



TRANSCHEM LIMITED

37TH ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS

MR. RAJEN K.DESAI

Chairman

MR. DILIP SHINDE

Executive Director

MRS. BINA SHAH

MR. NEERAV MERCHANT

MR VINAYAK G. VENGURLEKAR

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.

PLANTS

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.

CIN

L24100MH1976PLC019327

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the members of **TRANSCHEM LIMITED** will be held on Tuesday the 30th day of September, 2014 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 2014 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 Mr. Dilip Shinde, Director who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s. L.T. Jadav & Co, Chartered Accountants (Firm Registration No. 118218W), the retiring Auditors of the Company be reappointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit”

SPECIAL BUSINESS:

4. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“Resolved that pursuant to the provisions of sections 149,152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Neerav B Merchant (DIN: 00222393), whose period of office liable to determined by retirement of director by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September 2014, not liable to retire by rotation.”

5. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“Resolved that pursuant to the provisions of sections 149,152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Bina Sanjeev Shah (DIN : 00349612), whose period of office liable to determined by retirement of director by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September 2014, not liable to retire by rotation.”

6. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“Resolved that pursuant to the provisions of sections 149,152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vinayak G. Vengurlekar (DIN: 02801019), who was appointed as additional director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as Director of the Company and shall be liable to retire by rotation.”

By Order of the Board
For Transchem Limited

Place: Mumbai
Date: 06/09.2014

(NEERJA 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. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent 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. The Register of members and Share Transfer books of the Company shall remain closed from 22nd September 2014 to 27th September 2014 (both days inclusive).
4. The explanatory statement pursuant to Section 102(1)) of the Companies Act, 2013 in respect of Special business to be transacted in the meeting is annexed hereto.
5. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act,2013 read with Rules 19(1) of the Companies (share Capital and Debentures) Rules,2014. Members desiring to avail of this facility may send their nomination in the prescribed form No.SH.13 duly filled in to M/s. Adroit Corporate Services Pvt. Ltd having their office at 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.
6. Members are requested to:
 - a) Intimate to the Company’s Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - b) Intimate to the respective Depository Participant, changed if any, in their registered addresses at an early date, in case of shares held in electronic/dematerialized form;
 - c) Quote their folio number/ client ID/DP ID in all correspondence;
 - d) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

7. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Annual Report for the year 2013-14, Notice for the Annual General Meeting (AGM), etc., are being sent, in electronic mode to such of the members, of the company whose e-mail addresses are available with the Company/Depository participant and who have not opted to receive the same in physical form. Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository participant (in case of Shares held in dematerialised form) or with Adroit Corporate Services Pvt. Ltd (in case of Shares held in physical form).
8. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website <http://www.transchem.net> for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretary@transchem.net.
9. Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered office of the company during normal business hours (9.30 a.m.to 5.30 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

10. Appointment of Directors

None of the proposed appointee director Mrs. Bina Shah, Mr. Neerav Merchant and Mr. Vinayak G. Vengurlekar hold any share in the Capital of Company in their own name.

None of the Directors of the Company is inter-se related to each other.

In respect of the information to be provided under clause 49 of the Listing Agreement pertaining to the Directors being appointed, Members are requested to kindly refer to the Annexure to the Notice.

11. Voting through electronic means

In compliance with the provisions of section 108 of the companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide to its Members the facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means. The businesses may be transacted through e-Voting Services provides by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

- (i) Open your web browser during the voting period from 24th September 2014 (10.00 am) to 26th September 2014 (6.00 pm) and Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Transchem Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

- (xvii) The voting period begins on 24th September 2014 at 10.00 a.m. and ends on 26th September 2014 at 6.00 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 of 22nd September 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xviii) 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.
- (xix) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September 2014.
- (xx) Mrs. Amita Saxena, Practicing Company Secretary (Membership No. F 3964, CP No. 3438) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses 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.
- (xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.transchem.net and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited

ANNEXURE TO THE NOTICE

Explanatory Statement in respect of the businesses specified as special in the notice pursuant to Section 102(1) of the Companies Act, 2013.

ITEM NO. 4 and 5:

Pursuant to the provisions of section 149 of the companies Act, 2013("the Act") the Board of Directors of the Company should have at least one-third of the total number of directors as independent directors. The tenure of the independent Directors will be for a period of five years and the provisions relating to retirement of Directors by rotation shall not be applicable to Independent Directors.

Pursuant to Clause 49(1)(A) of the listing Agreement, if the Chairman of the Company is a Non-Executive Director at least one-third of the Board shall comprise of independent Directors.

The Board recommends the appointment of Mrs. Bina Shah and Mr. Neerav Merchant, as independent Directors, in accordance with the provisions of section 149 read with Schedule IV to the Act, to hold office for a term upto five consecutive years on the Board of Directors of the Company with effect from the date of the Annual General Meeting. The Company has received Notices in writing from Members along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mrs. Bina Shah and Mr. Neerav Merchant, as independent Directors.

The Company has also received the declarations from the above mentioned independent Directors to the effect that they meet with the criteria of independence as prescribed both under sub-section(6) of section 149 of the Act and clause 49 of the Listing Agreement. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act, read with the relevant, Rules and the Listing Agreement for their respective appointment as Independent Director and they are independent of management.

Brief Profile of the independent Directors to be appointed the nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanship of Board committees, shareholding in the company, etc., as stipulated in Clause 49 of the Listing Agreement with the Stock exchanges are furnished below forming part of notice.

The Board considers that the expertise and knowledge of the above mentioned Directors would be of immense benefit and value to the company and it is desirable to continue to avail their services as Independent, Directors. Accordingly the Board recommends the Ordinary Resolutions in relation to appointment of Mrs. Bina Shah and Mr. Neerav Merchant, respectively, as independent Directors for approval by the shareholders of the company.

All the independent Directors being appointees may be deemed to be interested in the Resolutions for their respective appointments as set out in Item Nos. 4 and 5 of the Notice. The relatives of Mrs. Bina Shah and Mr. Neerav Merchant, may be deemed to be interested in the Resolutions set out, respectively, at Item Nos. 4 and 5 of the Notice to the extent of their shareholding interest if any in the Company

Except as provided above, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution set out at Item Nos. 4 and 5 of the Notice. This Explanatory Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchanges of India Limited

ITEM NO. 6:

Some of the shareholders who claim to hold in aggregate about 26% shares in the capital of the Company filed a petition before Company Law Board in September 2013. Company represented the matter before the CLB and after receipt of Company's reply the complainant shareholders agreed to withdraw the complaint on consented terms. One of the term was to appoint their nominee on the Board of the Company. As per the policy of the Company to act and cooperate with shareholder, Management of the Company appointed Mr. Vinayak G. Vengurlekar (DIN: 02801019) as additional director on the Board. Pursuant to the Act, his term of appointment as additional director is going to conclude on the conclusion of ensuing annual general meeting. Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, 2013.

Accordingly the Board recommends the Ordinary Resolutions in relation to appointment of Mr. Vinayak G. Vengurlekar, as nominee Directors for approval by the shareholders of the company

Mr. Vinayak G. Vengurlekar, proposed nominee director may be deemed to be interested in the Resolutions for his appointments as set out in Item Nos.6 of the Notice. The relatives of Mr. Vinayak G. Vengurlekar, may be deemed to be interested in the Resolutions set out, at Item Nos. 6 of the Notice to the extent of their shareholding interest if any in the Company

Except as provided above, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution set out at Item Nos. 6 of the Notice. This Explanatory

Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchanges of India Limited

THE FOLLOWING ADDITIONAL INFORMATION AS REQUIRED BY SCHEDULE V TO THE COMPANIES ACT, 2013 IS GIVEN BELOW:

1. General Information:

- i) Nature of Industry : Company is engaged in production of Mushroom, However due to various reasons the plant is not working for considerable time.
- ii) Date or expected date of commencement of commercial production:
The company was incorporated on 11th November 1976 and commenced business since that date.
- iii) In Case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable
- iv) Financial performance based on given indicators – The Net profit / (Loss) for last three years was:

Year	Net Loss (Rs Lacs)
2010-11	280.69
2011-12	333.69
2012-13	131.61

- v) Foreign investments or collaborations, if any: NIL

2. Information about the appointee:

Name of the Director	Mr. Dilip Shinde	Mrs. Bina Shah	Mr. Neerav Merchant	Mr. Vinayak G Vengurlekar
DIN	01763995	00349612	00222393	02801019
Date of Birth	01.06.1961	23.03.1969	12.03.1985	29.05.1968
Date of Appointment on Board	10.03.2008	31.01.2005	31.01.2005	30.12.2013
Qualification	B.Com, LLB, Diploma in Labour Law Welfare, Master in Personal Management	B.Com, FCS	LLB.	M.Sc., MMS
Expertise	Labour Laws & welfare Personal Management	Company Law matters, Finance	Legal	Finance
No. of Directorships held in other public Companies (Excluding Pvt Companies)	NIL	NIL	NIL	NIL
Chairman/ membership of other Companies	NIL	NIL	NIL	NIL
Shareholding	100	NIL	NIL	NIL
Relationship with directors & KMP	NIL	NIL	NIL	NIL

For **TRANSCHEM LIMITED**

PLACE : THANE
DATE : 06.09.2014

(NEERAJA KARANDIKAR)
COMPANY SECRETARY

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to submit their Thirty Seventh Annual Report, together with the Audited Statement of Accounts of your Company for the financial year ended 31st March 2014.

FINANCIAL RESULTS

(Rs. in lacs)

	Year ended 31 st March, 2014	Year ended 31 st March, 2013
Income	184.18	246.61
Gross Profit/(Loss) before Depreciation & Taxation	75.27	27.05
Depreciation	152.13	153.55
Provision for Current Tax	3.00	NIL
Provision for Deferred Tax/Adjustment	0.57	5.11
Profit/(Loss) after Depreciation & Taxation	(80.43)	(131.61)

OPERATION:

During the year your company has not carried out any business activity. Various business options to revive the Mushroom Division of the Company were considered however due to national and international economic scenario none of them appeared feasible. Your directors are looking out for economic feasibility to set-up a unit for research of new pharmaceutical molecules.

DIVIDEND:

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

PERSONNEL:

During the financial year 2013-14, there was no employee drawing salary exceeding or equal to the limit as prescribed under 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 u/s. 217 (1) (e) OF THE COMPANIES ACT 1956:

a) Conservation of Energy:

Your company is not carrying out any manufacturing activity, except prudent use of energy resources not taking any specific step towards conservation of energy.

b) Technology Absorption:

Your company is not using any specific technology.

c) Research & Development:

Your company is not carrying out any specific research.

d) Foreign Exchange Earnings and Outgo:

During the year there was neither any Foreign Exchange earning nor outgo.

DIRECTORS:

Some of the shareholders who claim to hold in aggregate about 26% shares in the capital of the Company filed a petition before Company Law Board in September 2013. Company represented the matter before the CLB and after receipt of Company's reply the complainant shareholders agreed to withdraw the complaint on consented terms. One of the terms was to appoint their nominee on the Board of the Company. As per the policy of the Company to act and cooperate with shareholder, Management of the Company appointed Mr. Vinayak G. Vengurlekar (DIN: 02801019) as additional director on the Board effective 30th December 2013. Pursuant to the Act, Mr. Vinayak G. Vengurlekar, being additional director