

TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS



Regd. Office : 4th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400 001.
Tel. : 00 91 (22) 4082 8100 | Fax : 00 91 (22) 4082 8181 | E-mail : info@amphray.com
Corporate Identity Number : L24249MH1972PLC015544

Ref No: TPL PP 0335 2016

OFFICE COPY

29th August, 2015

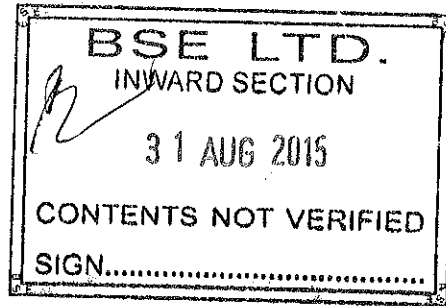
To

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001



Dear Sir

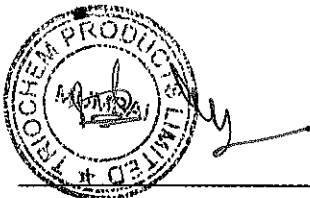
Subject: Outcome of Annual General Meeting held on 28th August, 2015

Please find the report of proceeding of the Forty Third Annual General meeting (AGM) of the Triochem Products Limited held on 28th August, 2015 at 03.00 p.m. at Register Office of the Company at 4th Floor, Sambava Chambers, Sir. P. M. Road, Fort, Mumbai – 400001 along with details of Agenda, consolidated results of voting in the prescribed format under clause 35A of the Listing Agreement and combined Scrutinizer's Report.

Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, all the Shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of the AGM through remote electronic voting during the period Commencing from 25th August, 2015 at 09.00 a.m. to 27th August, 2015 at 05.00 p.m. A poll was conducted at the AGM

Following are the businesses which were transacted and approved at the AGM:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31st March, 2015.
2. Re-appointment of Mr. Mahabirprasad S. Deroa (DIN 01073326) as a Director.



Page 1 of 15

3. Appointment of M/s M. L. Bhuwania, Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration.
4. Ratification of the remuneration of M/s. N. Ritesh & Associates, Cost Accountants for the financial year ending 31st March, 2016.
5. Appointment of Mrs. Grace R. Deroa (DIN 00312080) as an Additional Director.
6. Appointment of Mr. Girish Kumar Pungalia (DIN 00032757) as an Independent Director.
7. Appointment of Mr. Sunil S. Jhunjunwala (DIN 00312529) as an Independent Director.
8. Authorisation for related party transaction u/s 188 of the Companies Act, 2013
9. Commission to Non-Executive Directors u/s 198 of the Companies Act, 2013

Based on the Report of the Scrutinizer dated 28th August, 2015, all Resolutions as set out in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

We enclose the following for your information and records.

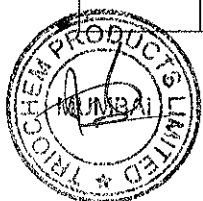
1. The Report of voting results under Clause 35A of the Listing Agreement.
2. Report of the Scrutinizer.

DATE OF THE AGM: 28th August, 2015

MODE OF VOTING: Poll and Remote E-voting (Report on Poll and E-voting along with the consolidated report is forwarded for your perusal and record).

DETAILS OF THE AGENDA:

Sl. No.	Resolution	Nature of Resolution
Ordinary Business		
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31 st March, 2015.	Ordinary
2.	Re-appointment of Mr. Mahabirprasad S. Deroa (DIN 01073326) as a Director.	Ordinary



3.	Appointment of M/s M. L. Bhuwania, Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration.	Ordinary
Special Business		
4.	Ratification of the remuneration of M/s. N. Ritesh & Associates, Cost Accountants for the financial year ending 31 st March, 2016.	Ordinary
5.	Appointment of Mrs. Grace R. Deroa (DIN 00312080) as an Additional Director.	Ordinary
6.	Appointment of Mr. Girish Kumar Pungalia (DIN 00032757) as an Independent Director.	Ordinary
7.	Appointment of Mr. Sunil S. Jhunhunwala (DIN 00312529) as an Independent Director.	Ordinary
8.	Authorisation for related party transaction u/s 188 of the Companies Act, 2013	Special
9.	Commission to Non-Executive Directors u/s 198 of the Companies Act, 2013	Special

MINUTES OF THE PROCEEDING OF THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIOCHEM PRODUCTS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 4TH FLOOR, SAMBAVA CHAMBERS, SIR P. M. ROAD, FORT, MUMBAI – 400001 ON SATURDAY, THE 28TH DAY OF AUGUST, 2015 AT 03.00 P.M.

PRESENT:

DIRECTORS

Mr. Mahabirprasad S. Deora

Mr. Ramu S. Deora

Mr. Sunil S. Jhunhunwala



Mr. Shyam Sunder Sharma

Mrs. Grace R. Deora

Mr. Girish Kumar Pungalia

STATUTORY AUDITORS:

Shri J. P. Bairagra, Partner

Shri Vijay Kumar Jain, Partner

M/s M. L. Bhuwania & Co

Chartered Accountants, Mumbai

SCRUTINIZER APPOINTED BY THE BOARD:

Mrs. Ragini Chokshi,

M/s Ragini Chokshi & Co,

Company Secretaries, Mumbai

MEMBERS:

24 Members were present in person and by proxy representing 2,16,690 Equity Shares, 88.44% of the capital.

CHAIRMAN:

At 03.00 p.m. Shri Ramu S. Deora took the chair and extended a warm welcome to the members to the Company's forty third annual General Meeting.

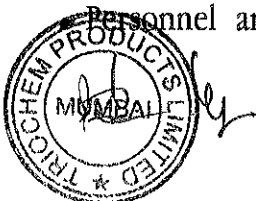
QUORUM:

The chairman observed that the quorum for the meeting was in order and decided to commence the meeting.

REGISTER:

The Chairman informed the members that the Register of Directors' and Key Managerial Personnel and their shareholding, in terms of Section 170 read with Section 171 of the

Page 4 of 15



Companies Act, 2013, and the Register of Contract in terms of Section 189 of the Companies Act, 2013 were kept open for inspection during the Annual General Meeting and made accessible during the continuance of the said meeting.

NOTICE:

The notice dated 30th May, 2015 convening the Annual General Meeting having been circulated was taken as read with the consent of the members.

AUDITORS REPORT:

The Chairman stated that the Auditors' Report on the financial statement of the Company for the year ended 31st March, 2015 does not have any qualifications or observations. Accordingly, the Auditors' Report was not required to be read out before the meeting, as provided in the new Companies Act, 2013.

CHAIRMAN'S ADDRESS:

The Notice convening this meeting, the Director' Report and auditors Report for the year 2014 - 2015 are already with you. The annual Report received by you refers in details to the financial performance of the Company for the said year. I, shall however present to you highlights thereof.

As stated in the Directors' Report and Financial Statements your Company has achieved turnover of Rs.30.75 Crores during the year under review as compared to Rs.33.95 Crores in the previous year. This year profit after tax stood at Rs.41.60 Lacs as compared to Rs.52.59 Lacs in previous year.

Due to global economic situation, your company's turnover is slightly decreased in comparison to performance of previous year. This was a result of the economic slowdown which has affected most of the export markets.

I am pleased to draw your kind attention to the dividend proposal for the year 2014 - 2015. Your Board of Directors have not recommended due to inadequate profit.

We expect to do well in the current financial year. New products range in the existing vertical and new areas in specialty bulk drug markets will be your company's focus to increase business.



PASSING OF RESOLUTION THROUGH E-VOTING / BALLOT:

The Chairman stated that as per the applicable provision of the Companies Act, 2013 and Rules thereunder, and the Listing Agreement with Stock Exchanges the opportunity given to the shareholders for ensuring their wider participation and voting on all the resolutions placed before them in the Annual General Meeting agenda items. Through remote e-voting facility as mandated under the statutes both the Companies Act, 2013 and Clause 35B of the Listing Agreement.

The Chairman also explained that the Company provided the remote e-voting facility through the "Central Depository Services (India) Limited" and in view of this, 'voting by show of hands' has been dispensed with.

The Chairman informed that, as per requirements under statutes, the remote e-voting period was kept open from 25th August, 2015 from 09:00 a.m. to ends 27th August, 2015 at 05:00 p.m.

The Chairman informed that CS Mrs. Ragini Chokshi, M/s Ragini Chokshi & Co, Company Secretaries, Mumbai, who was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting process in a fair & transparent manner and has submitted his report on the "Results of remote e-voting" on all the resolutions placed before the members.

ANY QUERIES:

The Chairman invited the members to seek clarifications / queries, if any, on the agenda items of Notice of AGM placed before them for approval.

The Chairman brief the members about the ordinary business as set out in the AGM notice under Item No. 1 to 3 and the special businesses under Item No. 4 to 9.

Thereafter providing all the clarifications as sought by the shareholder, reiterated that, Since the Company has provided remote e-voting facility to the members to vote between 25th August, 2015 from 09:00 a.m. to ends 27th August, 2015 at 05:00 p.m., it was obligatory on the part of the Company to provide similar voting right to those members, who were personally present in the meeting hall, in person or through proxies, to vote in proportion to the shares held by them.

He therefore, announced that the Poll would be arranged through the issue of 'Ballot form' for voting on all the resolution contained in the Ordinary and Special business of the Notice of the



Annual General Meeting.

He then informed that 'Ballot forms' are distributed to the shareholder present and requested the Scrutinizer to help the shareholders for casting their votes through Ballot form and conduct the Poll process. Then, the shareholders, after getting the 'Ballot form' exercised their voting as per the procedures explained to them by the Scrutinizer.

After ensuring that, all the shareholders, who were present in the meeting hall and participated in the Poll, had cast their voted, the Scrutinizer closed the poll at around 03.45 p.m. Then, the Scrutinizer took the custody for the polling box for counting the votes and submitting the results to the Chairman.

The Scrutinizer then informed to the meeting that prima facie all resolutions have been carried out and detail report shall be submitted in due course.

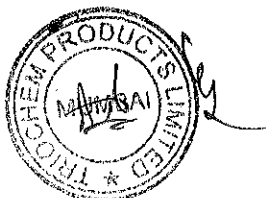
The Chairman then announced that the results, based on the remote e-voting and through Ballot form along with the Scrutinizer's Report, will be placed on the Company's website and on the website of CDSL within two days from conclusion of Annual General Meeting and would be communicated to the Bombay Stock Exchange Limited., where the Company's shares are listed.

CONCLUSION:

The Chairman thanked the shareholders for their continued trust and confidence in the management of the Company and declared the formal closure of Forty Third Annual General Meeting of the Company.

RESULT OF THE VOTING BY BOLLOT PAPER AND REMOTE E-VOTING ON THE ORDINARY AND SPECIAL BUSINESSSES AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 28TH AUGUST, 2015

As per the provision of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of remote e-voting and e-voting at the meeting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 43rd Annual General meeting (AGM). The e-voting was open from 25th August, 2015 to 27th August, 2015.



In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 43rd AGM, voting was conducted by means of remote e-voting and e-voting at the AGM.

The Board of Directors had appointed CS Mrs. Ragini Chokshi, M/s Ragini Chokshi & Co, Practicing Company Secretary, Mumbai, as the Scrutinizer for remote e-voting and e-voting at the meeting. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of remote of remote e-voting period on 27th August, 2015 and e-voting received till the conclusion of the meeting and submitted their Report on 28th August, 2015.

Following are the businesses which were transacted and approved at the AGM; Based on the Report of the Scrutinizer dated 28th August, 2015, all Resolutions as set out in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

RESOLUTION:

The Resolutions for the ordinary and special business as set out in Item Nos. 1 to 9 in the Notice of the 43rd Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 43rd Annual General Meeting of the Members held on 28th August, 2015.

Thereafter following resolutions were put before the meeting:-

ORDINARY BUSINESS:

Item No. 1.

Ordinary Resolution for received, consider and adopt of the Audited Balance sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with the Auditors' and Directors' Report thereon.

“RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, the statement of profit and loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon, be and are hereby received and adopted.”



RESULT DECLARED ON RESOLUTION No.: 1 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 1 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Item No. 2.

Ordinary Resolution for appointment of Mr. Mahabirprasad S. Deora (DIN 01073326) as Director, who retires by rotation and being eligible, offers himself for re-appointment

“RESOLVED THAT Mr. Mahabirprasad S. Deora (DIN: 01073326) who retires by rotation at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation”.

RESULT DECLARED ON RESOLUTION No.: 2 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 2 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Item No. 3.

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

“RESOLVED THAT pursuant to the provision of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof , for the time being in force), M/s M. L. Bhuwania & Co., Chartered Accountants, Mumbai having Firm Registration No.: 101484W issued by the Institute of Chartered Accountants of India, the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provision of section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the



Company, on remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending 31st March, 2016”.

RESULT DECLARED ON RESOLUTION No.: 3 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 3 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

SPECIAL BUSINESS:

Item No. 4.

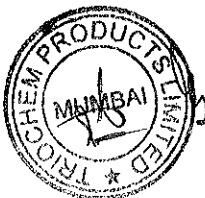
Ordinary Resolution for ratification of remuneration payable to M/s N. Ritesh & Associates, Cost Accountants (N. Ritesh Proprietors), Cost Auditor for the year 2015 - 2016.

“RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provision of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. Ritesh & Associates, Cost Accountants (Ritesh N. T. Proprietors), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2016, on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) plus service Tax as applicable, be and is hereby ratified.

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

RESULT DECLARED ON RESOLUTION No.: 4 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 4 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.



Item No. 5.

Ordinary Resolution for Appointment of Mrs. Grace R. Deora (DIN: 00312080) as an Additional Director.

“RESOLVED THAT Mrs. Grace R. Deora (DIN: 00312080), who was appointed as an Additional Director with effect from 30th March, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company, liable to retire by rotation, with effect from the date of this Meeting.”

RESULT DECLARED ON RESOLUTION No.: 5 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 5 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Item No. 6.

Ordinary Resolution for Appointment of Mr. Girish Kumar Pungalia (DIN 00032757) as an Independent Director

“RESOLVED THAT pursuant to the provision of Section 149, 152, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactments thereof) and the rules made under the Companies Act, 2013, Mr. Girish Kumar Pungalia (DIN 00032757) who was appointed as an Additional Director of the Company by Board of Director with effect from 30th March, 2015 and who holds office up to the date of this Annual General Meeting, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies



Act, 2013 signifying his intension to propose Mr. Girish Kumar Pungalia (DIN 00032757) as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 48th Annual General Meeting of the Company in the calendar year 2020 not liable to retire by rotation.”

RESULT DECLARED ON RESOLUTION No.: 6 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 6 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

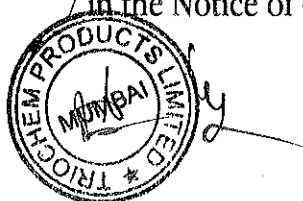
Item No. 7.

Ordinary Resolution for Appointment of Mr. Sunil S. Jhunjhunwala (DIN: 00312529) as an Independent Director

“RESOLVED THAT pursuant to the provision of Section 149,152, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactments thereof) and the rules made under the Companies Act, 2013, Mr. Sunil S. Jhunjhunwala (DIN: 00312529) who was appointed as an Additional Director of the Company by Board of Director with effect from 30th March, 2015 and who holds office up to the date of this Annual General Meeting, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Mr. Sunil S. Jhunjhunwala (DIN: 00312529) as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 48th Annual General Meeting of the Company in the calendar year 2020 not liable to retire by rotation.”

RESULT DECLARED ON RESOLUTION No.: 7 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 7 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with



requisite majority.

Item No. 8.

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

“RESOLVED THAT in continuation of and in addition to the Resolution passed through Special resolution in Annual General Meeting held on 23rd August, 2014 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 w.e.f. 1st April, 2015, 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	10	20	-	
Triochem Laboratories Pvt Ltd	10	20	-	
Ambernath Plasto Packaging Pvt Ltd	-	-	-	
PROPRIETORSHIP FIRM:				
G Amphray Laboratories	50	40	10	
DIRECTORS/KMPs/RELATIVES OF DIRECTORS & KMPs/OTHER FIRMS & COMPANIES in which				



director have some interest as per the provisions of section 2(76) of the Companies Act, 2013			
Mrs Grace R. Deora	-	-	-
Mr. Rajesh R. Deora	-	-	-
Mr. Rajiv R. Deora	-	-	-
Ramu M Deora HUF	-	-	-
Ramu S Deora HUF	-	-	-
Any Contract or transaction with all the above parties for selling or otherwise disposing of, or buying, property of any kind to be on market value and on arm lengths relationship basis only.			

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

RESULT DECLARED ON RESOLUTION No.: 8 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 8 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Item No. 9.

Special Resolution for approval for Commission to Non-Executive Directors under Section 198 of the Companies Act, 2013

“**RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of commission for a period of five years commencing from 1st April, 2015 to the Non-Executive Directors of the Company as may be decided by the Board from time to time, provided

the total commission payable to the Non-Executive Directors per annum shall not exceed one



percent of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, with authority to the Board to determine the manner and proportion in which the amount be distributed among Non-Executive Directors.”

RESULT DECLARED ON RESOLUTION No.: 9 APPROVED WITH REQUISITE MAJORITY

Based on the Report of the Scrutinizer dated 28th August, 2015, Resolutions as set out in Item No. 9 in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

All the resolution as contained in Item No. 1 to 9 of Forty Three Annual General Meeting of the Company stood deemed to be passed on 28th August, 2015, being the date of the relevant Annual General meeting of the Members.

Date: 29th August, 2015

Place: Mumbai



Ramu Sitaram Deora

(Chairman) (DIN: 00312369)

TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS



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Corporate Identity Number : L24249MH1972PLC015544

The Report of voting results under Clause 35A of the Listing Agreement

Date of the AGM : 28.08.2015

Date of the Declaration of Results : 28.08.2015

Total Number of Shareholders on Cut off Date (i.e. 21.08.2015) : 65

Number of Shareholders present in the meeting eight in person or through proxy :

Promoters and Promoter Group : 7

Public : 17

Number of Shareholders attended the meeting through Video Conferencing :

Promoters and Promoter Group : NIL

Public : NIL

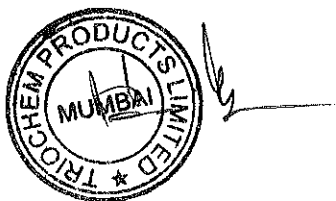
Detail of the Agenda :

Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015

Resolution require : Ordinary Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 1							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	168,190	98.25	168,190	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	216,690	88.44	216,690	Nil	100	Nil



Detail of the Agenda :

Re-appointment of Mr. Mahabirprasad S. Deora (DIN 01073326) as a Director

Resolution require : Ordinary Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 2							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	140,770	82.23	140,770	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	189,270	77.25	189,270	Nil	100	Nil

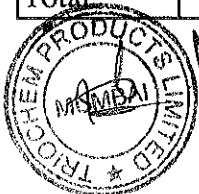
Detail of the Agenda :

Appointment of M/s M. L. Bhuwania, Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration

Resolution require : Ordinary Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 3							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	168,190	98.25	168,190	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	216,690	88.44	216,690	Nil	100	Nil



Detail of the Agenda :

Ratification of the remuneration of M/s N. Ritesh & Associates, Cost Accountants for the financial year ending 31st March, 2016.

Resolution require : Ordinary Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 4							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	168,190	98.25	168,190	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	216,690	88.44	216,690	Nil	100	Nil

Detail of the Agenda :

Appointment of Mrs. Grace R. Deora (DIN 00312080) as an Additional Director.

Resolution require : Ordinary Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 5							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	132,190	77.22	132,190	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	180,690	73.75	180,690	Nil	100	Nil



Detail of the Agenda :

Appointment of Mr. Girish Kumar Pungalia (DIN 00032757) as an Independent Director.

Resolution require : Ordinary Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 6							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	168,190	98.25	168,190	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	216,690	88.44	216,690	Nil	100	Nil

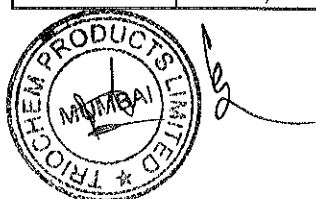
Detail of the Agenda :

Appointment of Mr. Sunil S. Jhunhunwala (DIN 00312529) as an Independent Director.

Resolution require : Ordinary Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 7							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	168,190	98.25	168,190	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	216,690	88.44	216,690	Nil	100	Nil



Detail of the Agenda :

Authorisation for related party transaction U/s 188 of the Companies Act, 2013

Resolution require : Special Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 8							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	Nil	Nil	Nil	Nil	Nil	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	48,500	19.80	48,500	Nil	100	Nil

Detail of the Agenda :

Commission to Non-Executive Directors U/s 198 of the Companies Act, 2013

Resolution require : Special Resolution

Mode of Voting : Poll and Remote e-voting

Resolution No. : 9							
Promoter / Public	No. of Shares held	No of votes Polled	% of Votes Polled on Outstanding Shares	No of votes in Favour	No of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	[2 / 1] x 100 3	4	5	[4 / 2] x 100 6	[5 / 2] x 100 7
Promoter and Promoter Group	171,190	97,690	57.07	97,690	Nil	100	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	73,810	48,500	65.71	48,500	Nil	100	Nil
Total	245,000	146,190	59.67	146,190	Nil	100	Nil



Partners

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

RS Ragini Chokshi & Co.

Company Secretaries

Tel. 022-22831120
022-22831134

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

Date : 28/08/2015

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 43rd Annual General Meeting ("AGM") of the Equity Shareholders of Triochem Products Limited held on Friday 28th August, 2015 at 3.00 p.m. at Sambava Chambers 4th Floor, Sir P.M. Road, Mumbai - 400001.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as the Scrutinizer by the Board of Directors of Triochem Products Limited ("the Company") for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 43rd AGM of the Equity Shareholders of the Company held Friday 28th August, 2015 at 3.00 p.m. at Sambava Chambers, 4th floor, Sir P.M. Road, Mumbai - 400001.



The Notice dated 30th May, 2015 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot at the venue of the AGM to those members who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 21st August, 2015 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Tuesday, 25th August, 2015 at 9.00a.m. (IST) and ended on Thursday, 27th August, 2015 at 5.00p.m. (IST).

On 27th August, 2015, after the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no, and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced the poll at the AGM for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Ms. Bhavika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building, 3rd Floor, Room No.25 Mumbai 400002.) and Mr. Mayank Manoj Patwa (Residing at Bldg. No. 4, F-wing/Flat no. 301, Prem Nagar, opp. Vijaya Bank, Borivali (W), Mumbai-400 092.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Bhavika

MATWA

Name: Bhavika Bharat Jain

Name: Mayank Manoj Patwa

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Sharex Dynamic (India) Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in the presence of two witnesses, Ms. Bhavika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Room No.25 Mumbai-400002.) and Mr. Mayank Manoj Patwa (Residing at Bldg. No. 4, F-wing/Flat no. 301, Prem Nagar, opp. Vijaya Bank, Borivali (W), Mumbai-400 092) . They have signed below in confirmation of the votes being unblocked in their presence.

Bhavika

MATWA

Name: Bhavika Bharat Jain

Name: Mayank Manoj Patwa

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the AGM.

The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under :

Resolution No.1: Ordinary Resolution: Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015.



(i) Voted **in favor** of the resolution:

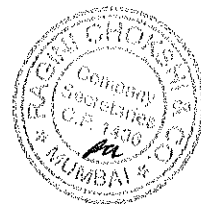
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	1,76,720	100
Physical Ballot	17	39,970	100
Total	24	2,16,690	100

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL



Resolution No.2: Ordinary Resolution: Re- appointment of Mr. Mahabirprasad S. Deora as a Director.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	1,76,720	100
Physical Ballot	15	12,550	100
Total	22	1,89,270	100

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL



