



TRANSCHEM LIMITED

38TH ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

MS. BINA SHAH

Chairperson

MR. DILIP SHINDE

Executive Director

MR. NEERAV MERCHANT

MR. RAJEN K DESAI

MR VINAYAK G. VENGURLEKAR

COMPANY SECRETARY

MRS. NEERAJA KARANDIKAR

STATUTORY 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 Eighth Annual General Meeting of the members of **TRANSCHEM LIMITED** will be held on Wednesday the 30th day of September, 2015 at Hotel Ginger (formerly known as Hotel Royal Inn), Gokul Nagar, L B S Marg, 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 2015 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. Rajen Desai, Director who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass 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 read with the companies (Audit and Auditors) Rules 2014. 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 for the financial year 2015-16, 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”

For Transchem Limited

Place: Mumbai
Date: 05.09.2015

(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. 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 28th September 2015 to 2nd October 2015 (both days inclusive).
4. 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.

5. 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.
6. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Annual Report for the year 2014-15, 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).
7. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2014-15 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.
8. Relevant documents referred to in the accompanying Notice 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.

9. **Appointment of Directors**

Mr. Rajen Desai, the promoter director is liable to retire by rotation at the annual general meeting and being eligible offer himself for reappointment. He holds 1759396 shares in his 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 is provided in the Notice.

10. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 26th September 2015 (9:00 am) and ends on 29th September 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Transchem Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to amitavijay1994@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM and attendance Slip [for members whose email IDs are not registered with the Company/Depository Participants(s)] or requesting physical copy the initial password is provided as per the letter sent with the report. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date ie. 23rd September 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at secretary@transchem.net or to its RTA at info@adroitcorporate.com by mentioning their Folio no. DP ID and client Id.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mrs. Amita Saxena, Company Secretary, (FCS 3964, CP 3438) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.transchem.net and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Information required under Clause 49 of the Listing Agreement with respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under:

Name of the Director	Mr. Rajen Desai
DIN	00382740
Date of Birth	29.09.1949
Date of Appointment on Board	18.11.1976
Qualification	B.Com.
Expertise	Finance and administration
No. of Directorships held in other public Companies (Excluding Pvt Companies)	2
Chairman/ membership of other Companies	NIL
Shareholding	1759396
Relationship with directors & KMP	NIL

For **TRANSCHEM LIMITED**

PLACE : Mumbai
DATE : 05.09.2015

(NEERAJA KARANDIKAR)
COMPANY SECRETARY

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to submit their Thirty Eighth Annual Report, together with the Audited Statement of Accounts of your Company for the financial year ended 31st March 2015.

FINANCIAL RESULTS

(Rs. in lacs)

	Current Year ended 31 st March, 2015	Previous Year ended 31 st March, 2014
Income	208.66	184.18
Gross Profit/(Loss) before Depreciation & Taxation	130.66	75.27
Depreciation	107.49	152.13
Provision for Current Tax	0.00	3.00
Provision for Deferred Tax/Adjustment	11.35	0.57
Profit/(Loss) after Depreciation & Taxation	11.82	(80.43)

Pursuant to Schedule II of the Companies Act, 2013 depreciation on fixed assets for the current year has been provided on straight line method over the useful life of assets as determined by government approved valuer. As a result of change in the method of calculation of depreciation the charge on account of depreciation is lower for the year ended 31.03.2015

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 and other viable products.

DIVIDEND AND FUND TRANSFER TO RESERVE:

In view of not having any business activity, your Directors have not recommended any dividend to the equity shareholders. Further there being no significant surplus, no fund has been transferred to reserve.

REPORT ON SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

Your Company is not having any subsidiary, associate or joint venture.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to section 134(5) of the Companies Act, 2013, 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 applied them consistently 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 Act 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.
- (v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In the meeting of Board of Directors held on 14th August 2015, Mr. Rajen Desai steps down as chairman of the Company. Board has appointed Mrs. Bina Shah, an independent director as chairperson of the Board.

Independent directors have submitted declaration of their being independent in terms of Section 149(6) of the Act.

Mr. Rajen Desai, Director, shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Apart from the above there is no change in directors and key managerial personnel during the period under review.

Company has framed a policy for remuneration of its directors and key managerial personnel. The policy is being placed at the web-site of the Company.

NUMBER OF BOARD MEETINGS HELD DURING THE YEAR:

The Board of directors duly met five times during the financial year ended 31st March 2015. The dates on which the meetings were held are 30th May 2014, 13th August 2014, 6th September 2014, 14th November 2014 and 14th February 2015.

EVALUATION OF BOARD AND DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually.

The performance of the Board was evaluated after seeking input from all directors on the basis of the criteria such as the Board effectiveness of Board process, information and functioning etc.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters has been disclosed in the corporate governance report, that forms part of directors' report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Commensurate to its size Company has adequate system of internal controls to safeguard its assets. M/s Vandana V Dodhia & Co. has been appointed as Internal Auditor of the Company.

AUDIT AND OTHER BOARD COMMITTEES:

Pursuant to the Companies Act, 2013 and Clause 49 of the Listing agreement Board of Directors has constituted/renamed following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Risk Management Committee
- Stakeholders Relationship Committee
- Compliance Committee

The details of the aforesaid committees have been provided in the report on Corporate Governance.

AUDITORS:**i) Statutory 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.

ii) Secretarial Auditor

According to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Company has appointed CS Amita Saxena (FCS 3964, CP 3438) as Secretarial auditor. The Secretarial Audit Report submitted by her is enclosed as a part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year company has neither given nor obtained any loan or guarantee. No investment was made by the Company during the year.

RELATED PARTY TRANSACTIONS:

Except payment of salary to executive director and sitting fee to non executive directors Company has not entered into any related party transaction.

CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Corporate Social Responsibility are not applicable to your company as your company has not earned profit during last financial years.

EXTRACTS OF ANNUAL RETURN:

The details forming part of the extracts of annual return in Form MGT 9 is annexed with the report and forming part of it.

PARTICULARS OF EMPLOYEES

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of remuneration of each director to the median remuneration of employees of the Company for the financial year:

Non-executive Directors: No remuneration is being paid to non-executive directors except sitting fee for attending Board Meetings.

Executive Director: Mr. Dilip Shinde – Ratio to median remuneration – 1.17

- b. The Percentage increase in remuneration of Director - There was no increase in remuneration of director

- c. The percentage increase in the median remuneration of employee – 5%

- d. The number of permanent employee on the roll of Company - 10

- e. The explanation on the relationship between average increase in remuneration and Company performance:

Since the Company is not performing well, just to meet the cost of living for the employees a nominal annual increase of 5% was provided to employees.

- f. **Comparison of the remuneration of key managerial personnel against the performance of the Company:**

Average remuneration of key managerial personnel (KMP) INR	188,680
Revenue INR	Nil
Remuneration of KMPs as % of revenue	Not Applicable
Profit / Loss (Before Tax) INR	1,182,179
Total remuneration paid to all KMPs	566,040
Remuneration of KMPs as % of Profit/ Loss	47.88

- g. **Variation in market capitalization of the Company, price earning ratio as at the closing of current financial year and previous financial year:**

Particulars	31.03.2015	31.03.2014	% Change
Market Capitalization (Rs. Crore)	27.11	27.78	- 2.41
Price Earning Ratio	Not applicable as company has no earning	Not applicable as company has no earning	

- h. Percentage increase/ decrease in the market quotations of the shares of company in comparison to the rate at which the company came out with the last public offer: (80.27 %)