

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

CS 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

Name: Bhavika Bharat Jain

M PATWA

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

Name: Bhavika Bharat Jain

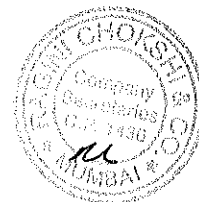
M PATWA

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:

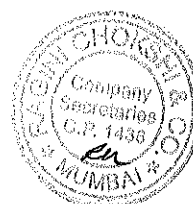
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	1,76,720	100
Physical Ballot	17	39,970	100
Total	24	2,16,690	100

(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



Resolution No.3:Ordinary Resolution: Appointment of M/s M.L.Rhuwania, Chartered Accountant as Statutory Auditors of the company and fixing their remuneration.

(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.4: Ordinary Resolution: Ratification of Remuneration payable to cost auditors.

(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.5: Ordinary Resolution: Appointment of Mrs. Grace R. Deora as Director.

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

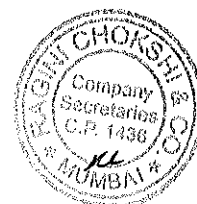
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	1,40,770	100
Physical Ballot	16	39,920	100
Total	22	1,80,690	100

(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.6: Ordinary Resolution: To Appoint Mr. Girish Kumar Pungalia as Independent 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	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.7: Ordinary Resolution: To Appoint Mr. Sunil S. Jhunjhunwala as Independent 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	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.8: Special Resolution: Authorization for related party transaction u/s 188of the Companies Act, 2013.

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

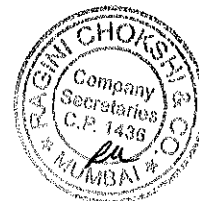
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	36,000	100
Physical Ballot	14	12,500	100
Total	17	48,500	100

(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.9: Special Resolution: Payment of commission to Non-Executive Directors w.e.f. 1st April, 2015.

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

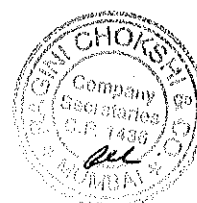
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	1,06,270	100
Physical Ballot	16	39,920	100
Total	21	1,46,190	100

(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



The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Place: Mumbai

Date: 28/08/2015

FOR RAGINI CHOKSHI & CO.



R. K. Chokshi

MRS. RAGINI CHOKSHI
(Partner)

C.P. Number : 1436

Membership number:2390

FOR TRIOCHEM PRODUCTS LIMITED


CHAIRMAN

43RD ANNUAL GENERAL MEETING

