



Ragini Chokshi & Co.

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Company Secretaries

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Date : 26/08/2017

Consolidated Scrutinizer's Report

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

To,

The Chairman of 45th Annual General Meeting (AGM) of the Equity Shareholders of **TRIOCHEM PRODUCTS LIMITED** held on Saturday, August 26, 2017 at 3:00 pm at Sambhav Chambers, 4th Floor, Sir P.M. Road, Mumbai 400 001.

Dear Sir,

I, Ragini Chokshi , Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34 Kamer Bldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has 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 45th Annual General Meeting of the Equity Shareholders of the Company held on Saturday, 26th August, 2017 at 3:00 pm at Sambhav Chambers, 4th Floor, Sir P.M. Road, Mumbai – 400001.



The Notice dated May 26, 2017 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 Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of Friday, 18th August, 2017, 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 Wednesday, 23rd August, 2017 at 09:00 a.m. (I.S.T) and ended on Friday, 25th August, 2017 at 5:00 p.m.(I.S.T.). The CDSL e- voting platform was blocked thereafter.

After the end of the remote e-voting period as aforesaid , 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 voting by physical ballot (Poll) at the AGM Venue 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, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

Sanket

Name: Sanket Shah

Riya

Name: Riya Neema

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s SHAREX DYNAMIC (INDIA) PVT LTD, 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 Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company.

Sanket

Name: Sanket Shah

Riya

Name: Riya Neema

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 Annual General Meeting.

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



Resolution No.1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017 together with the reports of Board of Directors and Auditors thereon.

(i) Voted in favour 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	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(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	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.2: Ordinary Resolution:

Re-appointment of Mr. Ramu S. Deora (DIN: 00312369) as the Director who retires by rotation.

(i) Voted in favour 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	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(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	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.3: Ordinary Resolution:

To appoint M/s Kanu Doshi And Associates LLP (Firm Registration No. 10476W/W100096) as the Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour 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	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(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	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.4: Ordinary Resolution:

Ratification of the remuneration of M/s. N. Ritesh & Associates, Cost Accountants for the financial year ending 31st March, 2018.

(i) Voted in favour 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	08	204190	100.00
Physical Ballot	14	12500	100.00
Total	22	216690	100.00

(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	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.5: Special Resolution:

Authorization to the Board of Directors of the Company for related party transactions under section 188 of the Companies Act, 2013.

(i) Voted in favour 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	*0	0	0.00
Physical Ballot	14	12500	100.00
Total	14	12500	100.00

(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	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	*08	204190
Physical Ballot	0	0
Total	08	204190

*Note: Being a related party, voting of 08 (Eight) members comprising 2,04,190 shares were considered as invalid on this particular resolution.



All the resolutions stated above from 01 to 05 have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballot (poll) papers, 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,

For Ragini Chokshi & Co.

Place: Mumbai

Date: 26/08/2017



R. K. Chokshi

**Ragini Chokshi
(Partner)**

**ICSI M.No. 2390
ICSI C.P. No. 1436**

Counter signed by

For Triochem Products Limited


Chairman

(45th Annual General Meeting)

