

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 0336 2017

26th July, 2017

To

The General Manager

Corporate Relationship Department,

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Fort,

Mumbai: 400 001.

Dear Sir / Madam,

Sub: Annual Report for the Financial Year 2016 - 2017


Ref: Security Code No. 512101 - ISIN No.: INE331E01013.

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed a copy of the Annual Report of the Company for the year ended 31st March, 2017 for your reference and records.

Thanking you,


Yours faithfully,

For TRIOCHEM PRODUCTS LIMITED


RAMU S. DEORA

DIRECTOR & CEO

DIN: 00312369

Encl.: as above


Triochem Products Limited
45th Annual Report 2016 - 2017

Board of Director and Corporate Information

<p>Board of Directors:</p> <p>Mr. Ramu S. Deora - Director & CEO</p> <p>Mr. Mahabirprasad S. Deora</p> <p>Mr. Sunil S. Jhunjhunwala</p> <p>Mr. Shyam Sunder Sharma</p> <p>Mrs. Grace R. Deora</p> <p>Mr. Girish Kumar Pungalia</p> <p>Company Secretary:</p> <p>Mr. Sandeep Patel</p> <p>Statutory Auditors:</p> <p>M/s. M L Bhuwania & Co</p> <p>Chartered Accountants</p> <p>F-11, 3rd Floor, Manek Mahal,</p> <p>90, Veer Nariman Road,</p> <p>Churchgate, Mumbai : 400020</p> <p>Cost Auditors:</p> <p>M/s. N. Ritesh & Associates</p> <p>Cost Accountant</p> <p>602, Matruprabha Building,</p> <p>Cama Lane, Kirod Road,</p> <p>Ghatkoper (West), Mumbai 400086</p> <p>Secretarial Auditors:</p> <p>Ragini Chokshi & Co</p> <p>Company Secretaries</p> <p>34, Kamer Building, 5th Floor,</p> <p>38 Cawasji Patel Street,</p> <p>Fort, Mumbai : 400001</p>	<p>Bankers:</p> <p>State Bank of India</p> <p>Union Bank of India</p> <p>Registrar & Transfer Agent:</p> <p>M/s Sharex Dynamic (India) Pvt Ltd</p> <p>Unit-1, Luthra Industrial Premises, Safed Pool,</p> <p>Andheri Kurla Road, Andheri (East), Mumbai : 400072</p> <p>Phone : + 91 - 22 - 28515606</p> <p>Fax : + 91 - 22 - 28512885</p> <p>E-mail: sharexindia@vsnl.com</p> <p>www.sharexindia.com</p> <p>Registered Office:</p> <p>Triochem Products Limited</p> <p>Corporate Identity Number (CIN)</p> <p>L24249MH1972PLC015544</p> <p>4th Floor, Sambava Chambers, Sir P M Road, Fort,</p> <p>Mumbai : 400001</p> <p>Phone: + 91 - 22 - 40818100</p> <p>Fax: + 91 - 22 - 40828181</p> <p>E-mail: investor@triochemproducts.com</p> <p>www.triochemproducts.com</p> <p>Factory:</p> <p>Plot No: 10/2 MIDC Industrial Area,</p> <p>Village Morivali, Ambernath (West),</p> <p>Dist. Thane, Maharashtra - 421501</p>
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Corporate Identity Number : L24249MH1972PLC015544

NOTICE OF MEETING

Notice is hereby given that the Forty Five 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 Saturday, 26th August, 2017 at 3.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Ramu S. Deora (DIN 00312369), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors

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

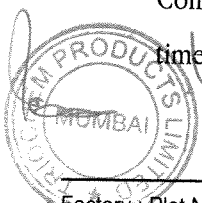
"RESOLVED THAT pursuant to the provision of Section 139 and other applicable provision of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s Kanu Doshi Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 104746W/W100096) be and are hereby appointed as Auditors of the Company, in place of M/s. M L Bhuwania and Co. LLP., the retiring auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of 50th Annual General Meeting, subject to ratification of their appointment by the members at every intervening Annual General Meeting, on remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, mutually agreed to between the Company and Auditors."

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 other applicable provision, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N.



Ritesh & Associates, Cost Accountants (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, 2018, on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) plus service Tax as applicable, be and is hereby ratified.

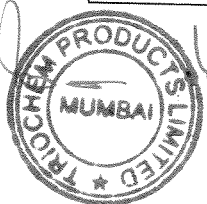
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution”.

5. 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 28th August, 2015 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 with effect from April 1, 2017, 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	15	20	-	
Triochem Laboratories Pvt Ltd	15	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				

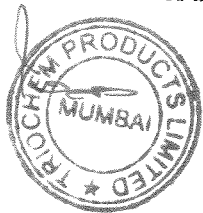


Mrs Grace R. Deora	-	-	-
Mr. Rajesh R. Deora	-	-	-
Mr. Rajiv R. Deora	-	-	-
Ramu M Deora HUF	-	-	-
Ramu S Deora HUF	-	-	-
Any Contract or transaction with all the above parties for selling or otherwise disposing of, or buying, property of any kind to be on market value and on arm lengths relationship basis only.			

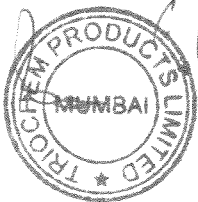
RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the and other incidental documents, make applications to regulatory and governmental authorities for the 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.”

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item No. 4 and 5 above is annexed hereto.
2. **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. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization.
Members are requested to note that 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.
3. A route map giving directions to reach the venue of the 45th Annual General Meeting is given at the end of the Notice.
4. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.

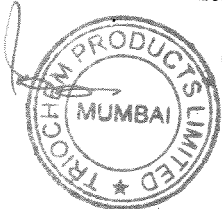


5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
7. 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.
8. The register of members and the share transfer registers of the Company will remain closed from 19th August, 2017 to 26th August, 2017 (both days inclusive).
9. 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.
10. 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.
11. 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 and 5 is Annexed hereto.
12. 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. 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.
13. 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.
14. 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.
15. 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

16. 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 section 124 of the Companies Act, 2013, to a fund called the investor Education & Protection Fund (IEPF) 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.
17. 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.
18. Members holding shares in physical form are requested to consider converting their holding in dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regards.
19. Nomination Facility:
As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desire to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the ended of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain form from their respective Depository Participant.
20. 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.
21. Members may also note that an electronic copy of the 45th 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

22. 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.

23. 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.

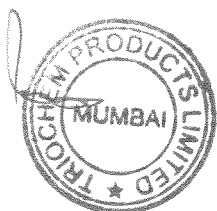
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 45th 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 45th 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.

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

a. The Remote e-voting period begins on 23rd August, 2017 at 09:00 a.m. and will end on 25th August, 2017 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 18th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 25th August, 2017.

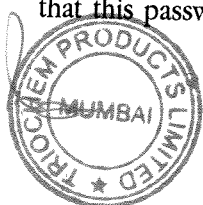
Members holding shares in physical or in demat form as on 18th August, 2017 shall only be eligible for e-voting.



- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on "Shareholders"
- e. 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.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. 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.
- h. If you are a first time user follow the steps given below:

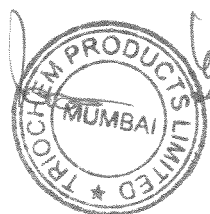
	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank field as mentioned in instruction (d).

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach 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.

- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <TRIOCHEM PRODUCTS LIMITED> on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. 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.
- s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t. 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 linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u. In case you have any queries or issue 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.

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 23rd August, 2017 at 09:00 a.m. and will end on 25th August, 2017 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 18th August, 2017, 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.
25. The voting right of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
26. E-voting period will commence from 23rd August, 2017 at 09:00 a.m. and will end on 25th August, 2017 at 05:00 p.m.
27. Mrs. Ragini Chokshi, Practicing Company Secretary (C.P. No. 1436) has been appointed by the Board of Director of the Company as Scrutinizer for scrutinize the remote e-voting process as well as voting through Poll paper at the Meeting, in a fair and transparent manner
28. The Scrutinizer shall within a period not exceeding 48 working hours 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.
29. 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.



30. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 in respect of the Directors seeking appointment / re-appointment at the AGM is furnished below :

Name Of Director	Ramu S. Deora
Director Identification Number	00312369
Age	83 Years
Qualification	B.A., L.L.B.
Expertise	Business strategy and Development, Leadership development. General management, Finance, Investment.
Other Directorship as on 31 st March, 2017 (Excluding Private Companies)	Nil
No. of Equity Shares held in the Company	34,500
Relationship with other Directors	Mrs Grace Ramu Deora (DIN 00312080) (Wife)

By order of the Board of Directors
For Triochem Products Limited

Mahabirprasad S. Deora

Mahabirprasad S. Deora
Director
DIN: 01073326

Ramu S. Deora

Ramu S. Deora
Director & CEO
DIN: 00312369

Place: Mumbai

Dated: 26th May, 2017

Registered Office:

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

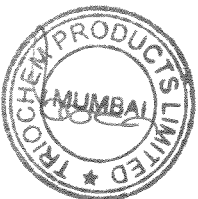
CIN: L24249MH1972PLC015544

Email: investor@triochemproducts.com,

Website: www.triochemproducts.com

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657



Annexure to Notice

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

Pursuant to Section 102 of the Companies Act, 2013 ('the act'), the following Explanatory Statement sets out all material facts relating to the Business mentioned under Item no. 4 and 5 of the accompanying Notice dated 26th May, 2017.

Item No.4:

The Company is directed, under Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. N. Ritesh & Associates, Cost Accountants (Ritesh N. T. Proprietors), as the Cost Auditors of the Company to conduct Cost Audits of the Company for the year ending 31st March, 2017, at a remuneration of Rupees Fifty Thousand plus applicable taxes and out-of-pocket expenses.

M/s. N. Ritesh & Associates have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. 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. M/s. N. Ritesh & Associates have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years.

In accordance with the provision of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

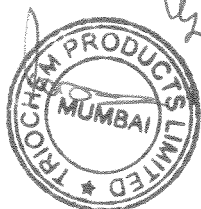
The Board commends the remuneration of Rs. Fifty Thousand plus an applicable tax to M/s. N. Ritesh & Associates as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 4 of this Notice.

Item No. 5:

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.

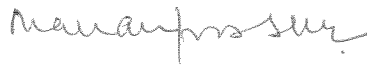
The proposal outlined above is in the interest of the Company and the Board recommends the resolution setting out in accompanying Notice as Special Resolution.



None of the Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution expect 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.

By order of the Board of Directors
For Triochem Products Limited



Mahabirprasad S. Deora
Director
DIN: 01073326



Ramu S. Deora
Director & CEO
DIN: 00312369

Place: Mumbai

Dated: 26th May, 2017

Registered Office:

4th Floor, Sambava Chambers,

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

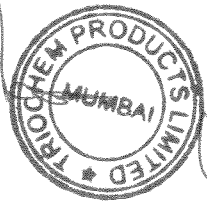
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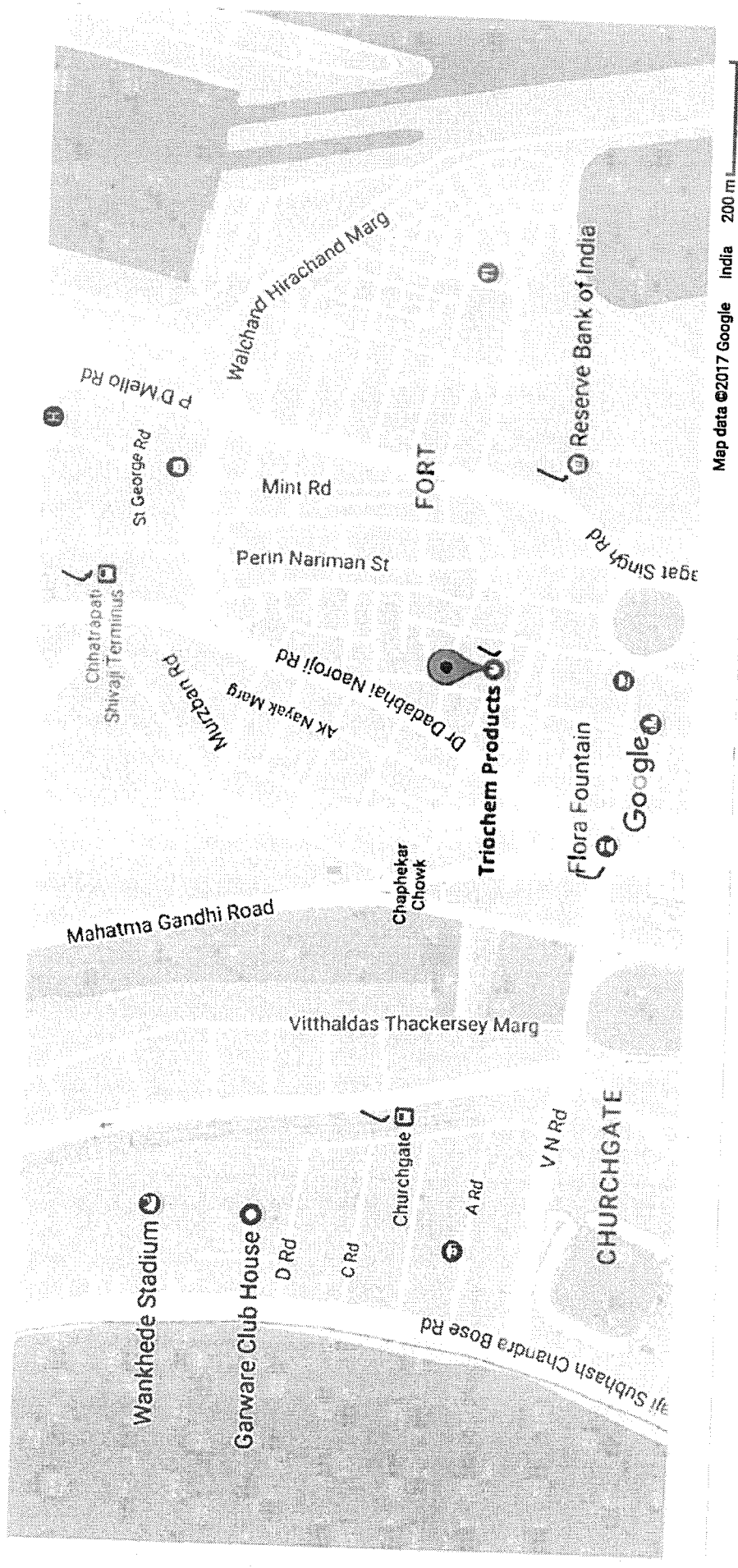
Email: investor@triochemproducts.com,

Website: www.triochemproducts.com

Phone No.: 91 22 22663150

Fax No.: 91 22 22024657





ROUTE MAP to the venue of the 45th Annual General Meeting

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 | www.triochemproducts.com

Corporate Identity Number : L24249MH1972PLC015544

BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

Your Directors have pleasure in presenting the 45th Annual Report together with the Audited Statement of Accounts of Triochem Products Limited for the year ended 31st March, 2017.

SUMMARISED FINANCIAL HIGHLIGHTS

	(Rs. in Lacs)	
	Current Year	Previous Year
Gross Turnover and other receipts	1,822.99	2,313.70
Profit / (Loss) before Interest and Depreciation	116.00	97.85
Less: Interest	6.23	19.23
Profit / (Loss) before Depreciation	109.77	78.62
Less: Depreciation	27.66	26.99
Profit / (Loss) Before Tax	82.11	51.63
Less: Provision for taxation	23.48	17.47
Profit / (Loss) After Tax	58.63	34.16
Balance brought forward from previous year	287.01	252.85
Balance carried to Balance Sheet	345.64	287.01

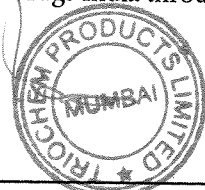
AMOUNT CARRIED FORWARD TO RESERVES

Your Company has not transferred any amount to its reserves.

OUTLOOK 2017-2018

Bulk drugs are basically raw materials that are used to prepare ultra-grade medicines in India. There is urgent need of pharmaceuticals policy that could trigger bulk drugs manufacturing and investments. Manufacturers have also set new manufacturing standards or facilities to attract investors worldwide. Bulk drugs are used along medicines or drugs to give it stable therapeutic effect.

As of now, bulk drugs only contribute 10 to 15 percent share in large pharmaceuticals domestic market. India largely depends on China to fulfill its requirements for bulk drugs. According to industrial experts, more than 80 percent of bulk drugs are imported from China alone. This is the time when we need to improve to market for bulk drugs India through government policy or any other attractive medium.



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The Government strongly feels when pharmaceuticals policy for bulk drugs would be implemented then chance of growth are also pretty much higher. The two main hubs in India for bulk drugs manufacturing are Ahmedabad and Hyderabad. Soon, it will become popular in rest part of India too.

BUSINESS PERFORMANCE

Due to recessionary trends which continued globally in iodine derivative market, 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 adversely affecting economic slowdown globally. 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 2017-2018. The market is expected to improve slowly during the mid of year 2017-2018. 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 theforthe financial year ended March 31, 2017.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was Rs.24.25 Lacs. During the year under review the company has not issued any shares or any convertible instruments.

PRESENTATION OF FINANCIAL STATEMENTS

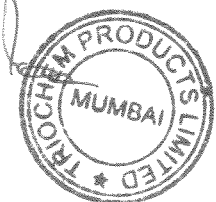
The financial statements for the year ended 31 March 2017 are prepared in due compliance of the Schedule III to the Companies Act, 2013.

CASH FLOW STATEMENT

A Cash Flow Statement for the year 2016 – 17 is included in the annexed Statement of Accounts

EXTRACT OF ANNUAL RETURN

Pursuant to the provision of Section 92(3) of the Companies Act, 2013 and Rule 12(1) of The Companies (Management and Administration) Rules, 2014, the Extract of the Annual Return as on 31 March 2017 in the prescribed Form No. MGT 9 is annexed herewith as "Annexure 1".



NUMBER OF BOARD MEETING HELD

The Board of Directors duly meets 4 times during the financial year from 1st April, 2016 to 31st March, 2017. The dates on which the meetings were held are as follows:

27th May 2016, 6th August, 2016, 11th November, 2016, 10th February, 2017.

ATTENDANCE OF DIRECTORS

Attendance of Directors at the Board Meetings held during the financial year ended 31 March 2017 and at last AGM:

Name of Director (in alphabetical order)	Category	Number of meetings		Attendance at the last AGM
		Held	Attended	Held on 27 th August, 2016
Mr. Girish Kumar Pungalia	Non-Executive, Independent	4	4	Yes
Mrs. Grace R. Deora	Non-Executive	4	4	Yes
Mr. Mahabirprasad S. Deora	Non-Executive	4	4	Yes
Mr. Shyam Sunder Sharma	Non-Executive	4	4	Yes
Mr. Sunil S. Jhunjhunwala	Non-Executive, Independent	4	4	Yes
Mr. Ramu S. Deora	Non-Executive	4	4	Yes

Attendance of Directors at the Committee Meetings held during the financial year ended 31 March 2017.

Name of Director (in alphabetical order)	Status	Category	Audit Committee Meeting		Nomination and Remuneration Committee		Stakeholders Relationship Committee	
			Held	Attended	Held	Attended	Held	Attended
Mr. Girish Kumar Pungalia	Member	Non-Executive, Independent	4	4	4	4	4	4
Mr. Mahabirprasad S. Deora	Member	Non-Executive	4	4	4	4	4	4
Mr. Shyam Sunder Sharma	Member	Non-Executive	4	4	4	4	4	4
Mr. Sunil S. Jhunjhunwala	Chairman	Non-Executive, Independent	4	4	4	4	4	4

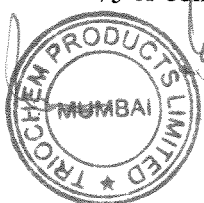
SEPARATE MEETING OF INDEPENDENT DIRECTORS

In compliance with Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI Listing Regulation, 2015, the independent directors held their separate meeting on 31st March 2017, without attendance of non-independent directors and members of Management, to inter alia:

All independent directors were present in meeting.

FIXED DEPOSIT

The Company has not accepted any public deposit during the financial period 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, 2017.

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.

HUMAN RESOURCES

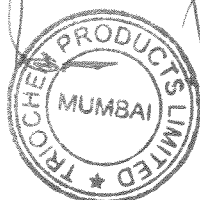
The well-disciplined workforce which has served the company for four decades lies at the very foundation of the company's major achievements and shall well continue for the years to come. Maintenance of a cordial and supportive environment is a pre-requisite for the smooth functioning of any organization. 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.

PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE

As per requirements of the Sexual Harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013 ("Act") and rules made thereunder, your Company has adopted a policy display on website www.triochemproducts.com for prevention of sexual harassment at workplace and has constituted an Internal



Complaints Committee. During the year, your Company has not received any complaints on Sexual Harassment under the said Act.

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. The Risk Management Policy is posted in the Website of the Company.

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

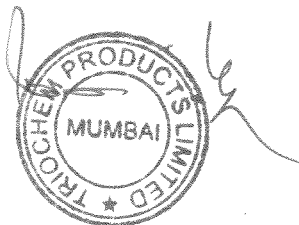
There were no significance and material orders passed by regulators or courts or tribunals impacting the going concern status and company operations in future. There were no material changes and commitments affecting the financial position of the company occurring between March 31, 2017 and the date 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.

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.



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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 2016- 2017.

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.

Nomination and 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 also uploaded on the Website of the Company.

Familiarization programmers for the Independent Directors:



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In Compliance with the requirements of SEBI Regulations, your Company has put in place a familiarization programmed for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model, etc. it is also uploaded on the Website of the Company.

Risk Management Policy:

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.

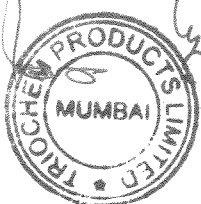
This policy is uploaded on the Company's website.

BOARD OF DIRECTORS

The Company's policy is to have an appropriate blend of non-executive and independent directors, to maintain the independence of the Board functions of governance and management.

The composition of the Board of Directors is fully complied with the provision of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, including the appointment of requisite number of Independent Directors and Woman Director. As on 31 March 2017, the Board comprised of two (2) Non-Executive Independent Directors and four (4) Non-executive Non-Independent Directors. Woman Director is a Non-executive Non-Independent Directors. The Board has no institutional director.

All Independent Directors of the Company have given declarations that they meet the Criteria of independence as laid down under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.



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The Board has appointed Mr. Sandeep Patel as Company Secretary & Compliance officer w.e.f. 07th August 2016 and designated him as Key Managerial Personnel, except forgoing there has been no changes in the role & position of KMP of the Company during the year. .

In light of provisions of the Companies Act, 2013, Shri Ramu Sitaram Deora (DIN: 00312369) retires from the Board by rotation this year and being eligible, offers himself for re-appointment. The information as required to be disclosed under regulation 36(3) of the SEBI Listing Regulation, 2015, in case re-appointment of the director is provided in the Notice of the ensuing annual general meeting.

BOARD EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulation, the Board has carried out an annual evaluation of every director's and working committee'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.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committee's and Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

DETAILS KEY MANAGERIAL PERSONNEL:

The following persons were 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
3. Mr. Sandeep Patel- Company Secretary

COMMITTEES

Audit Committee

The company is having an audit committee comprising of the following directors:

Name	Status	Category
Mr. Sunil S. Jhunjhunwala	Chairman	Non-Executive- Independent Director
Mr. Girish Kumar Pungalia	Member	Non-Executive - Independent Director
Mr. Shyam S. Sharma	Member	Director



Nomination and Remuneration Committee

The company is having a Nomination and Remuneration Committee comprising of the following directors:

Name	Status	Category
Mr. Sunil S. Jhunjhunwala	Chairman	Non-Executive - Independent Director
Mr. Girish Kumar Pungalia	Member	Non-Executive - Independent Director
Mr. Shyam S. Sharma	Member	Director

Stakeholders Relationship Committee

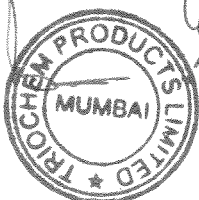
The company is having a Stakeholders Relationship Committee comprising of the following directors:

Name	Status	Category
Mr. Sunil S. Jhunjhunwala	Chairman	Non-Executive - Independent Director
Mr. Girish Kumar Pungalia	Member	Non-Executive - Independent Director
Mr. Mahabirprasad Sitaram Deora	Member	Director

DIRECTOR'S RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company and financial reporting by the Statutory Auditors, and reviews performed by Management and the relevant Board Committee's, the Board is of opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-2017. Accordingly, pursuant to Section 134(3)(c) and read section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any.
- b) that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2017 and of the profit of the Company for the year ended on that date;
- c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the Director have prepared the annual accounts on going concern basis;
- e) that proper internal financial controls laid down by the Directors were followed by the Company and such internal financial controls are adequate and were operating effectively, and
- f) that proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and were operating effectively.



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INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are probably authorized, 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.

As require by the Companies Act 2013, your Company has implemented an Internal Financial Control (IFC) Framework. Section 134(5)(e) requires the Directors to make an assertion in the Directors Responsibility Statement that your Company has laid down internal financial controls, which are in existence, adequate and operate effectively. Under Section 177(4)(vii), the Audit Committee evaluates the internal financial controls and makes a representation to the Board. The purpose of the IFC is to ensure that policies and procedures adopted by your Company for ensuring the orderly and efficient conduct of its business are implemented, including policies for and the safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information. The IFC implementation required all processes of your Company to be documented alongside the controls within the process. All processes were satisfactorily tested for both design and effectiveness during the year.

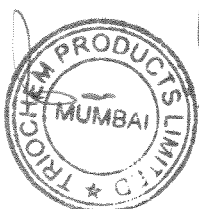
The TPL code of conduct and accompanying training, seeks to ensure everyone in your Company understands how to put values into practice. Mandatory training on the Code of Conduct helps your Company's employees gain the confidence to make the right decisions and become familiar with the policies and procedures applicable to their areas of operation, avoid conflicts of interest and report all unethical and illegal conduct.

Additionally, employees are required to certify in an annual basis whether there have been any transactions which are fraudulent, illegal or violative of the Code of Conduct. Strong oversight and self-monitoring policies and procedures demonstrate your Company's commitment to the highest standards of integrity.

Your Company has also successfully complemented its Internal Control Framework with the test of design and effectiveness of all its processes across the organization as part of meeting the requirements of the Companies Act, 2013, to ensure the existence and effectiveness of Internal Financial Controls.

DECLARATION BY INDEPENDENT DIRECTORS:

All the Independent Directors have submitted the Declaration of Independence, as require pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of Independence as provided in sub-section (6) and Regulation 16(1)(b) of the Listing Regulations.



RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

Pursuant to the provision of section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, all Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transaction. The Company has adopted a Related Party Transaction Policy. The Policy, as approved by the Board, is uploaded on the Company's website.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the company and its future operations.

SECRETARIAL AUDIT REPORT

Pursuant to the provision of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ragini Chokshi & Co.(CP No.: 1436, FCS: 2390), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as "Annexure - 3". The Report does not contain any qualification, reservation, disclaimer adverse remarks.

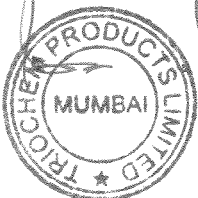
SECRETARIAL STANDARDS OF ICSI

The Company is in compliance of Secretarial Standards on Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

STATUTORY, INTERNAL AND COST AUDITORS

Statutory Auditors:

The current Auditors were last re-appointed by the Members at their Annual General Meeting held on 27th August, 2016, to hold the office of Auditors from the conclusion of the 44th Annual General Meeting till the conclusion of this 45th Annual General Meeting. As per the provisions of section 139 Companies Act, 2013, no listed company



shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. 1st April, 2014. The current Auditor had completed a period of ten years at the commencement of the said Act and hence, on their completing the additional transition period of three years provided under the Act, the term of the current Auditors expires at the conclusion of the ensuing Annual General Meeting.

The Board of Directors at its meeting held on 26th May 2017, based on the recommendation of the Audit Committee, has recommended the appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), as the Statutory Auditors of the Company for approval by the members.

M/s. Kanu Doshi Associated LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the said Act and that they are not disqualified to be appointed as statutory auditors in terms of section 143 of the Act.

M/s. Kanu Doshi Associated LLP, Chartered Accountants will be appointed as the statutory auditors of the Company from 45th Annual General Meeting till the conclusion of 50th Annual General Meeting, on such terms and condition as may be mutually agreed.

The members are, therefore, requested to appoint M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), as auditors of the Company for a term of five years from the conclusion of the ensuing annual general meeting till the conclusion of the 50th annual general meeting, to be scheduled in 2022, subject to ratification at each annual general meeting and to fix their remuneration for the year 2017-18.

Internal Auditors:

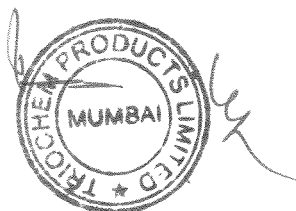
M/s Haren Sanghvi & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

Cost auditor:

In accordance with the provisions of Section 148 of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. Accordingly, during the year, Board appointed M/s N. Ritesh & Associates, Cost Accountants (Ritesh N. T. Proprietors) to conduct the cost audit of the Company.

AUDIT REPORT

The observation of the Auditors in their report read together with the Notes to Accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation. The auditor's reports do not contain any reservation, qualification & adverse remark for the financial year under review.



M/

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility shall not be applicable to companies having net worth not exceeding Rs.500 crore or more or turnover not exceeding Rs.1,000 crore or net profit not exceeding Rs.5 crore or more during any financial year, as on the last day of the previous financial year. In this connection, we wish to inform you that in respect of our Company as on the last audited balance sheet as at 31.03.2016 neither the net worth exceeds Rs.500 crores or turnover exceeds Rs1,000 crore or net profit exceeding Rs.5 crore. Hence, the provisions of Companies Act, 2013 regarding Corporate Social Responsibility would not be applicable.

CORPORATE GOVERNANCE

In terms of circular no.: CIR/MRD/DSA/31/2013 dated 30.03.2013 and circular no.: CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014 issued by the Securities and Exchange Board of India, Regulation 15 of SEBI (LODR) Regulation 2015 (Clause 49 of the erstwhile Listing Agreement) shall not be applicable to companies having paid up equity share capital not exceeding Rs.10 crore and net worth not exceeding Rs.25 crore, as on the last day of the previous financial year. In this connection, we wish to inform you that in respect of our Company as on the last audited balance sheet as at 31.03.2015 neither the paid-up capital exceeds Rs.10 crores not the net worth exceeds Rs.25 crores. Hence, Clause 49 would not be applicable.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conversation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) M of the Act, and the Rules framed thereunder is annexed herewith "Annexure- 2"

PARTICULARS OF EMPLOYEES

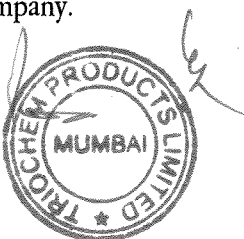
The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company is as follows:

The company has one Executive Director and due to financial constraints being faced by the company he has forgone remuneration. Further no sitting fee has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- | | |
|----------------------------------|-----|
| a) Employed throughout the year | Nil |
| b) Employed for part of the year | Nil |

The remuneration paid to all key management personnel was in accordance with remuneration policy adopted by the company.



ML ✓

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Chief Financial officer in advance.

IMPAIRMENT OF ASSETS & CAPITAL WORK-IN-PROGRESS

In compliance with Accounting Standard AS-28 relating to "Impairment of Assets", the company has reviewed the carrying amount of its fixed assets as at the end of the year. Based on the strategic plans and such valuation of the fixed assets of the company, on impairment of assets is envisaged at the balance sheet date.

ACKNOWLEDGEMENTS

The company has been very well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation received from Employees, Dealers, Suppliers, Central, and State Governments, bankers, and others associated with the Company.

Your Directors wish to thank the banks, financial institutions, shareholders and business associates for their continued support and cooperation.

We look forward to receiving the continued patronage from all quarters to become a better and stronger company.

CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax, regime, other statutes, market forces and other associated and individual factors may however lead to variation in actual results. Readers are cautioned not to place undue reliance on the forward looking statements.

By order of the Board of Directors

For Triochem Products Limited



Mahabirprasad S. Deora

Director

DIN: 01073326



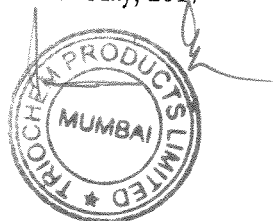
Ramu S. Deora

Director & CEO

DIN: 00312369

Place: Mumbai

Dated: 26th May, 2017



Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2017 of TRIOCHEM PRODUCTS LIMITED [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

CIN	L24249MH1972PLC015544
Registration Date	17.01.1972
Name of the Company	Triochem Products Limited
Category / Sub-Category of the Company	Company having share capital
Address of the registered Office and contact details	4 th Floor, Sambava Chambers, Sir P M Road, Fort, Mumbai : 400001 Phone: 022 40818100, Fax: 022 40828181 E-mail: investor@triochemproducts.com Website: www.triochemproducts.com
Whether listed company	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), If any	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 www.sharexindia.com

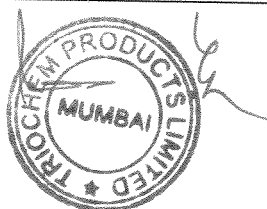
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl No.	Name and Description of main products / services	NIC Code of the Product/Services	% to total turnover of the company
1	Manufacturing of chemical substances used in the manufacture of pharmaceuticals	24231	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

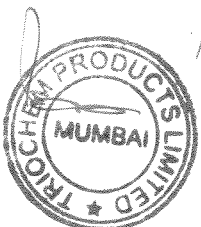
Sl No.	Name and Address of the company	CIN /GLN	Holding / Subsidiary Associates	% of share held	Applicable section
1	NIL				



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

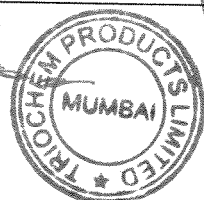
Category of Shareholders	No. of Shares held at the beginning of the year as on 31-March-2016				No. of Shares held at the end of the year as on 31-March-2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,68,140	50	1,68,190	68.649	1,68,140	50	1,68,190	68.649	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	1,68,140	50	1,68,190	68.649	1,68,140	50	1,68,190	68.649	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	36,015	250	36,265	14.802	36,000	250	36,250	14.796	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-



i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	11,895	28,650	40,545	16.549	11,910	28,650	40,560	16.555	-
c) Others (specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	47,910	28,900	76,810	31.351	47,910	28,900	76,810	31.351	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	47,910	28,900	76,810	31.351	47,910	28,900	76,810	31.351	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2,16,050	28,950	2,45,000	100.00	2,16,050	28,950	2,45,000	100.00	-

(ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year as on 31-March-2016			Shareholding at the end of the year as on 31-March-2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Rajesh R. Deora	36,000	14.694	-	36,000	14.694	-	-
2	Mrs. Grace R. Deora	36,000	14.694	-	36,000	14.694	-	-
3	Mr. Ramu S. Deora	34,500	14.082	-	34,500	14.082	-	-
4	Mr. Rajiv R. Deora	34,270	13.988	-	34,270	13.988	-	-
5	Ramu M. Deora HUF	27,420	11.192	-	27,420	11.192	-	-
	Total	1,68,190	68.650	-	1,68,190	68.650	-	-



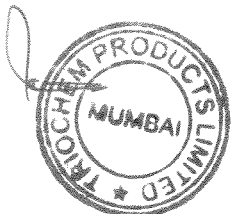
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(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Rajesh R. Deora				
	At the beginning of the year	36,000	14.694	36,000	14.694
	At the end of the year	36,000	14.694	36,000	14.694
2	Mrs. Grace R. Deora				
	At the beginning of the year	36,000	14.694	36,000	14.694
	At the end of the year	36,000	14.694	36,000	14.694
3	Mr. Rajiv R. Deora				
	At the beginning of the year	34,270	13.988	34,270	13.988
	At the end of the year	34,270	13.988	34,270	13.988
4	Mr. Ramu S. Deora				
	At the beginning of the year	34500	14.082	34500	14.082
	At the end of the year	34500	14.082	34500	14.082
5	Ramu M. Deora HUF				
	At the beginning of the year	27,420	11.192	27,420	11.192
	At the end of the year	27,420	11.192	27,420	11.192

(IV) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year as on 31-March-2016		Shareholding at the end of the year as on 31-March-2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	G Amphray Pharmaceuticals Pvt Ltd	12,000	4.898	12,000	4.898
2	Triochem Laboratories Pvt Ltd	12,000	4.898	12,000	4.898
3	Ambernath Plasto Packaging Pvt Ltd	12,000	4.898	12,000	4.898
4	Rajkumar Saraf	7,200	2.939	7,200	2.939
5	Vijaya Rani Saraf	6,250	2.551	6,250	2.551
6	Vishwanath M. Jhunjunwala	3,000	1.224	3,000	1.224
7	Vimla S. Sharma	2,500	1.020	2,500	1.020
8	Savitri Nareshchandra Jain	2,500	1.020	2,500	1.020
9	Snehprabha Agarwal	2,500	1.020	2,500	1.020
10	Purshottamlal Jhunjunwala	2,450	1.000	2,450	1.000



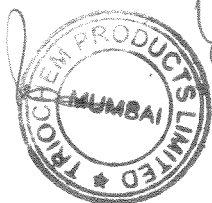
(V) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Shareholding of Key Managerial Personnel					
1	Mr. Ramu S. Deora				
	At the beginning of the year	34,500	14.082	34,500	14.082
	At the end of the year	34,500	14.082	34,500	14.082
2	Mr. Puran J. Parmar				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
Shareholding of Director					
3	Mr. Mahabirprasad S. Deora				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
4	Mr. Sunil S. Jhunjhunwala				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
5	Mr. Shyam Sunder Sharma				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
6	Mrs. Grace R. Deora				
	At the beginning of the year	36,000	14.694	36,000	14.694
	At the end of the year	36,000	14.694	36,000	14.694
7	Mr. Girish Kumar Pungalia				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	46	-	-	46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	46	-	-	46



Change in Indebtedness during the financial year				
* Addition	7,45,29,221	-	-	7,45,29,221
* Reduction	4,59,74,810	-	-	4,59,74,810
Net Change	2,85,54,411	-	-	2,85,54,411
Indebtedness at the end of the financial year				
i) Principal Amount	2,85,54,457	-	-	2,85,54,457
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	2,85,54,457	-	-	2,85,54,457

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	Others specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-



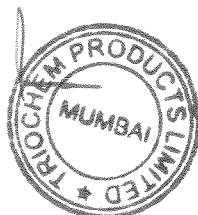
Total (2)	-	-	-	-	-
Total (B)=(1+2)	-	-	-	-	-
Total Managerial Remuneration	-	-	-	-	-
Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others specify ...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
B. DIRECTORS					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
C. OTHER OFFICERS IN DEFAULT					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO ETC:

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

A. CONSERVATION OF ENERGY

Efforts made for conservation of energy

1. By controlling process parameters and changing process pipe line system.
2. Replacements of high capacity pumps & motor having high efficiency & low power consumption.
3. Installation of energy saving lamps wherever possible in plant.
4. Replacements of weak capacitors by conducting periodical checking of capacitors.
5. Using refrigerated type air dryer instead of desiccant type of reduce air losses.
6. Improvisation and continuous monitoring of Power Factor

Additional investments and proposals being implemented for Energy: Nil.

The Company is engaged in the continuous review of energy costs, reduction in energy generation cost through improved operational and maintenance practices. We have been able to maintain the power factor near of unity and thereby availing the rebate on electricity charges.

Impact of above measures on consumption of energy:

Impact of the above measure for the reduction of energy consumption and consequent impact on the cost of production of the goods; it is difficult to assess the definite impact of the measure as the total energy cost forms a small constituent of the overall production costs.

Capital Investment on energy conservation equipment's

Capital investments were incurred previously but nothing during the previous year.

Power & Fuel Consumption:

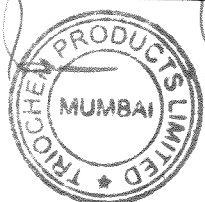
Refer Form 'A' attached

B. TECHNOLOGY ABSORPTION

Refer Form 'B' attached

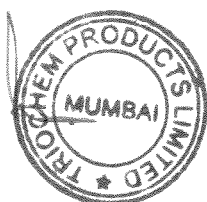
C. FOREIGN EXCHANGE EARNING AND OUTGO

	2016 - 2017	2015- 2016
Earning : Export	Rs.61,08,326/-	Rs.1,17,39,967/-
Outgo : Import	Rs.10,95,61,015/-	Rs.12,09,32,136/-
Outgo : Bank Charges	Rs.7,498/-	Rs.26,241/-



POWER & FUEL CONSUMPTION

			2016 - 2017	2015- 2016
1	Electricity			
	Purchased	Units	5,94,520	4,48,188
	Total	Rs.	48,97,076	36,14,964
	Rate / Unit	Rs.	8.24	8.07
	Own Generation through*		-	-
*Not Applicable, Since the Company does not have any Diesel Generator or Steam Turbine / Generator				
2	Furnace Oil			
	Purchased	Ltr	10,309	16,807
	Total	Rs.	2,11,277	3,54,990
	Rate / Unit	Rs.	20.49	21.12
3	Consumption per unit of products	Standards	2016 - 2017	2015- 2016
	Electricity			
	Bulk Drug, Organic / Inorganic Chemicals	Not Applicable	Rs. 35.77	30.62
	Furnace Oil			
	Bulk Drug, Organic / Inorganic Chemicals	Not Applicable	Rs. 1.54	3.01
	Reason for variation**			
**It is not feasible to maintain product category-wise energy consumption data, Since we manufacture a large bulk drugs having different energy requirements.				



TECHNOLOGY ABSORPTION**RESEARCH AND DEVELOPMENT (R & D)****Specific areas in which the company carried out R & D:**

Reduce fresh water consumption, machine back water used in all vacuum pumps sealing water instead of fresh water. The Company has in-house laboratory to kept check on production and continuous efforts are being made to improve the same. There are no particulars which are specifically required to be mentioned

Benefits derived as a result of above R & D:

Fresh water consumption reduced and ETP load minimized

Emission in the air is negligible and maintains all emission parameters.

Reduce fresh water consumption.

Future plan of action:

Improve quality to increase market share in business segment and Minimum use of fresh water and recycling of such water.

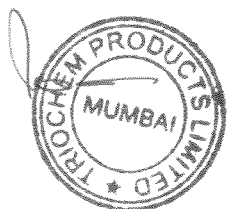
Expenses on R & D:

(a) Capital (b) Recurring (c) Total (d) Total R & D expenditure As a % of total turnover

The development work is carried by the concerned department on an ongoing basis. The expenses and the cost of assets are grouped under the respective heads.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

CCTV Camera install across manufacturing areas, Seminars, workshops and group discussions with regular flow of feedback from factory workers are held regularly. Efficient training of staff with a definite approach towards improving their efficiency is conducted regularly. Indigenous Technology alone is used and continuous efforts are being made to improve the same. There are no particulars which are specifically required to be mentioned.





ANNEXURE-3

Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Date : _____

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

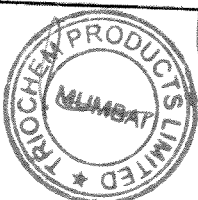
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TRIOCHEM PRODUCTS LIMITED
4th Floor, Sambava Chambers, Sir P.M. Road
Fort Mumbai- 400 001.

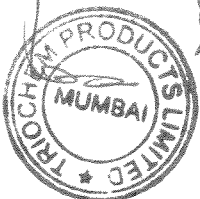
We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Triochem Products Limited (CIN: L24249MH1972PLC015544) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year 1st April, 2016 to 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



We have examined the books, papers, minute books, forms and returns filed and other records maintained by Triochem Products Limited ("the Company") for the audit period covering the Financial Year 1st April, 2016 to 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulation made there under to the extent of Exchange Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the audit period);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the Company has not issued any debt securities during the period under review);
 - f. The securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client. (Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted its equity shares from any stock exchange during the period under review)



- h. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2009 (Not applicable as the Company has not bought back any of its securities during the period under review)

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We are of the opinion that the management has complied with the following laws specifically applicable to the Company:

1. Factories Act, 1948
2. Drugs and Cosmetics Act 1940
3. The Pharmacy Act 1948
4. Water (Prevention and Control of Pollution) Act, 1981
5. Air (Prevention and Control of Pollution) Act, 1974
6. Minimum Wages Act, 1948

We have also examined compliance with the applicable clauses of the following:

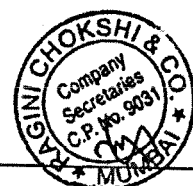
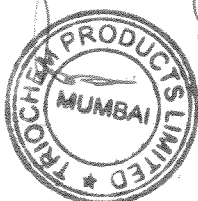
- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations 2015 and the Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in the compliance with the provision of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, and the same were sent at least seven days in advance, agenda and detailed notes on agenda were sent at least Seven days before the date of Meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



We further report that the Compliance by the Company of applicable Financial laws like Direct & Indirect tax laws, Service tax has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.


As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulation and guidelines.

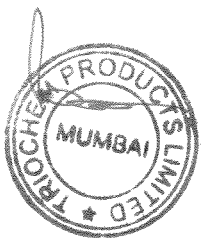
We further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affair in pursuance of of the above referred laws, rules, regulations, guideline etc.

For Ragini Chokshi & Co.
(Company Secretaries)




Makarand Patwardhan
(Partner)
C.P. No. 9031/ACS No.11872

Place: Mumbai
Date: 22/05/2017



M L BHUWANIA AND CO. LLP
CHARTERED ACCOUNTANTS

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.
T : +91 22 6117 4949 F : +91 22 6117 4950 E : info@mlbca.in W : www.mlbca.in

INDEPENDENT AUDITOR'S REPORT

To the Members of TRIOCHEM PRODUCTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **TRIOCHEM PRODUCTS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

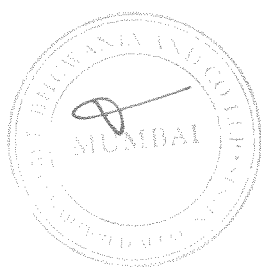
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



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An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

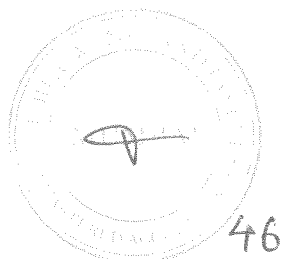
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

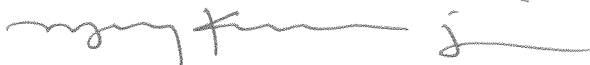
1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and



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- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 16(a) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
 - iv. The Company had provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management as refer Note No. 34 of the financial statements.

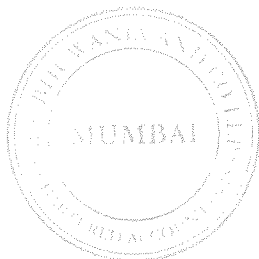
For and on behalf of
M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W / W100197



Vijay Kumar Jain
Partner
Membership No. 108374

Place: Mumbai
Date: 26th May, 2017

F- 11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.

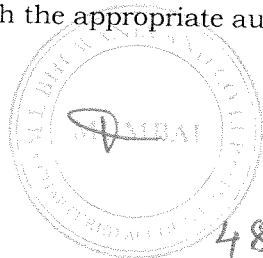


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Annexure- A referred to in paragraph titled as "Report on other Legal and Regulatory Requirements" of Auditor's report to the members of Triochem Products Limited for the year ended 31st March 2017.

On the basis of the records produced to us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and discrepancies noticed between the book records and the physical inventories were not material and have been properly dealt with in the accounts.
- (c) According to information and explanations gives to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventories as compared to the book records were not material and have been properly dealt with in the books of account.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year. Accordingly, clause 3 (iii) of the Order is not applicable to the Company.
- (iv) The Company has not granted any loans, has not made investments, has not provided any guarantees and security to directors or to any other parties during the year. Accordingly, clause 3 (iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public during the year. Accordingly, clause 3 (v) of the Order is not applicable to the Company.
- (vi) The Central Government has prescribed maintenance of cost records for the company under sub section (1) of section 148 of the Companies Act, 2013 for the products manufactured by the company and such accounts and records have been made and maintained. However, we have not made a detailed examination of such records.
- (vii) (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Excise Duty, Customs Duty, Value Added Tax, Cess and other statutory dues applicable to it with the appropriate authorities. According to the information



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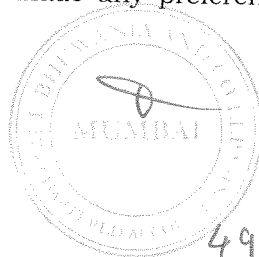
and explanations given to us, no undisputed amounts payable were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

- (b) According to the records of the Company, there are no dues of Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited on account of any dispute.

The disputed amount in respect of Income Tax is as under:

Sr. No.	Name of the Statute	Description	Accounting Period	Amount (Rs.)	Forum where dispute is pending
1	Income Tax Act, 1961	Income Tax Dispute – 43B disallowances	1992-1993	3,21,069	The Appellate Tribunal

- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to banks during the year. The Company has not taken any loan or borrowing from financial institutions, government and has not issued debentures during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and through term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable to the Company.
- (x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The company has not paid or provided for managerial remuneration during the year. Accordingly, clause 3 (xi) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of

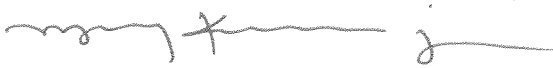


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shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.

- (xv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) of the Order is not applicable to the Company.

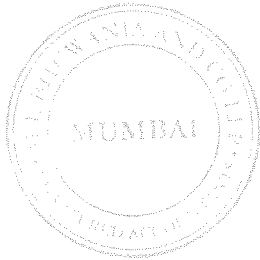
For and on behalf of
M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W / W100197



Vijay Kumar Jain
Partner
Membership No.108374

Place: Mumbai
Date: 26th May, 2017

F- 11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



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Annexure- B referred to in paragraph titled as "Report on the Internal Financial Controls under clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013" ("the Act")

We have audited the internal financial controls over financial reporting of Triochem Products Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

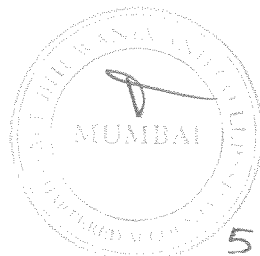
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



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Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.


Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

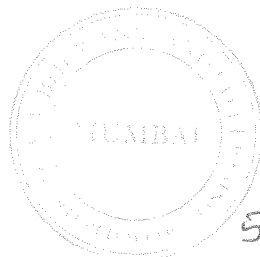
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W / W100197


Vijay Kumar Jain
Partner
Membership No.108374

Place: Mumbai
Date: 26th May, 2017

F- 11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.



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Triochem Products Limited
Balance Sheet as at 31st March, 2017

Particulars	Note No.	March 31, 2017 Rs.	March 31, 2016 Rs.
I EQUITY AND LIABILITIES			
1 Shareholder's funds			
a Share capital	1	2,450,000	2,450,000
b Reserves & surplus	2	52,354,139	46,491,064
2 Non current liabilities			
a Deferred tax liabilities (Net)	3	1,621,250	2,163,433
3 Current liabilities			
a Short - term borrowings	4	28,554,457	46
b Trade payables	5	16,606,994	17,543,082
c Other current liabilities	6	136,553	112,621
d Short - term provisions	7	1,057,287	1,487,169
Total		102,780,680	70,247,415
II ASSETS			
1 Non - current assets			
a Fixed assets			
i Tangible assets	8	16,376,781	18,475,922
ii Intangible assets		8,003	22,000
iii Capital Work - in - Progress		-	387,602
b Non - current investment	9	-	36,848,329
c Long - term loans and advances	10	4,742,616	4,045,871
2 Current Assets			
a Inventories	11	21,951,035	3,335,771
b Trade receivables	12	24,452,370	-
c Cash & bank balance	13	4,015,328	3,677,137
d Short term - loans and advances	14	31,119,277	3,366,608
e Other current assets	15	115,270	88,175
Total		102,780,680	70,247,415
Contingent Liabilities and Commitments	16		

Significant Accounting Policies

& Notes on Financial Statements

1 to 40

The notes referred above form an integral part of the Balance Sheet

As per our report of even date attached

For M L BHUWANIA AND CO LLP

Chartered Accountants

Firm Registration No. 101484W / W100197

For and on behalf of the Board

Mahabirprasad S. Deora

Director

DIN : 01073326

Puran Parmar

Chief Financial Officer

Vijay Kumar Jain

Partner

Membership No. 108374

Place : Mumbai

Dated : 26th May, 2017

F - 11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India

Ramu S Deora

Director

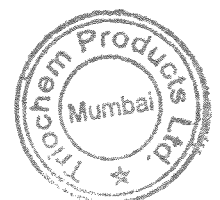
DIN : 00312369

Place : Mumbai

Dated : 26th May, 2017

Sandeep Patel

Company Secretary



Triochem Products Limited

Statement of Profit and Loss for the Year Ended 31st March, 2017

Particulars	Note No.	2016 - 2017 Rs.	2015 - 2016 Rs.
Revenue from operation	17	180,619,425	231,120,254
Other income	18	1,680,039	249,724
Total Revenue		182,299,464	231,369,978
Expenses:			
a Cost of materials consumed	19	161,582,280	163,739,297
b Purchases of stock - in - trade	20	5,566,000	9,252,000
c Changes in Inventories of finished goods work - in - progress and stock - in - trade	21	(15,390,227)	32,874,310
d Employee benefits expenses	22	6,703,938	5,019,352
e Finance costs	23	622,939	1,923,300
f Depreciation & amortization expense	8	2,766,410	2,698,895
g Other expenses	24	12,236,602	10,700,175
Total Expenses		174,087,942	226,207,329
Profit before exceptional and extraordinary items & tax		8,211,522	5,162,649
Exceptional items		-	-
Profit before extraordinary items and tax		8,211,522	5,162,649
Extraordinary items		-	-
Profit before tax		8,211,522	5,162,649
Tax expenses:			
1 Current tax			
Current years		2,904,500	1,946,000
Earlier years		(13,870)	(29,223)
2 Deferred tax		(542,183)	(170,252)
Profit for the period		5,863,075	3,416,124
Earning Per Equity Share (Nominal value of Share Rs.10 each)	25		
1 Basic		23.93	13.94
2 Diluted		23.93	13.94

Significant Accounting Policies

& Notes on Financial Statements

1 to 40

The notes referred above form an integral part of the Balance Sheet

As per our report of even date attached

For and on behalf of the Board

For M L BHUWANIA AND CO LLP

Chartered Accountants

Firm Registration No. 101484W / W100197

Mahabirprasad S. Deora

Director

DIN : 01073326

Puran Parmar

Chief Financial Officer

Vijay Kumar Jain

Partner

Membership No. 108374

Place : Mumbai

Dated : 26th May, 2017

F - 11, 3rd Floor, Manek Mahal,

90, Veer Nariman Road, Churchgate,

Mumbai - 400 020, India

Ramu S Deora

Director

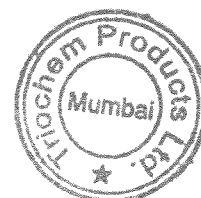
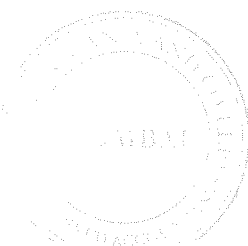
DIN : 00312369

Place : Mumbai

Dated : 26th May, 2017

Sandeep Patel

Company Secretary



Triochem Products Limited
Cash Flow Statement for the Year Ended 31st March, 2017

	2016 - 2017	2015 - 2016
	Rs.	Rs.
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & Extraordinary Items	8,306,022	5,252,149
Adjustment for:		
Depreciation	2,766,410	2,698,895
Interest Received	-164,408	-42,916
Interest Paid	528,439	1,833,800
Dividend Received	-107,600	-146,638
Unrealised Exchange (Gain) / Loss	275,034	-424,764
Loss/(Profit) on sale of Investment	-281,752	345,245
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	11,322,145	9,515,771
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Loans & Advances	-30,145,138	885,437
Trade & Other Receivables	-24,488,531	2,232,830
Inventories	-18,615,264	38,814,703
Trade and Other Payables	-873,884	16,683,885
Cash Generated from Operations	-62,800,671	68,132,626
Direct Taxes paid	-2,003,314	-269,130
NET CASH FROM OPERATING ACTIVITIES	-64,803,985	67,863,496
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including Capital Work in Progress	-265,670	-1,110,743
Purchase of Investments	-	-41,846,638
Sale of Investments	37,130,081	5,804,373
Dividend Received	107,600	146,638
Interest Received	144,194	47,638
NET CASH USED IN INVESTING ACTIVITY	37,116,204	-36,958,732
C CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	-528,439	-1,833,800
Proceeds/(Repayment) of Borrowings	28,554,411	-34,999,957
NET CASH USED IN FINANCING ACTIVITY	28,025,972	-36,833,757
NET CHANGES IN CASH & CASH EQUIVALENTS (A + B + C)	338,191	-5,928,993
OPENING BALANCE OF CASH & CASH EQUIVALENTS	3,677,137	9,606,130
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	4,015,328	3,677,137
	338,191	-5,928,993

Notes: Closing Balance of Cash & Cash Equivalents

1 Cash and Cash Equivalents Includes:

CASH IN HAND

140,332

48,062

BALANCE WITH SCHEDULED BANKS

IN CURRENT ACCOUNT

3,874,996

3,629,075

4,015,328

3,677,137

2 Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

As per our report of even date attached

For M L BHUWANIA AND CO LLP

Chartered Accountants

Firm Registration No. 101484W / W100197

For and on behalf of the Board

Mahabirprasad S. Deora

Mahabirprasad S. Deora

Puran Parmar

Director

Chief Financial Officer

DIN : 01073326

Ramu S Deora

Sandeep Patel

Director

Company Secretary

DIN : 00312369

Place : Mumbai

Dated : 26th May, 2017

Vijay Kumar Jain

Partner

Membership No. 108374

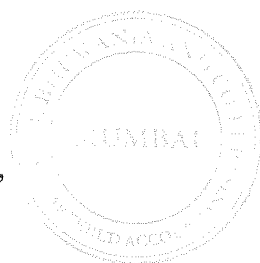
Place : Mumbai

Dated : 26th May, 2017

F - 11, 3rd Floor, Manek Mahal,

90, Veer Nariman Road, Churchgate,

Mumbai - 400 020, India



Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1 SHARE CAPITAL

1 Authorised, Issued, Subscribed and Paid-up Share Capital and par value per share

Particulars	As at 31-Mar-17	As at 31-Mar-16
<u>Authorized Share Capital</u>		
2,50,000 Equity Shares of Rs.10/-par value (Previous Year 2,50,000 Equity Shares of Rs. 10/- par value)	2,500,000	2,500,000
	2,500,000	2,500,000
<u>Issued, Subscribed and Paid Up Share Capital</u>		
2,45,000 Equity Shares of Rs. 10/- par value (Previous Year 2,45,000 Equity Shares of Rs. 10/- par value, fully Paid up)	2,450,000	2,450,000
Total	2,450,000	2,450,000

2 The Reconciliation of the number of shares outstanding at the beginning and at the end of the year 31st March, 2017

Particulars	As at 31-Mar-17		As at 31-Mar-16	
	No of shares	Amount (Rs.)	No of shares	Amount (Rs.)
Number of shares at the beginning	245,000	2,450,000	245,000	2,450,000
Add: Shares issued during the year	-	-	-	-
Less : Shares Bought back (if any)	-	-	-	-
Number of shares at the end	245,000	2,450,000	245,000	2,450,000

3 The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- each. Each holder of equity share is entitled to one vote per share.

4 Shares in the Company held by each shareholder holding more than 5% shares

Name of the shareholders	As at 31st March,2017		As at 31st March,2016	
	Number of Shares held	% held	Number of Shares held	% held
a Mr. Ramu S. Deora	34,500	14.08%	34,500	14.08%
b Mr. Rajesh R. Deora	36,000	14.69%	36,000	14.69%
c Mr. Rajiv R. Deora	34,270	13.99%	34,270	13.99%
d Ramu M. Deora HUF	27,420	11.19%	27,420	11.19%
e Mrs. Grace R. Deora	36,000	14.69%	36,000	14.69%

2 RESERVES & SURPLUS

Particulars	As at 31-Mar-17	As at 31-Mar-16
1 Capital Reserve (as per last year balance sheet)	4,000	4,000
2 General Reserve (as per last year balance sheet)	17,785,667	17,785,667
3 Surplus		
Opening Balance	28,701,398	25,285,274
Add : Net Profit after Tax Transferred from Statement of Profit & Loss	5,863,075	3,416,124
Amount available for appropriation	34,564,473	28,701,398
Less : Appropriations	-	-
Total	52,354,139	46,491,064



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

3 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31-Mar-17	As at 31-Mar-16
Deferred Tax Liabilities		
- on account of difference in depreciation as per books and income tax	1,717,719	2,254,313
- on account of other matters	38,994	50,699
Total (A)	1,756,713	2,305,012
Less: Deferred Tax Assets		
- on account of Expenses allowable under income tax on payment basis	135,463	141,579
Total (B)	135,463	141,579
Total (A - B)	1,621,250	2,163,433

4 SHORT TERM BORROWINGS

Particulars	As at 31-Mar-17	As at 31-Mar-16
Secured Loans		
Other Loans and Advances		
From the Bank (Refer Note : 1)		
a State Bank of India - Export Packing Credit	28,554,457	46
Total	28,554,457	46

Note :

- The above loan from State Bank of India, Banker of the Company, is secured primarily against 1st charge on the Company's Current Assets

5 TRADE PAYABLES

Particulars	As at 31-Mar-17	As at 31-Mar-16
Sundry Creditors for Goods (Refer Note : 1)	14,020,509	16,468,920
Sundry Creditors for Expenses (Refer Note : 1)	2,586,485	1,074,162
Total	16,606,994	17,543,082

Note :

- There are no dues to Micro Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. This disclosure is based on the information available with the Company.

6 OTHER CURRENT LIABILITIES

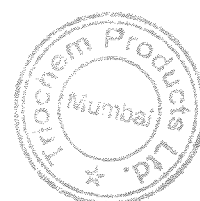
Particulars	As at 31-Mar-17	As at 31-Mar-16
Other Liabilities		
a Statutory Liability	112,121	88,189
b Other Liabilities	24,432	24,432
Total	136,553	112,621

7 SHORT TERM PROVISIONS

Particulars	As at 31-Mar-17	As at 31-Mar-16
Provision for Employee Benefits		
a Provision for Leave Encashment	164,941	126,669
Others		
a Provision for Income Tax (Net of Advance Tax)	892,346	1,360,500
Total	1,057,287	1,487,169



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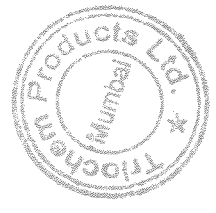
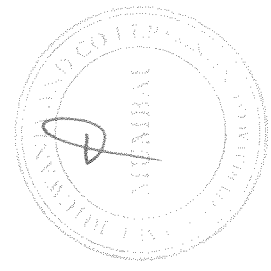


Triochem Products Limited

8 FIXED ASSETS

(Amount in Rs)

Sr No	Description	Gross Carrying Amount		Accumulated Depreciation / Amortization			Net Carrying Amount		
		As at 1st April, 2016	Additional during the year	As at 31st March 2017	Up to 1st April, 2016	Provided During the year	Deductions / Adjustments during the year	As at 31st March 2017	As at 31st March 2016
1 Tangible Assets									
1	Land (Free Hold)	38,791	-	38,791	-	-	-	38,791	38,791
2	Buildings (Refer Note: 26)	5,250,486	-	5,250,486	4,127,180	48,673	4,175,853	1,074,633	1,123,306
3	Plant & Equipments	42,006,989	60,008	42,066,997	24,850,366	2,569,392	27,419,758	14,647,239	17,156,623
4	Furniture & Fixtures	690,851	95,000	785,851	656,308	24,592	680,900	104,951	34,543
5	Vehicles	427,393	-	427,393	406,023	-	406,023	21,370	21,370
6	Office Equipments	2,025,788	498,264	2,524,052	1,924,499	109,756	2,034,255	489,797	101,289
	Total (A)	50,440,298	653,272	51,093,570	31,964,376	2,752,413	34,716,789	16,376,781	18,475,922
	Previous Year	46,450,818	3,989,480	50,440,298	29,279,478	2,684,898	31,964,376	18,475,922	
2 Intangible Assets									
	Total (B)	49,762	-	49,762	27,762	13,997	41,759	8,003	22,000
	Previous Year	49,762	-	49,762	27,762	13,997	41,759	8,003	22,000
	Fixed Assets Total (A+B)	50,490,060	653,272	51,143,332	31,992,138	2,766,410	34,758,548	16,384,784	18,497,922
	Previous Year	46,500,580	3,989,480	50,490,060	29,293,243	2,698,895	31,992,138	18,497,922	



Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

9 NON - CURRENT INVESTMENT

Particulars	Face Value	As at 31 Mar 2017		As at 31 Mar 2016	
		Quantity	Amount	Quantity	Amount
Non Traded (At Cost)					
Investments in Mutal Fund Instrument - Unquoted					
a SBI Premier Liquid Fund - Direct Plan - Weekly Divided	Rs 1,000/-	-	-	34,717.825	36,848,329
Total			-		36,848,329

10 LONG TERM LOANS & ADVANCES

Particulars	As at 31-Mar-17	As at 31-Mar-16
Unsecured, Considered Good		
Balance with Government Authorities	3,909,110	1,731,242
Security Deposits	762,555	762,055
Other Loans & Advances		
a Prepaid Expenses	70,951	102,604
b Advance Income Tax (Net of Provision for Taxation)	-	1,449,970
Total	4,742,616	4,045,871

11 INVENTORIES

Particulars	As at 31-Mar-17	As at 31-Mar-16
Raw Material	3,640,213	433,364
Packing Material	134,370	116,182
Work in Process	1,486,172	5,675
Finished Goods	16,690,280	2,780,550
Total	21,951,035	3,335,771

12 TRADE RECEIVABLES

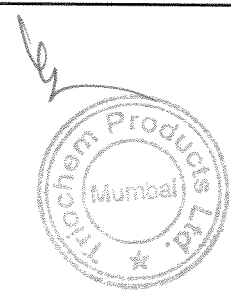
Particulars	As at 31-Mar-17	As at 31-Mar-16
(Unsecured, Considered Good)		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Others	24,452,370	-
Total	24,452,370	-

13 CASH & BANK BALANCES

Particulars	As at 31-Mar-17	As at 31-Mar-16
Cash and Cash Equivalents:		
Balance With Banks:		
In Current Account	3,874,996	3,629,075
Cash on Hand	140,332	48,062
Total	4,015,328	3,677,137



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

14 SHORT TERM LOANS & ADVANCES

Particulars	As at 31-Mar-17	As at 31-Mar-16
(Unsecured, Considered Good)		
<u>Others :</u>		
Advance Recoverable in Cash or Kind	158,733	554,288
Balance with Government Authorities	4,542,788	2,291,070
Prepaid Expenses	372,242	357,176
Advance to Supplier	25,894,080	-
Advance to Gratuity Fund	151,434	164,074
Total	31,119,277	3,366,608

15 OTHER CURRENT ASSETS

Particulars	As at 31-Mar-17	As at 31-Mar-16
Interest Receivable	63,130	42,916
Export Incentive Receivable	52,140	45,259
Total	115,270	88,175

16 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at 31-Mar-17	As at 31-Mar-16
<u>Contingent Liability:-</u>		
a Disputed Tax Liability	321,069	321,069

17 REVENUE FROM OPERATION

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
<u>Sales of Product</u>		
a Finished Goods Sold (Refer Note : 1 (a))	177,547,299	230,762,297
b Traded Goods Sold (Refer Note : 1 (b))	5,972,661	9,369,412
<u>Other Operating Revenue</u>		
a Sale of Scrap	26,089	19,835
b Export Incentive	331,425	226,581
	183,877,474	240,378,125
Less : Excise Duty	3,258,049	9,257,871
Total	180,619,425	231,120,254

Note :

1 Details of Products Sold

a Finished Goods Sold

Bulk Drugs	177,547,299	230,762,297
Total	177,547,299	230,762,297

b Traded Goods Sold

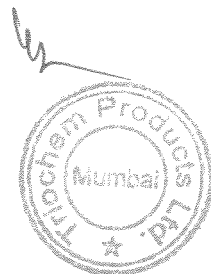
Bulk Drugs	5,972,661	9,369,412
Total	5,972,661	9,369,412

18 OTHER INCOME

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
<u>Interest Income</u>		
a Interest Received on Security Deposit	70,168	42,916
b Interest Received on Income Tax Refund	94,240	-



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Other Non Operating Income

a Net Gain on Foreign Currency Transactions	1,126,280	
b Dividend from Non Trade Non Current Investment	107,600	146,638
c Profit on Sale of Non Traded Investment	281,752	-
d Miscellaneous income	-	60,170
Total	1,680,039	249,724

19 COST OF RAW MATERIALS CONSUMED

<u>Particulars</u>	<u>For the Year 2016 - 2017</u>	<u>For the Year 2015 - 2016</u>
1 Raw Material (Refer Note : 1 & 2)		
Opening Stock	433,364	6,167,448
Add : Purchases	163,557,626	158,440,776
	163,990,990	164,608,224
Less : Sale of Raw Material	-	1,273,370
Less : Closing Stock	3,640,213	433,364
Consumption of Raw Material	160,350,777	162,901,490
Total (A)		
2 Packing Material (Refer Note : 1)		
Opening Stock	116,182	320,653
Add : Purchases	1,249,691	846,996
	1,365,873	1,167,649
Less : Sale of Packing Material	-	213,660
Less : Closing Stock	134,370	116,182
Consumption of Packing Material	1,231,503	837,807
Total (B)		
Total (A + B)	161,582,280	163,739,297

Note :

1 Item wise Consumption of Cost of Material Consumed

a Copper Sulphate	23,706,183	9,681,708
b Iodine	130,355,966	146,350,008
c Packing Material	1,231,503	837,807
d Other	6,288,628	6,869,774
Total	161,582,280	163,739,297

2 Value of Imported and Indigenous Raw Material Consumed

a Imported	67%	107,368,866	78%	126,927,686
b Indigenous	33%	52,981,911	22%	35,973,804
Total	100%	160,350,777	100%	162,901,490

20 PURCHASES OF STOCK IN TRADE

<u>Particulars</u>	<u>For the Year 2016 - 2017</u>	<u>For the Year 2015 - 2016</u>
Bulk Drugs	5,566,000	9,252,000
(Refer Note : 1)		
Total	5,566,000	9,252,000

Note :

1 Details of Purchases

a Piperazine Citrate	1,137,500	1,545,000
b Povidone Iodine	3,678,500	7,332,000
c Other	750,000	375,000
Total	5,566,000	9,252,000



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

21 CHANGES IN INVENTORIES

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
a Finished Goods		
Opening Stock of Finished Goods	2,780,550	35,653,550
Closing Stock of Finished Goods	16,690,280	2,780,550
Change in Stock of Finished Goods	Total (A) <u>(13,909,730)</u>	<u>32,873,000</u>
b Work in Progress		
Opening Stock of Work in Progress	5,675	6,985
Closing Stock of Work in Progress	1,486,172	5,675
Change in Stock of Work in Progress	Total (B) <u>(1,480,497)</u>	<u>1,310</u>
	Total (A + B) <u>(15,390,227)</u>	<u>32,874,310</u>

22 EMPLOYEE BENEFITS EXPENSES

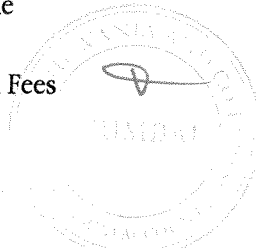
Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
Salaries & Wages	6,283,074	4,738,099
Contribution to Provident Fund & Other Funds	266,207	280,878
Staff Welfare Expenses	154,657	375
	Total <u>6,703,938</u>	<u>5,019,352</u>

23 FINANCE COST

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
Interest Expenses		
a Interest on Export Packing Credit from Bank	528,439	481,063
b Interest on Loan from Director	-	1,352,737
c Interest on Income Tax	94,500	89,500
	Total <u>622,939</u>	<u>1,923,300</u>

24 OTHER EXPENSES

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
1 Consumption of Stores and Spares Parts (Refer Note : 1)	2,500	-
2 Power and Fuel	5,108,353	3,969,954
3 Repairs and Maintenance		
Plant and Machinery	645,142	268,540
Building	304,483	264,018
Others	108,550	43,076
4 Insurance	1,051,405	734,852
5 Rates and Taxes	90,124	120,905
6 Rent	16,082	12,635
7 Payment to Auditors (Refer Note : 2)	181,125	374,847
Miscellaneous :		
8 Water Charges	182,121	127,016
9 Donation	964,000	111,000
10 Labour Charges	2,226,176	1,853,906
11 Freight and Forwarding	136,386	220,195
12 Listing Fees	229,000	224,720
13 Postage and Telephone	68,177	66,570
14 Interest and Penalty	13,180	28,227
15 Legal and Professional Fees	365,122	468,012



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

16 Registrar & Share Transfer Fee	87,508		75,326	
17 Sales Commission	-		3,900	
18 Bank Charges	68,968		73,007	
19 Other Expense	380,128	4,720,766	315,901	3,567,780
20 Loss on Foreign Currency Transactions (Net)		-		988,927
21 Loss on Sale of Investment (Net)		-		345,245
22 Investment Expenses		8,072		9,396
Total		12,236,602		10,700,175

Note :

1 Value of Imported and Indigenous Stores & Spares Consumed

Item	For the Year 2016 - 2017		For the Year 2015 - 2016	
	% of Consumption	Value in Rs.	% of Consumption	Value in Rs.
Imported	-	-	-	-
Indigenous	100%	2,500	-	-
Total	100%	2,500	-	-

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
-------------	--------------------------	--------------------------

2 Payment to Auditors

a as Auditor

Audit Fees	75,000		105,000
Tax Audit Fees	25,000		35,000
Limited Review	37,500		45,500
b Certification	10,000		35,000
c Other Law Matter	10,000		107,000
d Service Tax	23,625		47,347
Total	181,125		374,847

25 EARNING PER SHARE

Particulars	As at 31-Mar-17	As at 31-Mar-16
a Profit attributable to Equity Shareholders (Rs.)	5,863,075	3,416,124
b No. of Equity Share outstanding during the year.	245,000	245,000
c Face Value of each Equity Share (Rs.)	10	10
d Basic & Diluted earning per Share (Rs.)	23.93	13.94

26 SEGMENT REPORTING

1 The Company has got only one Primary Business Segment namely Pharmaceuticals.

2 The information about the Geographical Secondary Segment are as under:

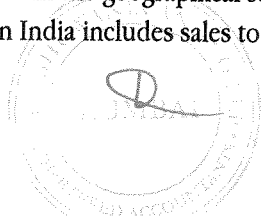
Particulars	Within India	Outside India	Total
a Segment Revenue	174,646,764	5,972,661	180,619,425
	(219,889,191)	(11,231,063)	(231,120,254)
b Segment Assets	101,199,560	1,581,120	102,780,680
	(70,247,415)	-	(70,247,415)
c Addition to Fixed Assets	653,272	-	653,272
	(3,989,480)	-	(3,989,480)

Note :

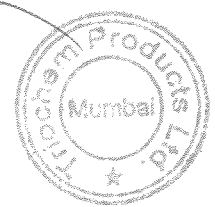
1 Segment Assets are disclosed based on their geographical location.

2 The segment revenue in the geographical segments considered for disclosure are as follows:-

a Revenue within India includes sales to customers located within India.



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

b Revenue outside India includes sales to customers located outside India.

3 Figures in brackets are in respect of previous year.

27 RELATED PARTY DISCLOSURES

1 Key Managerial Person

Mr. Ramu S. Deora (Director)

2 Name of Related Parties

G Amphray Laboratories

G Amphray Pharmaceuticals Pvt Ltd

Triochem Laboratories Pvt Ltd

Triochem Products Gratuity Fund

Mr. Rajesh R. Deora

Nature of Relationship

Key Managerial Person is Proprietor

Relative of Key Management have control

Relative of Key Management have control

Key Managerial Person is Trustee

Son of Director

3 Transactions that have taken place during the year and balance at the year end with related parties.

Particulars	Nature of Transaction	For the Year 2016 - 2017	For the Year 2015 - 2016
a G Amphray Laboratories			
	Purchases of Goods	17,048,036	29,566,834
	Sales of Goods	176,738,541	223,452,348
	E Payment of Expenses & Reimbursement Paid	3,100,600	915,722
b G Amphray Pharmaceuticals Pvt Ltd			
	Purchases of Goods	4,982,063	8,248,500
c Triochem Laboratories Pvt Ltd			
	Purchases of Goods	10,086,669	-
d Mr Ramu S. Deora			
	Loan Taken During the year	-	2,500,000
	Loan Repaid During the year	-	37,500,000
	Interest Paid	-	1,352,737
e Triochem Products Gratuity Fund			
	Contribution Paid	12,640	70,615
	Outstanding at the year end	151,434	164,074
f Mr. Rajesh R. Deora			
	Sale of Shares	-	18,939

28 EMPLOYEE BENEFIT

As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee Benefits as defined in the said Accounting Standards are given below :-

1 Defined Contribution Plan

Contribution to Defined Contribution Plan recognised as an expenses for the year are as under :

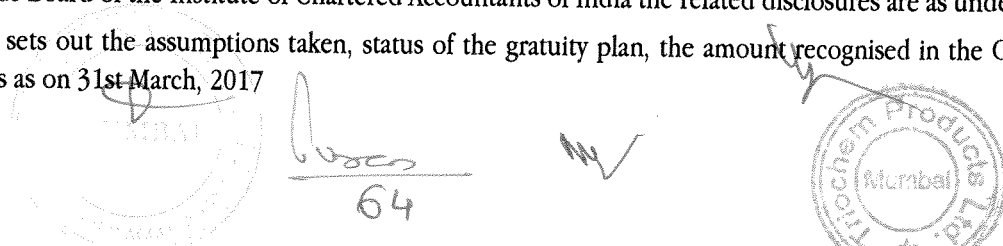
Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
Employer's Contribution to Providend Fund	202,109	184,337

2 Defined Benefit Plan

Gratuity which is defined benefits are accrued based on actuarial valuation as at balance sheet date by an independent actuary. The Company has Schemes for long-term benefits Gratuity. In case of funded scheme, the funds are recognized by the Income tax authorities and administered through trustees / appropriate authorities and the contribution is charged to the Statement of Profit and Loss. In terms of the Guidance on implementing the revised AS 15, issued by the Accounting Standards Board of the Institute of Chartered Accountants of India the related disclosures are as under:

The following table sets out the assumptions taken, status of the gratuity plan, the amount recognised in the Company Financial Statements as on 31st March, 2017

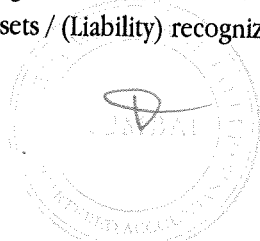
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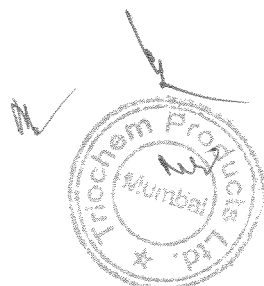
Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
a Mortality	IALM (06-08) Ult	IALM (06-08) Ult
Discount Rate	7.47%	8.00%
Rate of Increase in Compensation	4.00%	4.00%
Rate of Return (expected) on plan assets	9.00%	9.00%
Withdrawal rates (upto age 45)	2.00%	2.00%
Withdrawal rates (46 and above)	1.00%	1.00%
b Changes in present Value of Obligations		
PVO at beginning of period	589,323	489,687
Interest Cost	47,146	37,951
Current Services Cost	88,730	65,972
Benefits Paid	-	-
Actuarial (Gain) / Loss on obligation	(83,838)	(4,287)
PVO at end of period	641,361	589,323
c Changes in fair value of plan assets		
Fair value of plan Assets at beginning of period	518,708	435,459
Adjustment to Opening Fair Value of Plan Assets	70,615	54,230
Expected Return on Plan Assets	53,000	44,100
Contributions	-	-
Benefit Paid	-	-
Actuarial Gain / (Loss) on plan assets	(20,991)	(15,081)
Fair Value of Plan Assets at end of period	621,332	518,708
d Fair Value of Plan Assets		
Fair Value of Plan Assets at beginning of period	518,708	435,459
Adjustment to Opening Fair Value of Plan Assets	70,615	54,230
Actual Return on Plan Assets	32,009	29,019
Contributions	-	-
Benefit Paid	-	-
Fair Value of Plan Assets at end of period	621,332	518,708
Funded Status	(20,029)	(70,615)
Excess of actual over estimated return on Plan Asset	(20,991)	(15,081)
e Actuarial Gain / (Loss) Recognized		
Actuarial Gain / (Loss) for the period (Obligation)	83,838	4,287
Actuarial Gain / (Loss) for the period (Plan Assets)	(20,991)	(15,081)
Total Gain / (Loss) for the period	62,847	(10,794)
Actuarial Gain / (Loss) Recognized for the period	62,847	(10,794)
Unrecognized actuarial Gain / (Loss) at end of period	-	-
f Amounts to be recognized in the balance sheet and statement of Profit and Loss Account		
PVO at end of period	641,361	589,323
Fair Value of Plan Assets at end of period	621,332	518,708
Funded Status	(20,029)	(70,615)
Unrecognized actuarial Gain / (Loss)	-	-
Net Assets / (Liability) recognized in the balance sheet	(20,029)	(70,615)



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

g Expense recognized in the statement of Profit and Loss Account

Current Services Cost	88,730	65,972
Interest Cost	47,146	37,951
Expected Return on Plan Assets	(53,000)	(44,100)
Net Actuarial (Gain) / Loss recognized for the period	(62,847)	10,794
Expense recognized in the statement of Profit and Loss Account	20,029	70,617

h Movements in the Liability recognized in Balance Sheet

Opening Net Liability	70,615	54,228
Adjustment to Opening Fair Value of Plan Assets	(70,615)	(54,230)
Expenses as above	20,029	70,617
Contribution paid	-	-
Closing Net Liability	20,029	70,615

i Experience Anyalasis - Liabilities

Actuarial (Gain) / Loss due to change in bases	12,844	(6,221)
Experience (Gain) / Loss due to Change in Experience	(96,682)	1,934
Total	(83,838)	(4,287)
Experience Anyalasis - Plan Assets		
Experience (Gain) / Loss due to Change in Plan Assets	20,991	15,081

j Schedule VI Details

Current Liability	20,029	70,615
Non - Current Liability	621,332	518,708

Note :

1 The above information have been given based on information provided by an independent actuary.

29 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
Raw Material	109,561,015	120,932,136

30 DETAILS OF DIVIDEND REMITTED OUTSIDE INDIA IN FOREIGN CURRENCIES AS FOLLOWS :- Nil

31 EXPENDITURE IN FOREIGN CURRENCY

Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
Bank Charges	7,498	26,241

32 EARNINGS IN FOREIGN CURRENCY

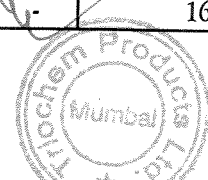
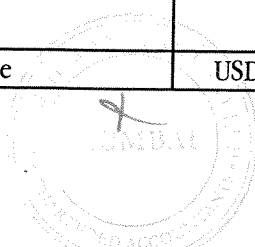
Particulars	For the Year 2016 - 2017	For the Year 2015 - 2016
F O B Value of Goods Exported	5,972,661	11,231,063
Freight on Export	131,905	501,785
Insurance on Export	3,760	7,119
Total	6,108,326	11,739,967

33 DERIVATIVES

Unhedged: The year end Foreign Currency exposures that have not been hedged by a derivative instrument as outstanding are as under:

a Amount receivable in foreign currency on account of the following

Particulars	Foreign Currency	As at 31-Mar-17		As at 31-Mar-16	
		Amount in Rs.	Amount in Foreign Currency	Amount in Rs.	Amount in Foreign Currency
Payable	USD	-	-	16,468,920	248,400



Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Receivables	USD	1,581,120	24,400	-	-
-------------	-----	-----------	--------	---	---

34 Details of Specified Bank Notes held and transacted during the demonetization period (8th November, 2016 to 30th December, 2016) as provided in the table below:

Particulars	Specified Bank Notes	Other Denomination Denomination Notes	Total
Closing cash in hand as on 08.11.2016	26,500	4,881	31,381
(+) Permitted receipts	-	74,000	74,000
(-) Permitted payments	-	21,655	21,655
(-) Amount deposited in Banks	26,500	-	26,500
Closing cash in hand as on 30.12.2016	-	57,226	57,226

35 Balances of Trade receivable, Trade payable, Loans & Advances are subject to confirmation and consequential adjustments, if any

36 In the opinion of the Board, amounts of Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to at which they are stated.

37 CORPORATE INFORMATION

Triochem Products Limited (the 'Company') is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE). The Company was established in 1972 as a Manufacturer & Exporter of Pharmaceutical Bulk Drugs, APIs & Chemicals.

38 Other Significant Accounting Policies

(a) BASIS OF PREPARATION OF FINANCIAL STATEMENT

The financial statements are prepared under the historical cost convention on an accrual basis and in accordance with the applicable accounting standards and the relevant provisions of the Companies Act, 2013.

(b) USE OF ESTIMATES

The preparation and presentation of financial statements in conformity with the Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on that date of the financial statements and the reported amounts revenue and expenses during the reporting period. Difference between the actual result and the estimates are recognized in the period in which the results are known / materialized.

(c) INVENTORY VALUATION

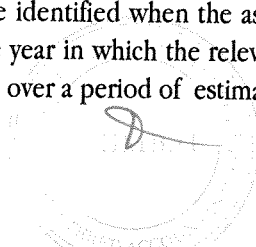
Inventories of Raw Material, Packing Material, Stores & Spares, Traded Goods, Finished Goods and Work in Progress are valued at Lower of Cost and Net Realizable Value. The Cost is arrived at FIFO basis for Raw Material, Packing Material, Stores & Spares and Traded Finished Goods. Cost for Work in Process and Finished Goods is arrived at on estimated cost basis.

(d) REVENUE RECOGNITION

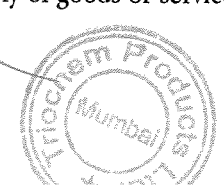
- 1 Revenue from sale of goods is recognized when ownership in goods is transferred to the customers, which is at the point of dispatch. Sales are accounted net of sales return and Value Added Tax wherever applicable.
- 2 Dividend income is recognised when the company's right to receive dividend is established by the reporting date.
- 3 Interest income is recognised on a time proportion basis taking in to account the amount invested and the rate of interest.

(e) FIXED ASSETS AND DEPRECIATION

- 1 Fixed assets are stated at cost less accumulated depreciation / amortisation
- 2 Depreciation on tangible fixed assets is provided on written down value method at the rates and manner specified in the schedule II to Companies Act, 2013.
- 3 Intangible assets are identified when the assets are expected to provide future enduring economic benefits. The assets are identified in the year in which the relevant asset is put to use in the production or supply of goods or services. The assets are amortised over a period of estimated useful life as determined by the management.



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

- Expenditure on Computer Software is amortised over a period of three years on straight line method.

(f) FOREIGN CURRENCY TRANSACTION

1 All transaction in foreign currency is recorded at the exchange rate prevailing on the date of transaction. All foreign currency Assets and Liabilities not covered by forward contract are reinstated at the exchange rates prevailing at the year end, gain or loss on this are recognised to the Statement of Profit and Loss as exchange rate difference. In respect of transaction covered by forward contract the difference between the contract rate and the spot rate on the date of transaction is charged to statement of profit and loss over the period of contract.

(g) INVESTMENTS

1 Investments are either classified as Current or Long Term based on Management's intention at the time of purchase. Long Term Investments are stated at cost of acquisition. Provision for diminution in value of Investments is made only if such decline is other than temporary in the opinion of the management. Current Investments are valued at lower of cost or fair value of the investments.

(h) EMPLOYEE BENEFIT

- 1 Liabilities in respect of defined benefit plans other than Provident Fund are determined based on actuarial valuation made by an independent actuary as at the balance sheet date. The actuarial gains or losses are recognised immediately in the Statement of Profit and Loss.
- 2 Contribution payable to the recommended Provident Fund and ESIC payments have been charged to revenue.
- 3 Short term employee benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

(i) LEASE

- 1 Lease rental in respect of assets acquired under operating leases are charged of to the statement of profit and loss.
- 2 Leases, where the lesser effectively retains substantially all the risk and benefits of ownership of leased item, are classified as operating leases
- 3 Leases in which the company does not transfer substantially all the risk and benefits of ownership of the assets are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straightline basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost, etc. are recognised immediately in the statement of profit and loss.

(j) EARNING PER SHARE

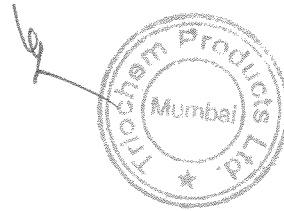
1 Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of share outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares except where the result would be anti-dilutive. The number of shares used in computing diluted earning per share comprises the weighted average number of shares considered for deriving basis earning per share, and also the weighted average number of equity share, which could have been issued on the conversion of all dilutive potential equity share.

(k) TAXATION

- 1 Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of the Income Tax Act, 1961.
- 2 Provision for Deferred Tax is made for all timing differences arising between taxable income and accounting income at rates that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognised only if there is a certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.



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Triochem Products Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(l) IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the assets. If such recoverable amount of the assets is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if previously assets impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at the recoverable amount subject to a maximum amount depreciated historical cost.

(m) PROVISION & CONTINGENT LIABILITY


The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote no provision or disclosure is made.


39 The closing stock is meant for export and accordingly no provision for excise duty is required to be made.

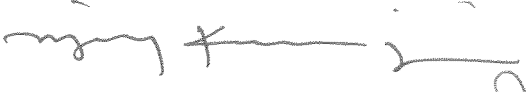
40 The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III.


As per our report of even date attached
For M L BHUWANIA AND CO LLP
Chartered Accountants
Firm Registration No. 101484W / W100197

For and on behalf of the Board

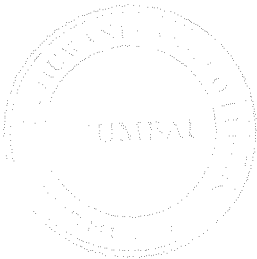

Mahabirprasad S. Deora
Director
DIN : 01073326


Puran Parmar
Chief Financial Officer


Vijay Kumar Jain
Partner
Membership No. 108374
Place : Mumbai
Dated : 26th May, 2017
F - 11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India


Ramu S Deora
Director
DIN : 00312369
Place : Mumbai
Dated : 26th May, 2017


Sandeep Patel
Company Secretary



Form No. SH-13
Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules, 2014]

To
Triochem Products Limited
4th Floor, Sambava Chambers,
Sir. P. M. Road, Fort, Mumbai 400 001

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, which to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the vent of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE OF NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature



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Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to Sub-Section 3 of Section 72 of the Companies Act, 2013 and Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014]

To

Triochem Products Limited

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

I/We hereby cancel the nomination(s) made by me/us in favour of _____
(name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of _____ as
nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in
the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE OF NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature



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To,

M/s. Sharex Dynamic (India) Pvt Ltd

Unit: Triochem Products Limited

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

Updating of Shareholder Information

I/We request you to record the following information against our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholder)	
Telephone No. with STD Code.:	
Mobile No.:	
Email Id:	

*Self-attested copy of the document(s) enclosed

Bank Details:

IFSC; (11 digit)	
MICR: (9 digit)	
Bank Account Type:	
Bank Account No.:	
Name of the Bank:	
Bank Branch Address;	

*A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company / RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder



[Handwritten signature]

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Triochem Products Limited

CIN: L24249MH1972PLC015544

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

Phone: 022 22663150, E-mail: investor@triochemproducts.com, Website: www.triochemproducts.com

Form No.: MGT - 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and

Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Regd. Folio No.		*DP ID	
No. of Shares held		*DP ID	

I / We, being the member(s) of _____ Shares of the above named Company, hereby appoint:

1). Name & Address: _____

Email Id: _____ Signature _____ or failing him / her

2). Name & Address: _____

Email Id: _____ Signature _____ or failing him / her

3). Name & Address: _____

Email Id: _____ Signature _____ or failing him / her

and whose signature are appended below as my / our proxy to attend and vote for me / us and on my / our behalf at the 45th Annual General Meeting of the Company, to be held on Saturday, the 26th day of August, 2017 at 03.00 p.m. at 4th Floor, Sambava Chambers, Sir P M Road, Fort, Mumbai - 400001 and at any adjournment thereof in respect of such resolution as are indicated below:

Sl. No. of Resolution (as in the Notice annexed)

1	2	3	4	5
---	---	---	---	---

(Tick Mark the Sl. No. of Resolution of Which the Proxy is appointed)

Signed this _____ day of _____ 2017

Member's Folio/DP ID-Client ID No.: _____

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp



[Handwritten signature]

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Triochem Products Limited

CIN: L24249MH1972PLC015544

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

Phone: 022 22663150, E-mail: investor@triochemproducts.com, Website: www.triochemproducts.com

BALLOT FORM

Sr. No.	Particulars	Details
1.	Name and Registered Address of the Sole/First named Shareholder	
2.	Name(s) of the Joint Holder(s) (if any)	
3.	Registered Folio No./ DP ID No. and Client ID No.	
4.	Number of Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Forty Five Annual General Meeting (AGM) of the Company to be held on Saturday, August 26, 2017, by sending my / our assent or dissent to the said Resolution by placing the tick (Y) mark at the appropriate box below:

Item No.	Resolution	No. of Shares	(FOR)	(AGAINST)
			I / We assent to the resolution	I / We dissent from the resolution
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Board of Directors and Auditors for the financial year ended 31 st March, 2017			
2.	Re-appointment of Mr. Ramu Sitaram Deora as a Director.			
3.	Appointment of M/s KANU DOSHI AND ASSOCIATED LLP, Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration.			
4.	Ratification of Remuneration payable to cost auditors			
5.	Authorization for related party transaction u/s 188 of the Companies Act, 2013			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions printed below carefully before exercising your vote

Instruction

1. The Ballot Form is provided for the benefit of the Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.



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3. For detailed instruction on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolution forming part of the Notice of the AGM.

Process and manner for Member opting to vote by using the Ballot Form

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mrs. Rigini Chokshi, Practicing Company Secretary (Membership No.: FCS1436) at the office of Company's Registrar & Transfer Agent.
2. The Form should be signed by the Member as per the Specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballots not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (Y) marks in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on 19th August, 2017 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Friday, August 25, 2017 (05.00 p.m. IST). Ballot Form received after August 25, 2017 will be strictly treated as if the reply form the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
11. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.triochemproducts.com) and on Service Provider's website (www.cdslindia.com) and communication of the same to the BSE Limited within 48 hours from the conclusion of the AGM.



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Triochem Products Limited

CIN: L24249MH1972PLC015544

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

Phone: 022 22663150, E-mail: investor@triochemproducts.com , Website: www.triochemproducts.com

Form No.: MGT - 12

Polling Paper

**(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014)**

Name of the Company: Triochem Products Limited				
Registered Office: 4 th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400001				
CIN: L24249MH1972PLC015544				
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the First named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2017			
2.	Re-appointment of Mr. Ramu Sitaram Deora as a Director.			
3.	Appointment of M/s KANU DOSHI AND ASSOCIATED LLP, Chartered Accountant as Statutory Auditors of the Company and fixing their remuneration.			
4.	Ratification of Remuneration payable to cost auditors			
5.	Authorization for related party transaction u/s 188 of the Companies Act, 2013			
Place:				
Date:		(Signature of the Shareholder*)		

(*as per Company records)



[Handwritten signature]

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Triochem Products Limited

CIN: L24249MH1972PLC015544

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

Phone: 022 22663150, E-mail: investor@triochemproducts.com , Website: www.triochemproducts.com

ATTENDANCE SLIP

Name of the Attending Member(s):	
*Folio No.:	
DP ID No.:	
Client ID No.:	
No. of Shares :	
I hereby record my presence at the 45 th ANNUAL GENERAL MEETING of the Company held at 4 th Floor, Sambava Chambers, Sir P.M. Road, Fort, Mumbai - 400 001, at 03.00 p.m. on Saturday, the 26 th August, 2017.	
Name of the attending Shareholder/Proxy	
Signature of the attending Shareholder/Proxy	
Notes: 1) A Member / Proxyholder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed. 2) A Member / Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting. *Applicable in case of share held in Physical Form	

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(PAN / Sequence Number)

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The Voting time starts from August 23, 2017 from 09.00 a.m. to ends on August 25, 2017 at 05.00 p.m. The voting module shall be disabled by CDSL for voting thereafter



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