

TRANSCHEM LIMITED

46TH ANNUAL REPORT 2022-2023



BOARD OF DIRECTORS:

Mrs. Bina S. Shah	- Chairperson, Independent Director
Mr. Mirza Saeed Kazi	- Non-Executive Director
Mr. Neerav B. Merchant	- Independent Director
Mr. Mahesh S. Rananavre	- Whole Time Director

CHIEF FINANCIAL OFFICER

- Mr. Mukesh Garach

**COMPANY SECRETARY AND
COMPLIANCE OFFICER**

- Mrs. Neeraja Karandikar

STATUTORY AUDITORS

- M/s. Maheshwari & Co. (Chartered Accountants)

INTERNAL AUDITORS

- M/s. L. T. Jadav & Company (Chartered Accountants)

SECRETARIAL AUDITORS

- Mrs. Amita Saxena, Company Secretary in Practice

BANKERS

- HDFC Bank Limited

REGISTERED OFFICE

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

**REGISTRAR & SHARE
TRANSFER AGENT**

- Link Intime India Private Limited
C -101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083

CIN

- L24100MH1976PLC019327

WEBISTE

www.transchem.net

NOTICE

NOTICE is hereby given that the **Forty-Sixth Annual General Meeting** (AGM) of the members of **TRANSCHEM LIMITED** will be held on Saturday, July 29, 2023 through Video Conferencing / Other Audio Visual Means at 11.00 am to transact the following businesses, the deemed venue for the meeting will be Registered Office of the Company:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mirza Saeed Kazi (DIN 03348588), 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) M/s. SPML & Associates, Chartered Accountants, (Firm Registration No. 136549W), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of Fifty-First AGM of the Company, to be held in the year 2028 at such remuneration plus applicable taxes, based on the recommendation of the Audit Committee, as may be mutually agreed upon”

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

Place: Thane
Date: May 06, 2023

(NEERAJA KARANDIKAR)
COMPANY SECRETARY
Membership No. ACS-10130

Notes:

1. In view of the circular No. 10/2022 issued by Ministry of Corporate Affairs dated December 28, 2022 that is in continuation of Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2022 dated May 05, 2022, and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”), physical attendance of the Members to the AGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM) up to September 30, 2023. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Accordingly the 46th AGM of the Company is being held through VC/OAVM and Members can attend and participate in the 46th AGM through VC/OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.



3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and hence, the attendance slip and proxy form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
4. The Company has appointed Mrs. Amita Saxena, Company Secretary in Practice, (FCS-3964, COP-3438) as the Scrutinizer to conduct e-Voting process in fair and transparent manner.
5. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to amitavijay1994@gmail.com with a copy marked to evoting@nsdl.co.in.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form and also request received for transmission or transposition of securities are to be effected only in dematerialized mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent, Link Intime India Private Limited (Link Intime) for assistance in this regard.
7. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with Link Intime in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC etc., to their DPs in case the shares are held by them in electronic form and to Link Intime in case the shares are held by them in physical form to update the record.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Moreover, SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in continuation of Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 and other related circulars, has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. The folios wherein any one of the cited details are not available on or after October 01, 2023, shall be frozen by the RTA. Members who have not updated their KYC details and/or have not yet registered their nomination are requested to register the same by submitting Form ISR-1 and Form No. SH-13/Form ISR 3. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.
10. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR -4.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holdings in one folio.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Disclosure pursuant to sub-regulation 5 of Regulation 36 of the SEBI Listing Regulations with respect to appointment of Statutory Auditors:

(a) Reason for appointment of Auditors:

The outgoing Statutory Auditors M/s. Maheshwari & Co, Chartered Accountants, (Firm Registration No. 105834W) were appointed by the shareholders at the forty-first AGM of the Company held on September 22, 2018 for a period of five years to hold office from the conclusion of that AGM till the conclusion of the Forty-Sixth AGM. Accordingly M/s. Maheshwari & Co, the present Statutory Auditors would retire at the conclusion of ensuing AGM. Since M/s. Maheshwari & Co has already completed two terms of one year and five years respectively, pursuant to section 139(2) are not eligible for re-appointment. In view of the same the Board of Directors, as per the recommendation of the Audit Committee, has recommended to appoint M/s. SPML & Associates (SPML), a firm of Chartered Accountants (FRN 136549W), as Statutory Auditors of the Company for five years effective from the date of conclusion of ensuing AGM.

(b) Proposed fees payable to the Statutory Auditors along with terms of appointment:

The proposed fee that is to be paid to the Statutory Auditors would be mutually agreed upon between the Board of Directors and the proposed Statutory Auditors based on the recommendation of the Audit Committee. Proposed fees will be at par with the fees paid to the outgoing Statutory Auditors and be decided on various parameters including the volume, scale, complexity, scope of work, activities and functions of the Statutory Auditors for conducting audit of accounts of the Company.

Pursuant to Section 139 of the Companies Act, 2013 the term of appointment is for five years to hold office from the conclusion of 46th AGM till the conclusion of 51st AGM.

(c) Basis of recommendation for appointment of SPML and their credentials:

The recommendations made by the Audit Committee and the Board of Directors of the Company for appointment of SPML as the Statutory Auditors are based on review of their profile and fulfillment of the eligibility criteria prescribed under the Act and the applicable rules made thereunder.

(d) Brief Profile of SPML, proposed Statutory Auditors:

SPML is a firm of Chartered Accountants with more than 35 years of experience having 10 Partners and having own branch offices at 07 cities along with PAN India Presence through its Network Offices. SPML has young team with experienced Senior Management. SPML's current service offerings include Audit & Assurance Services, Management Consultancy Services, Tax Advisory Services, Forensic Audit, Valuation of Financial Assets etc. SPML is one of the very few firms in India, to be eligible and accepted to be empanelled with the Government bodies such as Comptroller & Auditor General of India, Indian Banking Association (IBA), Maharashtra State Electricity Distribution Company Limited, Reserve Bank of India (RBI), State Bank of India (SBI), Union Bank of India and other renowned Banks.

(e) Other disclosure regarding appointment of Statutory Auditors:

It is proposed to appoint new auditor at ensuing AGM that would be held after 45 days from the end of the financial year 2022-23. Further, the retiring auditor has already issued the audit report for the financial year 2022-23. In case the Board Meeting to consider un-audited financial results for the quarter ended June 30,



2023 held prior to AGM date the limited review report on that be issued by the existing auditors. In case the Board Meeting to consider un-audited financial results for the quarter ended June 30, 2023 held after the AGM date the limited review report on that be issued by the new auditors proposed to be appointed at AGM.

14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
15. Since no special business is proposed to be transacted at the ensuing AGM, statement pursuant to Section 102 (1) of the Act is not attached herewith.
16. Instructions for e-Voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The members will be able to view the proceedings on National Securities Depository Limited ("NSDL") e-Voting website at www.evoting.nsdl.com.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.transchem.net. The AGM Notice can also be accessed from the websites of the BSE Limited, the Stock Exchange at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-Voting period begins on Wednesday, July 26, 2023 at 9:00 A.M. (IST) and ends on Friday, July 28, 2023 at 5:00 P.M. (IST) The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, July 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 22, 2023.




How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**