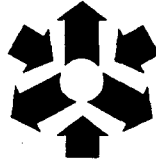


TRANSCHEM LIMITED



32ND ANNUAL REPORT 2008-2009



TRANSCHEM LIMITED

BOARD OF DIRECTORS MR. RAJEN K. DESAI *Chairman*
MR. DILIP SHINDE *Executive Director*
MR. HEMANT LAAD
MRS. BINA SHAH
MR. NEERAV MERCHANT

COMPANY SECRETARY MRS. NEERAJA KARANDIKAR

AUDITORS M/S. L. T. JADAV & CO.

BANKERS HDFC BANK

REGISTERED OFFICE 304, Ganatra Estate, Pokhran Road No. 1,
Khopat, Thane (W) – 400 601.

PLANT Gat No. 379, Village Bebadohol,
Taluka Maval, Dist. Pune – 410 506.

**REGISTRAR & SHARE
TRANSFER AGENT** M/s. Adroit Corporate Services Pvt. Ltd.
19, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (E), Mumbai - 400 059.

TRANSCHEM LIMITED**NOTICE**

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of **TRANSCHEM LIMITED** will be held on Wednesday the 30th day of September, 2009 at Hotel Royal Inn, Gokul Nagar, Thane (W) – 400 601 at 09.30 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2009 and Profit & Loss Account for the year ended on that date along with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Bina Shah, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mr. Neerav Merchant, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditor for the financial year 2009-10 and to fix their remuneration. The retiring Auditors M/s. L.T. Jadav & Co. are eligible for re-appointment.

By order of the Board of Directors
For **TRANSCHEM LIMITED**

PLACE : THANE
DATE : 02-09-2009

(NEERAJA KARANDIKAR)
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be filed with the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting.
2. The Register of members and Share Transfer books of the Company shall remain closed from 28th September 2009 to 3rd October 2009 (both days inclusive).

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed / re-appointed are as follows :

1. **Mrs. Bina Shah :**

Name	:	Mrs. Bina Shah
Age	:	40 years
Qualification	:	B.Com, FCS
Expertise	:	Having expertise in Company Laws, Finance and Accounts.
Other Directorship	:	NIL
2. **Mr. Neerav Merchant :**

Name	:	Mr. Neerav Merchant
Age	:	24 years
Qualification	:	B.A., L.L.B.
Expertise	:	He is an Advocate and has expertise in legal matters
Other Directorship	:	NIL

DIRECTORS REPORT

Dear Members,

Your Directors are pleased to submit their Thirty Second Annual Report, together with the Audited Statement of Accounts of your Company for the financial year ended 31st March 2009.

FINANCIAL RESULTS :**(Rs. In lacs)**

Particulars	Current year ended 31-03-2009	Previous year ended 31-03-2008
Income from Sales	NIL	2753.23
Other Income	245.82	827.86
Gross Profit before Depreciation & Taxation	3.02	733.76
Depreciation	147.95	189.12
Provision for Current Tax	NIL	242.02
Provision for Deferred Tax / Adjustment	(34.73)	(47.75)
Profit / (Loss) after Depreciation & Taxation	(110.20)	350.37

OPERATION:

During the year your company could not commence any business activity. Various business options including revival of Mushroom Division of the Company or to convert the facilities in Software/ Biotechnology SEZ are under consideration. However due to global recession no fruitful step could materialized.

DIVIDEND:

In view of losses your Directors have not recommended any dividend to the equity shareholders.

PERSONNEL:

There is no employee drawing salary exceeding or equal to the limit as prescribed in the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO:

The Company is not required to give information about conservation of energy etc under section 217(1)(e) of the Companies Act, read with the Companies (Disclosure of the particulars in the report of the Board of Directors) Rules, 1988. During the year your company earned NIL foreign exchange and out go was of Rs. 5.82 lacs.

DIRECTORS:

Mrs. Bina Shah & Mr. Neerav Merchant, Directors, shall retire by rotation in the ensuing Annual General Meeting and being eligible offers themselves for re-appointment.

DEPOSITS:

The Company has not invited or accepted any deposits from public during the year.

TRANSCHEM LIMITED

INDUSTRIAL RELATIONS:

The industrial relations continued to be cordial throughout the year.

CORPORATE GOVERNANCE:

The Board has been committed to adopt, besides any obligations under relevant laws or regulations, relevant best practices for Corporate Governance. Further, the Company is regular in filing and submitting compliance reports on Corporate Governance to the Stock Exchange wherein it is listed and has fully implemented all the requirements of Clause 49 of the Listing Agreement.

AUDIT COMMITTEE:

Pursuant to the Companies Act, 1956 and Clause 49 of the Listing agreement Board of Directors has constituted an audit Committee. The present constitution of Audit Committee is of three Non-Executive Directors, majority of them being Independent Directors. Mrs. Bina Shah, a Fellow member of the Institute of Company Secretaries of India is an expert in the financial matter. Mr. Hemant Laad and Mr. Rajen Desai, are holding Bachelor Degree in Commerce, have financial literacy. Mrs. Bina Shah a Non-Executive Independent Director is the Chairperson of the said committee.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to section 217(2AA) of the Companies (Amendment Act) 2000, the Directors of the Company state as under that:

- (i) in the preparation of annual accounts, applicable Accounting Standards have been followed.
- (ii) the Directors had selected such accounting policies and consistently applied them and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit / loss for the year.
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) the Directors had prepared annual accounts on a going concern basis.

AUDITORS:

M/s. L.T. Jadav & Co., Chartered Accountants of Mumbai, will retire as Auditors of the Company at the conclusion of the ensuing Annual General Meeting and being eligible have expressed their willingness for re-appointment.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation of the support and co-operation received from the Government authorities and the Company's Bankers. Yours Directors also commend the contribution made by the employees.

By order of the Board of Directors
For **TRANSCHEM LIMITED**
(RAJEN DESAI)
CHAIRMAN

PLACE : THANE
DATE : 02-09-2009

MANAGEMENT DISCUSSION & ANALYSIS

The Mushroom Division of the Company that was operated on a 100% EOU is non operational for several years. The Company is having a large chunk of land and building near Pune, Maharashtra where the Mushroom division is located.

As the management of the Company foresees very dim possibility to restart the Mushroom Division, in view of the same it is proposed to convert the facility of mushroom division to other profitable line of business.

The proposals to convert the factory site of the Company into software SEZ / Biotechnology SEZ are under consideration. Final decision be taken only after detailed feasibility study carried out by professionals.



TRANSCHEM LIMITED**CORPORATE GOVERNANCE REPORT**

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below :

A. MANDATORY REQUIREMENTS :**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

The Company's Philosophy on Corporate Governance envisages the attainment of the high level of transparency and accountability in the functioning of the Company and assist the top management of the Company in the efficient conduct of its business internally and externally, including its inter-action with employees, shareholders, creditors, consumers and other stake holders and places due emphasis on regulatory compliance.

The Company believes that its systems and actions must be dovetailed for enhancing corporate performance and maximizing shareholders value in the long term.

2. BOARD OF DIRECTORS :**COMPOSITION AND CATEGORY :**

- 1 Promoter, Non-Executive Director.
- 1 Professional Executive Director.
- 3 Independent, Non-Executive Directors.

Independent Directors are Directors, who apart from receiving sitting fees do not have any other material pecuniary relationship or transactions with the Company.

The composition of the Board of Directors during the financial year and also the number of other Board of Directors or Board Committees of which the director is a member / Chairman are as under:

Sr. No.	NAME OF DIRECTOR	CATEGORY OF DIRECTORSHIP	NUMBER OF OTHER DIRECTORSHIPS (#1)	TOTAL NUMBER OF MEMBER-SHIP(S) IN OTHER BOARD COMMITTEES (#2)
1	Mr. Rajen K. Desai, Chairman	Promoter, Non-Executive	1	NIL
2	Mr. Hemant Laad	Independent, Non-Executive	NIL	NIL
3	Mrs. Bina Shah	Independent, Non-Executive	NIL	NIL
4	Mr. Neerav Merchant	Independent, Non-Executive	NIL	NIL
5	Mr. Dilip Shinde	Executive Director	NIL	NIL

#1 Excludes Directorships in Indian Private Limited Companies, Membership of Managing Committees of various bodies.

#2 Includes Chairmanships, memberships of Audit Committee & Shareholders Grievance Committee only.

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING :

During the financial year ended 31st March 2009, Five Board Meetings were held on 30th April 2008, 31st July 2008, 28th August 2008, 23rd October 2008 & 31st January 2009. The attendance of each Director at Board Meeting and the last Annual General Meeting (AGM) is as under:

32ND ANNUAL REPORT 2008-2009

Sr. No.	NAME OF DIRECTOR	Number of Board Meetings Attended	Attendance at last AGM held on 30-09-08
1	Mr. Rajen K. Desai	5	Present
2	Mr. Hemant Laad	5	Present
3	Mrs. Bina Shah	5	Present
4	Mr. Neerav Merchant	5	Absent
5	Mr. Dilip Shinde	5	Absent

3. AUDIT COMMITTEE :**BROAD TERMS OF REFERENCE :**

The terms of reference of this Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

The terms of reference of the Audit Committee include the following :

- Reviewing the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of statutory auditors, fixation of Audit fees and also to approve payment to auditors for other services.
- Reviewing the quarterly and annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and legal requirement concerning financial statements.
- Reviewing the adequacy of internal control systems and its function, ensuring compliance of internal control systems and reviewing the Company's financial and risk management policies.
- Reviewing the reports furnished by the statutory auditors and to ensure suitable follow-ups thereon.

COMPOSITION OF AUDIT COMMITTEE :

The Audit Committee comprises of three Non-Executive Directors, majority of them being Independent Directors. The head of Finance & Accounts and the representative of the Statutory Auditors are permanent invitees to the Audit Committee. Mrs. Bina Shah the present Chairperson of the Committee is a Non-Executive Independent Director having expertise in accounting and financial matters.

MEETINGS AND ATTENDANCE :

During the financial year ended 31st March 2009, five Audit Committee Meetings were held on 30th April 2008, 31st July 2008, 28th August 2008, 23rd October 2008 and 31st January 2009.

The attendance of members at the Audit Committee Meetings are as under :

Sr. No.	Member	No. of meetings attended
1.	Mrs. Bina Shah	5
2.	Mr. Hemant Laad	5
3.	Mr. Rajen Desai	5

The minutes of the Audit Committee Meetings are being noted by the Board of Directors at the subsequent Board Meetings.

INTERNAL AUDITORS :

The Company has in-built system of internal checks to review the internal control systems of the Company and to report thereon. The reports of such reviews are being submitted to the Audit Committee on regular basis.

TRANSCHEM LIMITED**4. REMUNERATION COMMITTEE :****BRIEF DESCRIPTION OF TERMS OF REFERENCE :**

- To review, assess and recommend the appointment and remuneration of whole-time / Executive Directors.
- To periodically review the remuneration package of whole-time Directors and to recommend suitable revision to the Board.

COMPOSITION :

The Remuneration Committee comprises of three Directors, of which, one is promoter, Non-Executive Director and two are independent, Non-Executive Directors. The Chairperson of the Committee is a Non-Executive, Independent Director nominated by the Board.

The present constitution of the Remuneration Committee is as follows :

1. Mrs. Bina Shah : Chairperson, Independent, Non-Executive
2. Mr. Rajen Desai : Member, Promoter, Non-Executive
3. Mr. Hemant Laad : Member, Independent, Non-Executive

During the financial year 2008-09 no meeting of Remuneration Committee were held.

REMUNERATION POLICY :**REMUNERATION TO EXECUTIVE DIRECTORS AND / OR WHOLE-TIME DIRECTOR :**

Remuneration to Executive Directors and / or Whole-time Directors is reviewed and recommended by the Remuneration Committee to the Board and thereafter, if required, approved by shareholders in General Meeting.

The remuneration policy is directed towards rewarding performance based on review of achievements. It is aimed at attracting and retaining high caliber talent.

The Company does not currently have a stock option plan or performance linked incentives for its Directors.

DETAILS OF REMUNERATION TO ALL DIRECTORS FOR THE YEAR ENDED 31st MARCH 2009 :

The details of remuneration paid to all the Directors during the financial year are as follows :

Name of the Director	Salary	Benefits	Commission	Sitting Fees	Total (Rs.)	Service Contract / Notice Period
Mr. Rajen K. Desai	NIL	NIL	NIL	16500	16500	Retirement by rotation
Mr. Hemant Laad	NIL	NIL	NIL	15000	15000	Retirement by rotation
Mrs. Bina Shah	NIL	NIL	NIL	16500	16500	Retirement by rotation
Mr. Neerav Merchant	NIL	NIL	NIL	7500	7500	Retirement by rotation
Mr. Dilip Shinde	210000	NIL	NIL	NIL	210000	Retirement by rotation

5. SHARE TRANSFER & INVESTORS GRIEVANCE COMMITTEE :**FUNCTIONS :**

The Board has constituted a share Transfer & Investors Grievance Committee consisting of three members, chaired by the promoter, Non-Executive Director. As the Company has appointed M/s. Adroit Corporate Services Pvt. Ltd as its Share Transfer Agent, the Share Transfer & Investor Grievance Committee holds meetings only occasionally when requirement arises. The Compliance Officer of the Company has been authorized to approve the transfer of shares as submitted by the Registrar & Share