

Triochem Products Limited
43rd Annual Report 2014 - 2015

CORPORATE INFORMATION

<p>Board of Directors:</p> <p>Mr. Ramu S. Deora - Director & CEO Mr. Mahabirprasad S. Deora - Director Mr. Sunil S. Jhunjhunwala - Additional Director Mr. Shyam Sunder Sharma - Director Mrs. Grace R. Deora - Additional Director Mr. Girish Kumar Pungalia - Additional Director</p> <p>Statutory Auditors:</p> <p>M/s. M L Bhuwania & Co Chartered Accountants F-11, 3rd Floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai : 400020</p> <p>Cost Auditors:</p> <p>M/s. N. Ritesh & Associates Cost Accountant 602, Matruprabha Building, Cama Lane, Kiroli Road, Ghatkoper (West), Mumbai 400086</p> <p>Secretarial Auditors:</p> <p>Ragini Chokshi & Co Company Secretaries 34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai : 400001</p>	<p>Bankers:</p> <p>State Bank of India Union Bank of India</p> <p>Registrar & Transfer Agent:</p> <p>M/s Sharex Dynamic (India) Pvt Ltd Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai : 400072 Phone : + 91 - 22 - 28515606 Fax : + 91 - 22 - 28512885 E-mail: sharexindia@vsnl.com www.sharexindia.com</p> <p>Registered Office:</p> <p>Triochem Products Limited 4th Floor, Sambava Chambers, Sir P M Road, Fort, Mumbai : 400001 Phone: + 91 - 22 - 40818100 Fax: + 91 - 22 - 40828181 E-mail: investor@triochemproducts.com www.triochemproducts.com</p> <p>Factory:</p> <p>Plot No: 10/2 MIDC Industrial Area, Village Morivali, Ambernath (West), Dist. Thane, Maharashtra - 421501</p>
---	---

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

TRIOCHEM PRODUCTS LIMITED

CIN: L24249MH1972PLC015544

4th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai 400001

Email: investor@triochemproducts.com

Website: www.triochemproducts.com

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657

NOTICE

Notice is hereby given that the Forty Three Annual General Meeting of the members of Triochem Products Limited (CIN:L24249MH1972PLC015544) will be held at the Registered Office of the Company at Sambava Chambers, 4th Floor, Sir P. M. Road, Mumbai - 400001 on Friday, 28th August, 2015 at 3.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt 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.
2. To appoint a Director in place of Mr. Mahabirprasad S. Deora (DIN 01073326), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provision of Section 139, 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 March 31, 2016".

SPECIAL BUSINESS

4. Ratification of Remuneration payable to cost auditor

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

"RESOLVED THAT pursuant to the provision of Section 148 and 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 March 31, 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".

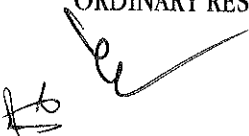
5. Appointment of Mrs. Grace R. Deora (DIN 00312080) Director

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

"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."

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

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



"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."

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

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

"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."

8. Authorization for Related Party Transaction

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

"RESOLVED THAT in continuation of and in addition to the Resolution passed through Special resolution in Annual General Meeting held on 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 from April 1, 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 Remburshment 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."

9. COMMISSION TO NON EXECUTIVE DIRECTORS

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

“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 that 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.”

By order of the Board of Directors
For Triochem Products Limited



Ramu S. Deora
Director & CEO
DIN: 00312369

Place: Mumbai

Dated: 30th May, 2015

Registered Office:

4th Floor, Sambava Chambers,

Sir P. M. Road, Fort,

Mumbai: 400 001

CIN: L24249MH1972PLC015544

Email: investor@triochemproducts.com

Website: www.triochemproducts.com

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657

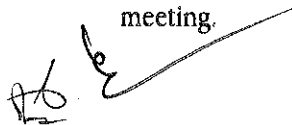
to

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form, in order to be effective, must be duly completed and deposited at the registered office of the Company not less than 48 hour before the commencement of the Meeting

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

2. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
3. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
4. The register of members and the share transfer registers of the Company will remain closed from 22nd August, 2015 to 28th August, 2015 (both days inclusive).
5. Corporate Members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General meeting.
6. The Members seeking any information with regard to accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
7. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under item No. 4 to 9 is Annexed hereto.
8. (a) Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
(b) Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID No., to their respective Depository Participants.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
10. Members desirous of getting any information in respect of accounts of the Company and proposed resolution, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.



11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar M/s Sharex Dynamic (India) Pvt Ltd., Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai : 400072, Phone : 022 28515606, Fax : 022 28512885 E-mail: sharexindia@vsnl.com
12. Members are hereby informed that Dividend which remain unclaimed/unpaid over a period of 7 years from the date of transfer to the Unpaid Dividend Account have been transferred by the Company, pursuant to sub-section (5) of Section 205A of the Companies Act, 1956, to a fund called the investor Education & Protection Fund established by the Central Government under sub-section (1) of Section 205C of the Companies Act, 1956. Please note that no claim shall lie against the Fund or the Company in respect of the dividend amount so transferred to the Investor Education & Protection Fund.
13. Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of wither National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificate held by them dematerialized. The ISIN No. of the Company is INE331E01013.
14. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No. 17/2011, dated 21.04.2011 and Circular No. 18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notice/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report, etc.) to their shareholders through electronic mode, to the registered email address of the shareholders.
15. Members may also note that an electronic copy of the 43rd Annual Report including Notice along with attendance slip and proxy form will be available on the Company's website at www.triochemproducts.com Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making such a request for the same free of cost. For any communication, the shareholders may also send their request to the Company's investor E-mail Id: investor@triochemproducts.com
16. Members, who have not registered their e-mail addresses, are requested to registered their e-mail address in respect of electronic holdings with the depository through their concerned Depository Participants and members who hold shares in physical form are requested to send their details to M/s. Sharex Dynamic (India) Pvt. Ltd. (Registrar and Transfer agent), Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai : 400072, Phone : 022 28515606, Fax : 022 28512885 E-mail:



sharexindia@vsnl.com in order to enable the company to serve the notice/Documents including Annual Report through e-mail as an initiative in consonance with circular issued by Ministry of Corporate Affairs allowing paperless compliances by the companies.

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

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 43rd Annual General Meeting. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 43rd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

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

- a. The Remote e-voting period begins on 25th August, 2015 at 09:00 a.m. and will end on 27th August, 2015 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 21st August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 27th August, 2015.

Members holding shares in physical or in demat form as on 21st August, 2015 shall only be eligible for e-voting.

- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on "Shareholders"
- d. Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.

- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

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

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Handwritten signature/initials

- k. Click on the EVSN for the relevant <TRIOCHEM PRODUCTS LIMITED> on which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issue e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- a. Please follow all steps from sl. no. (a) to sl. no. (s) above to cast vote.



- b. The voting period begins on 25th August, 2015 at 09:00 a.m. and will end on 27th August, 2015 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 21st August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting right of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
20. E-voting period will commence from 25th August, 2015 at 09:00 a.m. and will end on 27th August, 2015 at 05:00 p.m.
21. Mrs. Ragini Chokshi, Practicing Company Secretary (C.P. No. 1436) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner
22. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.
23. The Results shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.

By order of the Board of Directors
For Triochem Products Limited



Ramu S. Deora

Director & CEO

DIN: 00312369

Place: Mumbai

Dated: 30th May, 2015

Registered Office:

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

CIN: L24249MH1972PLC015544

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

Phone No.: 91 22 22663150, Fax No.: 91 22 22024657



13

Annexure to Notice

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

Item No.4:

A proposal for appointment of Cost Auditor for 2014 - 2015 was recommended by the Board of Directors. It was proposed to appoint M/s. N. Ritesh & Associates, Cost Auditors of the Company

The Company has received Certificate from the above firm regarding their eligibility for appointment as Cost Auditors. The said certificate will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M and shall also available at the meeting.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Item no. 5:

Mrs. Grace R. Deora (DIN 00312080) was appointed by the Board at its meeting held on 30.03.2015 as an additional director. Pursuant to section 161 of the Companies Act, 2013, Mrs. Grace R. Deora holds office only upto the date of the forthcoming Annual General meeting. The Board of Director has received a notice from the shareholder of the Company pursuant to section 160 of the Act, signifying their intention to propose Mrs. Grace R. Deora as a candidate for the office of Director.

Mrs. Grace R. Deora possesses business experience of more than 30 years.

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

The Resolution seeks the approval of members for the appointment of Mrs. Grace R. Deora as Additional Woman Director of the Company and will be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Grace R. Deora proposed to be appointed, as a Women Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provision as laid down in listing agreement and she is Woman Director.



No Director or Key Managerial Personnel of the Company and / or their relative, except Mr. Ramu S. Deora, Director & CEO and Mr. Mahabirprasad S. Deora, Director who are related to Mrs. Grace R Deora, are interested in the resolution.

The Board recommends this Resolution for your Approval.

Item no. 6 & 7:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

In terms of provisions of Section 149 of the Companies Act, 2013 every Listed public Company shall have at least one-third of the total number of Directors as Independent Directors. Pursuant to the said provisions and other applicable provisions of the Companies Act, 2013, with respect to appointment and tenure of the Independent Directors which came into effect from April 01, 2014, the Independent Directors shall hold office for a term up to five consecutive years on the board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company for a further period of up to 5(Five) years and shall not be liable to retire by rotation.

In order to give effect to the aforesaid provisions of the Act, it is proposed that Mr. Girish Kumar Pungalia (DIN: 00032757) and Mr. Sunil S. Jhunjhunwala (DIN: 00312529), Directors of the Company be appointed as Independent Directors of the Company till the conclusion of the 48th Annual General Meeting to be held in the year 2020, not liable to retire by rotation.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Girish Kumar Pungalia (DIN: 00032757) and Mr. Sunil S. Jhunjhunwala (DIN: 00312529) being eligible, have offered themselves for appointment as the Independent Directors on the Board of the Company for a term as stated in the Resolutions.

The Board of Directors has recommended appointment of Mr. Girish Kumar Pungalia (DIN: 00032757) and Mr. Sunil S. Jhunjhunwala (DIN: 00312529) as Independent Directors of the Company.

Mr. Girish Kumar Pungalia (DIN: 00032757) and Mr. Sunil S. Jhunjhunwala (DIN: 00312529), Additional Directors of the Company, have given a declaration to the Board that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board of Directors Mr. Girish Kumar Pungalia (DIN: 00032757) and Mr. Sunil S. Jhunjhunwala (DIN: 00312529) fulfill the conditions specified in the Companies Act, 2013, and the Rules made there under. Both of them are Independent of the Management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.



Notices have been received from member(s) signifying their intention to propose appointment of Mr. Girish Kumar Pungalia (DIN: 00032757) and Mr. Sunil S. Jhunjhunwala (DIN: 00312529) as Independent Directors along with a deposit of Rs.100,000/- each.

In line with the requirements of the Companies Act 2013, it is therefore proposed to appoint Mr. Girish Kumar Pungalia (DIN: 00032757) and Mr. Sunil S. Jhunjhunwala (DIN: 00312529), as Independent Directors on the Board of the Company.

A brief profile of Independent Directors to be appointed including nature of their expertise and other relevant disclosure is set out as under:

Mr. Girish Kumar Pungalia is Chartered Accountant and has rich and varied experience in the field of Accounts and Finance spanning over 25 years. Mr. Girish Kumar Pungalia does not hold any Share of the Company.

Mr. Sunil S. Jhunjhunwala is Chartered Accountant having extensive rich and varied experience in arear of Finance, Accounts, General management and operational aspect of the Company over 20 years. Mr. Sunil S. Jhunjhunwala does not hold any Share of the Company.

No Director or Key Managerial Personnel of the Company and / or their relative, except Mr. Girish Kumar Pungalia and Mr. Sunil S. Jhunjhunwala in his personal Capacity for whom the Resolution relates, are interested or concerned in the Resolution.

The Board recommends this Resolution for your Approval.

Item No. 8:

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

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



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

The Board recommends this Resolution for your Approval.

Item No. 9:

The Non-Executive Director of the Company are required to render services to the Company from time to time, which are beneficial to the performance of the Company, With the growth of activities of the company it is important for the Company to utilize the expertise of the Non-Executive Directors as and when required. It is therefore proposed to pay remuneration to the Non-Executive Directors, in lieu of their services to the Company, by the way of commission non exceeding 1% of the net profit of the Company.

No Director or Key Managerial Personnel of the Company and / or their relative, except All Non - Executive Director in his personal Capacity for whom the Resolution relates, are interested or concerned in the Resolution.

The Board recommends this Resolution for your Approval.

By order of the Board of Directors
For Triochem Products Limited



Ramu S. Deora
Director & CEO
DIN: 00312369

Place: Mumbai

Dated: 30th May, 2015

Registered Office:

4th Floor, Sambava Chambers,

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

CIN: L24249MH1972PLC015544

Email: investor@triochemproducts.com,

Website: www.triochemproducts.com

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657



TRIOCHEM PRODUCTS LIMITED

CIN: L24249MH1972PLC015544

4th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai 400001

BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

Your Directors have pleasure in presenting the 43rd Annual Report together with the Audited Statement of Accounts of Triochem Products Limited for the year ended 31st March, 2015.

SUMMARISED FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

	Current Year	Previous Year
Gross Turnover and other receipts	3,075.46	3,395.24
Profit / (Loss) before Interest and Depreciation	128.33	156.31
Less: Interest	41.24	46.55
Profit / (Loss) before Depreciation	87.09	109.79
Less: Depreciation	32.28	31.01
Profit / (Loss) Before Tax	54.81	78.78
Less: Provision for taxation	13.21	26.19
Profit / (Loss) After Tax	41.60	52.59
Balance brought forward from previous year	211.25	158.66
Balance carried to Balance Sheet	252.85	211.25

AMOUNT CARRIED FORWARD TO RESERVES

Your Company has not transferred any amount to its reserves.

OUTLOOK 2015-2016

The domestic pharmaceuticals Industry is showing of improvement and is expected to grow at a rate of 10% to 12%. However, with various new programmes that the Company has undertaken and in view of the available unused capacity, the company is expected to grow by about 11% in the domestic market.

BUSINESS PERFORMANCE

Due to recessionary trends which continued globally, your company's turnover is slightly decreased in comparison to performance of previous year. The aforesaid turnover was results of a steep fall in the global crude prices by more than 50% from a high of 115 USD/barrel adversely affecting economic slowdown globally and not restricted to USA &

European countries. This year has been challenging in response to high volatility in foreign currency and devaluation of rupee.

The current situation is expected to continue during the financial year 2015-16. The market is expected to improve slowly during the second half of the year 2015-16. With inventory available on the ground, the selling price will be under pressure. Further, the increase in the cost of power and consumables will have an impact on the margins. With the expectation of an improvement in the market conditions during the year, the Company will endeavor to perform better than last year.

As regards to infrastructure, Your Company's head office and factory are adequately equipped to provide complete support to the customer. Internal control systems have been well established and cost consciousness in factory operation will lead to improved profitability in the long run.

Your Directors are confident that the company will strive hard to improve the performance in the current year.

DIVIDEND

Since there is inadequate profit, the directors are unable to declare the dividend during the year.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was Rs.24.25 Lacs. During the year under review the company has not issued any shares or any convertible instruments.

FIXED DEPOSIT

The Company has not accepted any fixed deposit during the year under review falling within the purview of 73 of Companies Act, 2013.

DEMATERIALIZATION

Your Company has tied up with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) to enable the shareholders to trade and hold share in an electronic/dematerialized form. The shareholders' are advised to take benefits of dematerialization.

CHANGES IN THE NATURE OF BUSINESS

There were no changes in the nature of business during the year ended 31st March, 2015.

CREDIT FACILITIES



Your Directors wish to place on record their appreciation for the support from Company's bankers namely State Bank of India.

INSURANCE

All insurable assets of the Company including inventories, warehouse premises, etc. are adequately insured.

ECONOMIC SCENARIO AND OUTLOOK

India is set to become the world's fastest-growing major economy by 2016 ahead of China, the international Monetary Fund (IMF) said in its recent forecast. India is expected to grow at 6.3 per cent in 2015, and 6.5 per cent in 2016 by when it is likely to cross China's projected growth rate, the IMF said the latest update of its World Economic Outlook.

The government, engineering an economic rebound with a slew of reforms, has unveiled a new statistical method to calculate the national income with a broader framework that the turned up a pleasant surprise: GDP in the past year 2013-14 grew 6.9 per cent instead of the earlier 4.7 per cent.

The International Monetary Fund (IMF) and the World Bank in a joint report have forecasted that India will register a growth of 6.4 per cent in 2015, due to renewed confidence in the market brought about by a series of economic reforms pursued by the government.

PHARMA INDUSTRY OUTLOOK AND OPPORTUNITIES

The "organized" sector of India's pharmaceuticals industry consists of 250 to 300 companies, which account for 70 percent of products on the market, with the top 10 firm representing 30 percent. However, the total sector is estimated at nearly 20,000 businesses, some of which are extremely small, approximately 75 percent of India's demand for medicines is met by local manufacturing.

The Indian pharmaceuticals market is third largest in term of volume and thirteen largest in term of value, as per a pharmaceutical's sector analysis by equity master. The market is dominated majorly by branded generics which constitute nearly 70 to 80 per cent of the market considered to be a highly fragmented industry; consolidation has increasingly become an important feature of the Indian pharmaceuticals market.

The Indian pharmaceuticals industry is estimated to grow at 20 per cent compound annual growth rate (CARG) over the next five years, as pr Indi Ratings, a Fitch Group company, Indian pharmaceutical manufacturing facilities registered with US Food and Drug Administration (FDA) as on March 2014 was the highest at 523 for any country outside the US.



The union Cabinet has given its approval to amend the existing FDI policy in the pharmaceutical sector in order to cover medical devices. The Cabinet has allowed FDI up to 100 per cent under the automatic route for manufacturing of medical devices subject to specified conditions.

HUMAN RESOURCES

The well-disciplined workforce which has served the company for four decades lies at the very foundation of the company's major achievements and shall well continue for the years to come. Maintenance of a cordial and supportive environment is a pre-requisite for the smooth functioning of any organization. This requires the management and the employees to fully understand and respect each other. On an ongoing basis the management identifies and implements necessary measures to maintain a positive climate and improve performance levels. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

The Company continued the welfare activities for the employees, which include Medical Care, Group Insurance and Canteen Facility. To enrich the skills of employees and enrich their experience, the Company arranges, Practical Training Courses by Internal and External Faculty.

Your Directors also wish to place on record their appreciation for the dedication and commitment displayed by all executives' officers and staff at all levels of the company.

BUSINESS RISK MANAGEMENT

Although the company has long been followed the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, the Board members were informed about the risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve with the key objectives, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competitive, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.



Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorised use or disposition of its assets. All the transactions are probably authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

SIGNIFICANCE AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There were no significance and material orders passed by regulators or courts or tribunals impacting the going concern status and company operations in future. There were no material changes and commitments affecting the financial position of the company occurring between March 31, 2015 and the date of this Report of the Directors.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATES COMPANIES DURING THE YEAR

The Company has no subsidiaries, joint ventures or associated companies therefore disclosures in this regards are not provided in this report.

DECLARATION BY INDEPENDENT DIRECTORS: [SECTION 134 (3) (D)]

The Independent Directors of the company are not associated with the Company in any manner as stipulated under section 149(6) of Companies Act, 2015 and at same time possess relevant expertise and experience that are additive to the Board of the company for delivering higher growth and higher value.

RISK & MITIGATION

The Company has identified various risks faced by the Company from different areas. As per the provision of the Companies Act, 2013 and listing agreements, the Board has adopted a risk management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risk as and when they evolve.

PARTICULARS OF INVESTMENTS HELD BY THE COMPANY UNDER SECTION 186 WITH DETAILS



The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

AWARDS

Your Company has not received any Award during the financial 2014 - 2015.

RESEARCH & DEVELOPMENT

The information on Research and Development in Form B is annexed herewith as "Annexure - 2".

WEBSITE OF THE COMPANY

The Company maintains a website www.triochemproducts.com where detailed information of the company and its products are provided

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website www.triochemproducts.com The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

DISCLOSURE OF VARIOUS POLICIES:

The Board has approved various policies in their meeting so that the Committees work effectively and in accordance with the provisions as stipulated in the Policies. Various policies as approved by the Board are posted in the Website of the Company.

Remuneration Policy



The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is posted in the Website of the Company.

Risk Management Policy: [Section 134 (3)(N)]

The Company has implemented Risk Management Policy and the Board of Directors has prepared a comprehensive framework of risk management for assessment of risks and to determine the responses to these risks so as to minimize their adverse impact on the organization. The policy as approved by the Board of Directors is uploaded on the Company's website.

Vigil Mechanism / Whistle Blower Policy

In order to ensure that the activities of the company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Counsellor or the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

This policy posted on the website of company.

BOARD OF DIRECTORS

Appointment of Director

Pursuant to the provision of the section 161(1) of the Companies Act, 2013 read with the Articles of Association of the company, at a Board meeting held on 30.03.2015 the board had appointed Mrs. Grace R. Deora (DIN: 00312080) as an Additional Directors in the category of Woman Director and she shall hold office only up to the date of this Annual General Meeting and being eligible to offer herself for re-appointment as Director.

Appointment of Independent Directors



At a board meeting held on 30.03.2015 the Board had appointed Mr. Sunil S. Jhunjhunwala (DIN: 00312529) and Mr. Girish Kumar Pungalia (DIN: 00032757) as an Additional Director in the category of Independent Directors under the companies Act, 2013 for 5 consecutive years for a term upto the conclusion of 48th Annual General Meeting.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and listing agreement.

The requisite Resolutions for the appointment of Mr. Sunil S. Jhunjhunwala (DIN: 00312529) and Mr. Girish Kumar Pungalia (DIN: 00032757) as an Independent Director, are being proposed in the Notice of the ensuing Annual General Meeting for the approval of the Members.

Mr. Mahabirprasad S. Deora (DIN: 01073326), Director of the Company, retire by rotation and being eligible has offered himself for re-appointment.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of every director's performance was carried out. An evaluation sheet was given to each director wherein certain criteria were set out for which ratings are to be given.

DETAILS KEY MANAGERIAL PERSONNEL:

The following three persons were formally appointed / designated as Key Managerial Personnel of the Company in compliance with provisions of Section 203 of the Companies Act, 2013.

1. Mr. Ramu S. Deora - Chief Executive Officer
2. Mr. Puran J. Parmar - Chief Financial Officer

Mr. Ramu S. Deora is formally designated as CEO w.e.f. 30th March, 2015.

Mr. Puran J. Parmar, is formally designated as Chief Financial Officer w.e.f. 30th March, 2015.

Pursuant to section 203 of the Companies Act, 2013 read along with rule 8 of Companies (Appointment and Remuneration) Rules, 2014, it is mandatory to appoint Company Secretary if paid up share capital of the Company is more than 5 crores. Since our Company's paid up capital is less than 5 crores, so requirement for appointment Company Secretary is not mandatory.

NUMBER OF BOARD MEETING HELD



