



TRANSCHEM LIMITED

40TH ANNUAL REPORT 2016-2017



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| BOARD OF DIRECTORS | MRS. BINA SHAH Chairperson MR. DESAI RAJEN K MR. MERCHANT NEERAV B. MR. SHINDE DILIP S. Executive Director |
| 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, 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. |
| CIN | L24100MH1976PLC019327 |

NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting of the members of **TRANSCHEM LIMITED** will be held on Saturday, the 16th day of September, 2017 at Hotel Ginger (formerly known as 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 2017 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 K Desai, Director (DIN-01763995) 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 M/s. Maheshwari & Co, Chartered Accountants (Firm Registration No. 105834W), be and is hereby appointed as Statutory Auditors of the Company for the financial year 2017-18, 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 the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to regulation 31A(5) read with regulation 31A(7) and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Uniform Listing Agreements entered into by the Company with BSE Limited, the stock exchange where the equity shares of the Company are listed and applicable provisions, if any of the Companies Act, 2013 and the open offer made by Priyanka Finance Private Limited (“Acquirer”) and Mr. Vijay Choraria (“PAC”) in his capacity as the person acting in concert with the Acquirer, to the public shareholder of the Company under regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in accordance with applicable rules, regulations or laws and/or any approval, consent, permission of Securities and Exchange Board of India, stock exchange or any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“Concerned Authorities”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent, approval of the Members of Company be and is hereby accorded to the Board to:

- (i) Re-classify Priyanka Finance Private Limited and Mr. Vijay Choraria as the promoters of the Company; and
- (ii) Re-classify the existing promoters of the Company to public category (i.e. Rajen Desai, Armin Desai, Grandeur Corporation Private Limited, Arangetam Trading Company LLP, Aditya Investments and Communication Limited and Limpid Investments Private Limited).

in terms of regulation 31A of SEBI LODR Regulations.”

“RESOLVED FURTHER THAT post re-classification, the existing promoters will not:

- Hold more than 10% of the fully paid-up equity share capital and voting capital of the Company
- Have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to them shall be terminated.
- Act as key managerial persons for a period of more than 3 years from the date of shareholders approval.
- directly or indirectly exercise control over the affairs of the Company.”



“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations effecting any modifications or changes to the foregoing, entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the resolution), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in this regard, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution.”

PLACE : THANE

DATE : 17/08/2017

For **TRANSCHEM LIMITED**

(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. 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.
4. 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.
5. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Annual Report for the year 2016-17, 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).

Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2016-17 are also available at 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.

6. Relevant documents referred to in the accompanying Notice shall remain 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 and Sundays, up to and including the date of the Annual General Meeting of the Company.

7. Appointment of Directors

Mr. Rajen K Desai, the promoter director is proposed to be retired by rotation at the annual general meeting and being eligible offer himself for reappointment. He holds 9396 shares in his name.

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

The information to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Directors being appointed is given below.

8. 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, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, 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 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 13th September 2017 (9:00 am) and ends on 15th September 2017 (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 9th September 2017, 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:

The copy of this notice along with annual report is being sent to all the members. In addition, the members whose e-mail id is registered with the Company/Depository Participant(s), an e-mail containing user ID and password for casting vote by remote e-voting shall be sent by NSDL at the registered e-mail address of the member(s)

The members(s) whose e-mail ID is not registered with the Company/Depository Participant(s), may obtain a login ID and password for casting his/ her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at toll free number 1800-222-9000.

The member(s) who receives an email from NSDL is advised to take following steps for casting his/her vote by remote e-voting:

- (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. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.



Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

- (ii) Click on Shareholder - Login
- (iii) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (iv) 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.
- (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vi) Select "EVEN" of "Transchem Limited".
- (vii) Now you are ready for remote e-voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.

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

If a Member is already registered with NSDL for remote e-voting, then he/she can use his/ her existing user ID and password for casting the vote. If a member forgets the password, the password can be reset by using "Forget User Details/ Password" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or by contacting NSDL at the toll free number 1800-222-900.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

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.

- VI. 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 of 9th September 2017.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as at the cut-off date i.e. 9th September 2017 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" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VII. 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.
- VIII. 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.
- IX. 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.
- X. 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.

The Results declared along with 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.

XI. Route Map of the venue of the meeting is provided with the report.

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:

Members may note that Priyanka Finance Private Limited (“**Acquirer**”) and Mr. Vijay Choraria (“**PAC**”) in his capacity as the person acting in concert with the Acquirer, made an open offer to the public shareholder of the Company under regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Pursuant to the open offer the Acquirer and the PAC shall become the promoters of the Company and the existing promoters shall be re-classified to public category as under:

- (i) Re-classify Priyanka Finance Private Limited and Mr. Vijay Choraria as the promoters of the Company; and
- (ii) Re-classify the existing promoters of the Company to public category (i.e. Rajen Desai, Armin Desai, Grandeur Corporation Private Limited, Arangetam Trading Company LLP, Aditya Investments and Communication Limited and Limpid Investments Private Limited).

In terms of the SEBI LODR Regulations, the existing promoters hereby undertake that post re-classification they will not:

- Hold more than 10% of the fully paid-up equity share capital and voting capital of the Company
- Have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to them shall be terminated.
- Act as key managerial personnel for a period of more than 3 years from the date of shareholders approval.
- directly or indirectly exercise control over the affairs of the Company.

Post re-classification, the increase in the level of public shareholding shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of SEBI LODR Regulations.”

The Company shall disclose the event of re-classification to the stock exchange as a material event in accordance with the provisions of SEBI LODR Regulations.

Pursuant to the regulation 31A(5) of SEBI (LODR) Regulations 2015, the above re-classification requires approval of members.

The Board recommends the said resolution to be passed as a Special Resolution.

Mr. Rejen Desai, Priyanka Finance Private Limited and Mr. Vijay Choraria are concerned and interested in the resolution to the extent of their shareholding in the Company. None of the others Directors, key managerial persons of the Company or any relatives of such directors/ promoters or key managerial persons are in any way concerned or interested in the proposed resolution except to the extent of their respective shareholding if any in the Company.



The shareholding of M/s Priyanka Finance Private Limited is:

| Sr. No. | Shareholders' category | No. of shares held | Percentage |
|---------|-------------------------------|--------------------|------------|
| 1 | Promoters* | 44,58,340 | 100 |
| 2 | Directors, Manager and KMP's | Nil | 0 |
| 3 | FII / Mutual Fund/ FIs/ Banks | Nil | 0 |
| 4 | Public | Nil | 0 |
| | Total Paid-up Capital | 44,58,340 | 100 |

*Includes Fine Estates Private Limited along with Mr. Vijay Choraria, being the nominee of M/s Fine Estates Private Limited.

For **TRANSCHEM LIMITED**

PLACE : Mumbai
DATE : 17.08.2017

(NEERAJA KARANDIKAR)
COMPANY SECRETARY

Annexure:

Information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 with respect to the Directors retiring by rotation and being eligible, seeking re-appointment:

| | |
|---|----------------------------|
| Name of the Director | Mr. Rajen K 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 | 9396 |
| Relationship with directors & KMP | NIL |

DIRECTORS REPORT

Dear Members,

Your Directors are pleased to submit their fortieth Annual Report, together with the Audited Statement of Accounts of your Company for the financial year ended 31st March 2017.

Financial Results:

(Rs. in lacs)

| Particulars | Current year ended 31.03.2017 | Previous year ended 31.03.2016 |
|---|----------------------------------|-----------------------------------|
| Income | 177.68 | 196.61 |
| Gross Profit/(Loss)before Depreciation & Taxation | 96.10 | 103.70 |
| Depreciation | 101.81 | 101.80 |
| Provision for Current Tax | 0.00 | 0.00 |
| Add/ Less Exceptional Item | (35.52) | 2.78 |
| Profit/(Loss)after Depreciation & Taxation | (41.23) | 4.68 |

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 losses during the year, no fund has been transferred to reserve.

Brief Description of The Company's Working During The Year/State of Company's Affair

Due to various reasons your company could not carry on any business activity. The fund available with the company was parked with the mutual fund on that it has received dividend. All expenses net of other income were transferred to balance sheet as losses. Your directors are considering various options to revive the business of the Company.

Change in the Nature of Business, If Any

There was no change in the nature of business during the year under review.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

One M/s Priyanka Finance Private Limited ("Acquirer") along with Mr. Vijay Choraria ("PAC") has made an Open Offer pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 for substantial acquisition of shares and voting rights accompanied with change in control and management of the Company. The offer is under process as on the date of this report.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

No regulatory order has been passed during the year under review that may impact the going concern status and company's operations in future.

Subsidiaries, Associates and Joint Venture Companies:

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

Auditors' Report

Auditors report is self explanatory; do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.