



TRANSCHEM LIMITED

41ST ANNUAL REPORT 2017-2018



BOARD OF DIRECTORS:

Mrs. Bina Shah - Chairperson

Mr. Rajen K. Desai

Mr. Mukesh J. Jethwani

Mr. Mirza Saeed Kazi

Mr. Neerav B. Merchant

Mr. Dilip S. Shinde - Executive Director

COMPANY SECRETARY Mrs. Neeraja Karandikar

STATUTORY AUDITORS M/s. Maheshwari & Co

BANKERS HDFC BANK LIMITED

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

PLANTS Gat No. 379, Village Bebadohol, Taluka Maval,
District - Pune – 410 506.

**REGISTRAR & SHARE
TRANSFER AGENT** Adroit Corporate Services Private Limited
19, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400 059.

CIN L24100MH1976PLC019327

NOTICE

NOTICE is hereby given that the Forty-first Annual General Meeting of the members of **TRANSCHEM LIMITED** will be held on **Saturday, the 22nd day of September, 2018** at Hotel Ginger (formerly known as Hotel Royal Inn), Gokul Nagar, Lal Bahadur Shastri 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 Financial Statements of the Company as at 31 March 2018 along with the reports of Board 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 (Act), read with 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) the retiring auditors M/s. Maheshwari & Co, Chartered Accountants, (Firm Registration No. 105834W), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM), until the conclusion of Forty-Sixth Annual General Meeting of the Company, to be held in the year 2023 at such remuneration plus applicable taxes, based on the recommendation of the Audit Committee, as may be mutually agreed upon”

SPECIAL BUSINESS:

4. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force) Mr. Mukesh Jagat Jethwani (DIN: 01486791), 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 be and is hereby appointed as Director of the Company.

5. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force) Mr. Mirza Saeed Kazi (DIN: 03348588), 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 be and is hereby appointed as Director of the Company.

6. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Section 196, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 the re-appointment of Mr. Dilip S Shinde, as Executive Director as made by the Board of Directors of the Company in its meeting held on 09 February 2018 for further period of three years effective 01 March 2018 be and is hereby confirmed.

For **TRANSCHEM LIMITED**

(NEERAJA KARANDIKAR)
COMPANY SECRETARY

PLACE : Mumbai
DATE : 04 August 2018

**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 the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 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 Adroit Corporate Services Private Limited 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 Private Limited 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 2017-18, 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 Private Limited (in case of Shares held in physical form).
6. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for 2017-18 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.
7. 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.

8. Appointment of Directors

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

Pursuant to Section 160 of the Act it is proposed to appoint Mr. Mukesh Jagat Jethwani (DIN: 01486791) and Mr. Mirza Saeed Kazi (DIN: 03348588) as Directors of the Company.

Re-appointment of Mr. Dilip S. Shinde as Executive Director as made by the Board is also proposed to be confirmed by the shareholders.

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 (hereinafter referred to as "SEBI Listing Regulations") for the Directors being appointed is annexed as Annexure to the Notice

9. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Act, 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 Regulations and Secretarial Standards, the Company is pleased to provide its 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 19 September 2018 (9:00 am) and ends on 21 September 2018 (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 15 September 2018, 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 way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Transchem Limited wherein you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitavijay1994@gmail.com, email **ID of Scrutinizer** with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free number: 1800-222-990 or send a request at evoting@nsdl.co.in
- 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 15 September 2018.
- VII 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. 15 September 2018 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 number. 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 number: 1800-222-990.
- VIII. 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.
- IX. 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.
- X. 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 casted their votes by availing the remote e-voting facility.
- XI. 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.
- XII. 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.
- XIII. 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 Act

ITEM NO. 4 & 5:

On successful completion of open offer made by Priyanka Finance Private Limited (“**Acquirer**”) and Mr. Vijay Choraria (“**PAC**”) in his capacity as the person acting in concert pursuant to regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Mr. Mukesh Jagat Jethwani



(DIN: 01486791) and Mr. Mirza Saeed Kazi (DIN: 03348588) were appointed as Additional Directors on the Board of Company as their representatives.

Pursuant to the Act, their term of appointment as Additional Director is going to conclude on the conclusion of ensuing Annual General Meeting. Company has received notices in writing from members proposing their candidature for the office of Director under Section 160 of the Act.

Accordingly the Board recommends the Ordinary Resolutions in relation to appointment of Mr. Mukesh Jagat Jethwani (DIN: 01486791) and Mr. Mirza Saeed Kazi (DIN: 03348588), as Directors for approval by the shareholders of the Company

Mr. Mukesh Jagat Jethwani (DIN: 01486791) and Mr. Mirza Saeed Kazi (DIN: 03348588), proposed directors may be deemed to be interested in the resolutions for their appointments as set out in item Nos. 4 and 5 of the Notice. The relatives of Mr. Mukesh Jagat Jethwani (DIN: 01486791) and Mr. Mirza Saeed Kazi (DIN: 03348588), may be deemed to be interested in the resolutions set out 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 SEBI Listing Regulations and Secretarial Standard 2 (SS-2).

Your Directors recommend the resolutions for your approval.

ITEM NO. 6:

Mr. Dilip Shinde, Executive Director who is a Commerce & Law Graduate and holding Diploma in Labour Law & Welfare & Masters Degree in Personal Management was reappointed as Executive Director by the Board of Directors of your Company in its meeting held on 09 February 2018 for further period of three years effective 01 March 2018 on conclusion of his previous tenure.

As per the terms of his appointment Mr. Dilip Shinde shall devote his whole time and attention to the business and affairs of the Company and discharge the duties assigned to him by the Board of Directors of the Company and under various statutes governing the day-to-day business of the Company.

During his tenure of appointment Mr. Dilip Shinde shall be entitled for salary not exceeding ₹ 25,000/- per month with liberty to the Board/ Remuneration Committee to grant such annual increments effective 01 April each year as it may in its absolute discretion determine provided that the basic salary should not exceed ₹ 40,000/- per month. He shall also be entitled for other perquisites and benefits like House Rent Allowance, Medical Allowance and Special Allowances as per the Company's rules subject to a maximum of his basic salary. He shall also be entitled for ex-gratia payment as payable to other employees of the Company.

Except Mr. Dilip Shinde, 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 SEBI Listing Regulations and secretarial standard 2 (SS-2).

Your Directors recommend the resolution for your approval.

For **TRANSCHEM LIMITED**

PLACE : Mumbai
DATE : 04 August 2018

(NEERAJA KARANDIKAR)
COMPANY SECRETARY

Annexure:

Information required under Regulation 36(3) of the SEBI Listing Regulations and as per Secretarial Standard 2 (SS-2) with respect to the Directors proposed to be appointed/ re-appointed:

Name of the Director	Mr. Rajen K Desai	Mr. Dilip S. Shinde	Mr. Mukesh Jagat Jethwani	Mr. Mirza Saeed Kazi
DIN	00382740	01763995	01486791	03348588
Date of Birth	29 September 1949	01 June 1961	26 February 1965	27 March 1976
Date of Appointment on Board	18 November 1976	10 March 2008	25 September 2017	25 September 2017
Qualification	Bachelor of Commerce	Bachelor of Commerce, Bachelor of Laws	Bachelor of Commerce, Chartered Accountant	Bachelor of Commerce
Expertise	Finance and administration	Labour Laws & Welfare, Personal Management.	Auditing and Taxation	Accounts
No. of Directorships held in other Public Companies (Excluding Private Companies)	1	Nil	Nil	Nil
Chairman/ membership of other Companies	Nil	Nil	Nil	Nil
Shareholding	9,396	100	Nil	Nil
Relationship with Directors & KMP	Nil	Nil	Nil	Nil

For other details such as number of meetings of the board attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.