Apartment Owners Association	Near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	15,00,000/-	M/s. G Amphray Laboratories
5	Residential Flat No. 202, Second Floor, Amar Apartment Owners Association	Near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	15,00,000/-	M/s. G Amphray Laboratories
6	Residential Flat No. 02, Ground Floor, Aakash Apartment, Akash Ganga Co-operative Housing Society Ltd.	Near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	15,50,000/-	M/s. G Amphray Laboratories
7	Residential Flat No. 8 (202), Second Floor, Aakash Apartment, Akash Ganga Co-operative Housing Society Ltd.	Near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	15,50,000/-	M/s. G Amphray Laboratories
8	Residential Flat No. 08, First Floor, Type C, Gajraj Co-operative Housing Society Ltd.	Plot No. R-2, Ambernath Industrial Area, near Sai Baba Mandir, B Cabin Road, Village Morivali, Ambernath (East), Dist. Thane - 421 501, Maharashtra.	22,00,000/-	M/s. G Amphray Laboratories

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9	Residential Flat No. 1603, Sixteenth Floor, A-Wing, Phoenix Towers Co-operative Housing Society Ltd.	Near Phoenix Palladium Mall, Tulsi Pipe Road, Lower Parel, Mumbai - 400 013, Maharashtra.	3,75,00,000/-	Mr. Rajesh Ramu Deora
10	Industrial Plot along with Factory Buildings & Other Structures	Plot No. 10/2, MIDC Industrial Area, Opp. Swastik Oil Mill, Morivali, Village Morivali, Ambernath (West), Dist. Thane - 421 501, Maharashtra.	6,10,00,000/-	M/s. G Amphray Laboratories
11	Plant and Machinery	Plot No. 10/2, MIDC Industrial Area, Opp. Swastik Oil Mill, Morivali, Village Morivali, Ambernath (West), Dist. Thane - 421 501, Maharashtra.	62,05,471/-	M/s. G Amphray Laboratories

RESOLVED FURTHER THAT Mr. Ramu Sitaram Deora, Director or Mr. Rajesh Ramu Deora, Director of the Company be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment/conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Assets/Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

By Order of the Board of Directors
For Triochem Products Limited

Sd/-
Ureca Deolekar
Company Secretary & Compliance Officer
Membership No. A45831

Place: Mumbai

Date: 24th October 2025

4.

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Notes:

- 1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reason for the proposals is annexed herewith.
- 2) The Board of Directors of the Company ("the Board"), at its meeting held on Friday, 24th October 2025 has appointed Ms. Ragini Chokshi, Company Secretary (Membership No. 2390, C.P. Number: 1436) of M/s. Ragini Chokshi & Co., Company Secretaries (P.R. Certificate No. 4166/2023) has been appointed as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
- 3) The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/List of Beneficial Owners on 25th October 2025. The Postal Ballot Notice will also be available on the Company's website at www.triochemproducts.com
- 4) The voting period begins on Thursday, 13th November 2025, 9.00 a.m. (IST), onwards to Friday, 12th December 2025, 5.00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the Cut-Off date of 25th October 2025, may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 5) The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-Off date are requested to register their e-mail Ids by sending e-mail to Registrar and share transfer Agent (RTA) of the Company, i.e. rnt.helpdesk@in.mpms.mufig.com M/s. MUFG Intime India Private Limited., Address: C-101, 1st Floor, 247 Park, L. B. S. Marg Vikhroli (West), Mumbai 400083, Maharashtra or to the Company at info@amphray.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by CDSL
- 6) Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
- 7) The results of the Postal Ballot will be declared on Saturday, 13th December 2025. The results of the Postal Ballot will be hosted on the website of the Company viz. www.triochemproducts.com and will also be communicated to the BSE where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or Company Secretary, or any other person so authorized by the Chairperson, and it will display at Company's Registered Office. The resolutions will be taken as passed if the results indicate that the requisite majority of the shareholders assented to the Resolutions.
- 8) The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 12th December 2025.

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- 9) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 25th October 2025.
- 10) Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will, request to please register their mail ids with the Company.
- 11) The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
- 12) Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 12th December 2025.
- 13) In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members with the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
- 14) **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
 - a) The remote e-voting period begins on 13th November 2025 at 09.00 a.m. and ends on 12th December 2025 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 25th October 2025 may cast their vote electronically.
 - b) 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.
 - c) 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

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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 for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL	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: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be provided links for the respective ESP where the e-Voting is in progress during or before the EGM.
Individual Shareholders holding securities in demat mode with NSDL	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: https://eservices.nsdl.com 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-

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	directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
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.

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or Call at toll free no.: 1800 1020 990 and 1800 22 44 30

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- d) 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
- 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 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) 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.
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. * 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).

- 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

TRIOCHEM PRODUCTS LIMITED

CIN: L24249MH1972PLC015544 | ISIN: INE331E01013 | BSE: 512101

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Mumbai, Maharashtra, PIN: 400001. Telephone: +91 (22) 2266 3150

Fax: +91 (22) 2282 8181, E-mail: investor@triochemproducts.com Website: www.triochemproducts.com



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.
- e) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**
- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3) 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 for which they wish to vote on.
 - 4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- 5) 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.
 - 6) 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 15) **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:**
- a) 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.
 - b) 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.
 - c) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
- 16) **For assistance/queries for E-voting etc;**
- a) If you have any queries or issues regarding attending EAGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
 - b) 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.ecoting@cdsindia.com or call on 022-2358542/43.

By Order of the Board of Directors
For Triochem Products Limited

Sd/-
Ureca Deolekar
Company Secretary & Compliance Officer
Membership No. A45831

Place: Mumbai

Date: 24th October 2025

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INSTRUCTIONS FOR POSTAL BALLOT

Voting Rights: Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on 25th October 2025 (Cut-off date) shall be entitled to vote on this resolution.

E-Voting: The Company is providing e-voting facility to all Members. The e-voting period will commence on 13th November 2025 at 9:00 A.M. and will end on 12th December 2025 at 5:00 P.M.

Physical Postal Ballot: Members who wish to vote through physical postal ballot form may download the same from the Company's website www.triochemproducts.com or may request the same by writing to investor@triochemproducts.com

Submission of Postal Ballot Forms: The duly completed Postal Ballot Forms should be sent to Scrutinizer so as to reach the Scrutinizer not later than 12th December 2025 at 5:00 P.M.

Address for sending Postal Ballot Forms: Ms. Ragini Chokshi, RAGINI CHOKSHI & CO., Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort Mumbai - 400 001

Results: The results of the Postal Ballot will be announced on or before 13th December 2025 and will be communicated to the Stock Exchanges and Depositories and will also be displayed on the Company's website.

Helpdesk: For any queries relating to the Postal Ballot, Members may contact (a) **Company:** Triochem Products Limited at investor@triochemproducts.com or +91 (22) 2266 3150 (b) **Scrutinizer:** Ms. Ragini Chokshi at ragini.c@rediffmail.com or +91 (22) 22831120

By Order of the Board of Directors
For Triochem Products Limited

Sd/-
Ureca Deolekar
Company Secretary & Compliance Officer
Membership A45831

Place: Mumbai

Date: 24th October 2025

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Background and Rationale

The Company owns various Immovable Properties and Plant & Machinery which are non-core assets and are currently not being utilized in the Company's operations. The Board of Directors, in their meeting held on 24th October 2025, considered and approved the proposal to sell/dispose these assets to monetize the non-core assets of the Company.

Details of the Transaction

The Company proposes to sell the above-mentioned immovable properties and plant & machinery for an aggregate consideration of Rs.11,81,05,471/- (Rupees Eleven Crores Eighty-One Lakhs Five Thousand Four Hundred Seventy-One only).

Related Party Disclosure:

This transaction constitutes a Material Related Party Transaction under the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations as:

- 1) **M/s. G Amphray Laboratories (Partnership Firm)** - PAN: ABCFG7108E and GST: 27ABCFG7108E1ZN is purchasing properties' and plant & machinery worth Rs.8,06,05,471/- (Rupees Eight Crores Six Lakhs Five Thousand Four Hundred Seventy-One only). The Directors and promoters of the Company are partners in this firm.
- 2) **Mr. Rajesh Ramu Deora (Individual)** - PAN: ADXPD0928Q is purchasing Residential Flat No. 1603 for Rs. 3,75,00,000/-. (Rupees Three Crores Seventy-Five Lakhs only). Mr. Rajesh Ramu Deora is a Director of the Company.

Interested Directors/Key Managerial Personnel

The following Directors of the Company are interested in the proposed transaction

- 1) Mr. Ramu Sitaram Deora (Director and Partner in M/s. G Amphray Laboratories)
- 2) Mrs. Grace Ramu Deora (Director and Partner in M/s. G Amphray Laboratories)
- 3) Mr. Rajesh Ramu Deora (Director and Partner in M/s. G Amphray Laboratories)

None of the other Directors or Key Managerial Personnel except above are interested in the proposed resolution.

Utilization of Proceeds

The proceeds from the sale will be utilized for new business ventures and strategic initiatives that may be undertaken by the Company from time to time.

Impact on Operations

The sale of these assets will have no adverse impact on the Company's operations as these are non-core assets which are currently not being utilized.

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Compliance

The transaction complies with the provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws. No regulatory approvals are required for the proposed transaction.

Recommendation

The Board recommends the Special Resolution for approval by the Members.

In accordance with the Industry Standards on *"Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"*, all relevant disclosures and supporting information have been compiled and are provided as Annexure A & B, which includes the complete details of the transaction along with a Copy of the Valuation Report in Annexure C for the Audit Committee's consideration and approval.

Annexure A

1) Basic details of the related party

Sr. No.	Particulars of the information	Information
1	Name of the related party	1) M/s. G Amphray Laboratories. 2) Mr. Rajesh Ramu Deora.
2	Country of incorporation of the related party	India
3.	Nature of business of the related party	To sell, transfer or otherwise dispose of the immovable properties of the Company

2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information
1	Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise).	M/s. G Amphray Laboratories is a Partnership Firm in which the Key Managerial Person is a Partner. Mr. Rajesh Ramu Deora is a Director & Promoter of the Company.

3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	There was no transaction entered by the Company or its subsidiary with M/s. G Amphray Laboratories & Mr. Rajesh Ramu Deora.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the Quarter in which the approval is sought.	There were no transactions undertaken by the listed entity or subsidiary with M/s. G Amphray Laboratories & Mr. Rajesh Ramu Deora in the current financial year up to September 30, 2025.

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3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable
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4) Amount of the proposed transaction

Sr. No.	Particulars of the information	Information	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee	Rs.11,81,05,471/- (Rupees Eleven Crore Eighty-One Lakh Five Thousand Four Hundred and Seventy-One Only)	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	There was no business transaction during the Financial Year. Hence, there is no turnover.	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	There was no business transaction during the Financial Year. Hence, there is no turnover.	
6	Financial performance of the related party for the immediately preceding financial year:	a) M/s G. Amphray Laboratories	
		Particulars	Financial Year 2024-2025
		Turnover	Rs.42,084.76 Lakh
		Profit After Tax	Rs.5,280.04 Lakh
		Net Worth	Rs.19,230.69 Lakh
		b) Mr. Rajesh Ramu Deora	
		Particulars	Financial Year 2024-2025
		Income	Rs.1,082.74 Lakh
		Profit After Tax	Rs.875.31 Lakh
Net Worth	Rs.87.38 Lakh		

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5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information
1	Specific type of the proposed transaction	To sell, transfer or otherwise dispose of the immovable properties of the Company.
2	Details of type of the proposed transaction	Sale of Residential, Industrial Plot and Plant and Machinery of the Company.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The transaction shall be completed within the period of 45 days from the date of Sale Deed/ Agreement for sale.
4	Whether omnibus approval is being sought?	No
5	Value of the proposed transaction during a financial year.	Rs.11,81,05,471/- (Rupees Eleven Crore Eighty-One Lakh Five Thousand Four Hundred and Seventy-One Only).
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The detailed justification is given under Annexure B.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	List of the promoter(s) and director(s) of the Company who have direct/indirect interest in the transaction is given hereunder; 1) Mr. Ramu Sitaram Deora (Director and Partner in M/s. G Amphray Laboratories) 2) Mrs. Grace Ramu Deora (Director and Partner in M/s. G Amphray Laboratories) 3) Mr. Rajesh Ramu Deora (Director and Partner in M/s. G Amphray Laboratories) <i>None of the Directors and Key Managerial Personnel except above are directly and indirectly interested in the proposed transaction.</i>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The Copy of Valuation report dated 24 th June 2025, obtain from Mr. Pravin Kulkarni a Government Registered Valuer and 19 th July 2025, with an effective date of 19 th May 2025 obtain from Mr. Mangesh Shinde, a Registered Valuer and Chartered Engineer is enclosed as Annexure C.
9	Other information relevant for decision making.	-

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Annexure B

Justification for the Execution Transaction:

Asset is Not in Productive Use:

The Residential Flat, Industrial Plot and Plant & Machinery in question is no longer required for the business operations or future expansion plans of the listed entity.

Holding on to the asset results in no operational or strategic benefit, while continuing to incur incidental holding costs such as maintenance, security, and property tax.

Monetization of Non-Core Asset:

The sale provides an opportunity to unlock value from a non-core, non-productive asset.

The funds received from the sale will be utilized for new business ventures and strategic initiatives that may be undertaken by the Company from time to time, to support core business activities, or be deployed into more strategic initiatives that generate shareholder value.

Fair Market Value Based Transaction:

The proposed sale is to be carried out at the prevailing market rate, ascertained through an independent valuation report, ensuring that the transaction is on an arm's length basis and does not disadvantage the listed entity.

This eliminates any concerns of under-valuation or loss to the entity and its shareholders.

Regulatory and Governance Compliance:

The transaction is being undertaken in compliance with applicable SEBI (LODR) Regulations governing Related Party Transactions.

The transaction was been placed before the Audit Committee for their approval to ensure transparency and governance.

Annexure C

COPY OF VALUATION REPORT

Date: 24th June 2025

To,
M/s. Triochem Products Limited.

Address: Plot No 10/2, M.I.D.C. Industrial Area,
Opp. Swastik Oil Mill, Kalyan Badlapur Road,
Morivali, Ambernath (West) – 421 501

Subject: Executive summary of Valuation of immovable assets for related party transaction purpose.

Owners Name: M/s. Triochem Products Limited.

Dear Sir,

Please find enclosed herewith the Valuation Report bearing Ref. No.: PRKA/REP/2025-26/139 of below mentioned properties:

Ann. No.	Subject property address	Fair Value in ₹
1	Residential Flat No. 07, First Floor, A-wing, Madhuvan Co-Operative Housing Society Limited, near Shiv Kripa Hospital, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), District Thane – 421 501	₹ 17,00,000/- (Rupees Seventeen Lakhs only)
2	Residential Flat No. 03, Ground Floor, A-wing, Madhuvan Co-Operative Housing Society Limited, near Shiv Kripa Hospital, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), District Thane – 421 501	₹ 17,00,000/- (Rupees Seventeen Lakhs only)
3	Residential Flat No. 11, Second Floor, A-wing, Madhuvan Co-Operative Housing Society Limited, near Shiv Kripa Hospital, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), District Thane – 421 501	₹ 17,00,000/- (Rupees Seventeen Lakhs only)
4	Residential Flat No. 102, First Floor, Amar Apartment, near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), District Thane – 421 501	₹ 15,00,000/- (Rupees Fifteen Lakhs only)
5	Residential Flat No. 202, Second Floor, Amar Apartment, near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), District Thane – 421 501	₹ 15,00,000/- (Rupees Fifteen Lakhs only)
6	Residential Flat No. 02, Ground Floor, Aakash Apartment, Akash Ganga Co-operative Housing Society Ltd. near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), District Thane – 421 501	₹ 15,50,000/- (Rupees Fifteen Lakhs Fifty Thousand only)
7	Residential Flat No. 8 (202), Second Floor, Aakash Apartment, Akash Ganga Co-operative Housing Society Ltd. near Shivganga Park, off Shiv Mandir Road, Shiv Ganga Nagar, Ambernath (East), District Thane – 421 501	₹ 15,50,000/- (Rupees Fifteen Lakhs Fifty Thousand only)
8	Residential Flat No. 08, First Floor, Type C, Building named as Gajraj Co-operative Housing Society Ltd., Plot No. R-2, Ambernath Industrial area, near Sai Baba Mandir, B Cabin Road, Village Morivali, Ambernath (East), District Thane – 421 501	₹ 22,00,000/- (Rupees Twenty Two Lakhs only)
9	Residential Flat No. 1603, Sixteenth Floor, A-Wing, Phoenix Towers, near Phoenix Palladium Mall, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	₹ 3,75,00,000/- (Rupees Three Crores and Seventy Five Lakhs only)
10	Industrial Plot No. 10/2 along with Factory Buildings & Other Structures, opposite Swastik Oil Mills, behind Sulzer Pumps India Ltd., Ambernath Industrial Area, Kalyan – Badlapur Road, Village Morivali, Ambernath (West), District Thane – 421 501	₹ 6,10,00,000/- (Rupees Six Crores and Ten Lakhs only)

For Pravin Kulkarni & Associates

Mr. Pravin Kulkarni
Govt. Regd. Valuer



SUMMARY VALUATION OF PLANT AND MACHINERY

Sr.No	Particulars	Gross Block as on 31-03-2025	Net Block as on 31-03-2025	Market Value as on 19-05-2025
1.	Plant and Machinery	3,51,36,271	43,87,600	46,73,986
2.	Weighing Scale	4,69,018	23,049	23,451
3.	Electrical Installations	26,73,935	1,88,589	4,46,173
4.	Lab Equipment's	35,14,463	1,75,725	1,75,725
5.	ETP	43,48,418	3,00,221	7,50,398
6.	Computers & Peripherals	2,65,762	10,800	13,288
7.	Office Equipment	10,40,636	52,032	52,033
8.	Furniture & Fixtures	7,85,851	40,950	39,293
9.	Scrap	6,22,472	31,125	31,124
	Grand Total	4,88,56,826	52,10,091	62,05,471

****Note**** - Final cost based on actual quantity by client.

IN OUR OPINION AS ON 19th MAY, 2025 THE MARKET VALUE OF THE ASSETS AT SAID LOCATIONS SHOULD BE Rs 62,05,471/- (RUPEES SIXTY-TWO LAKHS FIVE THOUSAND FOUR HUNDRED AND SEVENTY-ONE ONLY).



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POSTAL BALLOT FORM

TRIOCHEM PRODUCTS LIMITED

CIN: L24249MH1972PLC015544 | ISIN: INE331E01013 | BSE: 512101

Name of the Member(s) : _____

Registered Address : _____

Folio No. / DP ID & Client ID : _____

Number of Shares held : _____

RESOLUTION:

Item No.	Particulars of Resolution	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1	To consider and approve sale of immoveable property of the company situated in Maharashtra to the Related Party (Special Resolution)		☐	☐

Place : _____ Date : _____

Signature of Member(s) : _____

INSTRUCTIONS:

- 1) Please read the instructions carefully before filling this form.
- 2) This form should be completed and signed by the Member (in case of joint holding, by the first named Member).
- 3) There is only one Postal Ballot Form for every folio/client ID irrespective of the number of joint Members.
- 4) Members are requested to return this form duly completed to reach the Scrutinizer not later than 5:00 P.M. on 12th December 2025.
- 5) Incomplete, unsigned or incorrectly ticked forms will be rejected.
- 6) Members may also cast their vote electronically through the e-voting platform provided by the Company.

E-VOTING PARTICULARS

E-Voting Period: 13th November 2025 at 09:00 A.M. to 12th December 2025 at 05:00 P.M.

EVSN (E-Voting Sequence Number)	User ID	Password

For detailed instructions on e-voting, please visit the Company's website: www.triochemproducts.com

Date & Time of Download : 04/11/2025 12:56:06

BSE ACKNOWLEDGEMENT

Acknowledgement Number	11284101
Date and Time of Submission	11/4/2025 12:55:35 PM
Scripcode and Company Name	512101 - Triochem Products Ltd
Subject / Compliance Regulation	Shareholder Meeting / Postal Ballot-Notice of Postal Ballot
Submitted By	Puran Jaykisan Parmar
Designation	Designated Officer for Filing

Disclaimer : - Contents of filings has not been verified at the time of submission.