

TRANSGLOBE FOODS LTD

31st
ANNUAL REPORT
2016 - 2017

Name of the Company : Transglobe Foods Limited

CIN : L15400MH1986PLC255807

Directors :

Mr. Prabhakar Khakkhar	- Executive Director & Managing Director
Mr. Ganesh Shelar	- Independent Director
*Mrs. Bhavnaben Khakhar	- Non Executive Director & CFO
** Mr. Manojkumar Ajudia	- Independent Director
#Ms. Nirali Shah	- Non Executive Director
##Mr. Denish Ruparel	- Non Executive Director
##Mr. Brijesh Shah	- Independent Director

**Resigned w.e.f. 5.11.2016*

*** Resigned w.e.f. 17.08.2017*

Appointed w.e.f. 14.11.2016

##Appointed w.e.f. 17.08.2017

Auditors : M/s. Koshal & Associates.
Chartered Accountant

Chief Financial Officer : *Mr. Denish Ruparel

**Appointed w.e.f. 17/08/2017.*

Registered Office : 701/2, Sai Janak Classic, Near Sudhir Phadke,
Flyover, Devidas Lane, Borivali- West,
Mumbai – 400103

Registrar and Share Transfer Agent :

Skyline Financial Services Private Limited
D-153a, First Floor Okhla Industrial Area,
Phase-I, New Delhi - 110020
Email: info@skylinerta.com
Website: www.skylinerta.com

Banker : Allahabad Bank, Borivali (W) Branch

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF TRANSGLOBE FOODS LIMITED WILL BE HELD ON FRIDAY, 29TH SEPTEMBER, 2017, AT 09.30 A.M. AT KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (W), MUMBAI - 400 103 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2017 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2017 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prabhakar Khakkhar (DIN : 06491642) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. Appointment of Auditor:

To consider and if thought fit to pass the following Resolution with or without modification if any, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment **M/s Koshal & Associates**, Chartered Accountants, (Membership No-043746), (who was appointed in the 29th Annual General Meeting, as Statutory Auditor for a period of five years upto the conclusion of the 34th Annual General Meeting to be held during the year 2020) be and is hereby ratified for the financial year 2017-18 as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the auditors based on the recommendation of the Audit Committee."

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 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Nirali Shah (DIN: 07666165), who was appointed as an Additional Director by the Board of Directors at its meeting held on 14th November, 2016, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the

office of Director of the Company, be and is hereby appointed as Independent Director of the Company.”

5. Regularization of Mr. Denish Ruparel (DIN: 07927627) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 2015, Mr. Denish Ruparel (DIN: 07927627), who has been appointed as an Additional Director by the Board of Directors with effect from August 17, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.”

6. Regularization of Mr. Brijesh Shah (DIN:07352957) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 2015, Mr. Brijesh Shah (DIN: 07352957), who has been appointed as an Additional Director by the Board of Directors with effect from August 17, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company.”

Registered Office:

701/2, Sai Janak Classic, 7
Near Sudhir Phadke, Flyover,
Devidas Lane, Borivali- West,
Mumbai – 400103.
CIN:L15400MH1986PLC255807

By Order of the Board
For Transglobe Foods Limited

Sd/-
Prabhakar Khakhar
Chairman
DIN: 06491642

Date: 17/08/2017

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from, 22nd September, 2017 to 29th September, 2017(both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2017.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
6. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, **M/s. Skyline Financial Services Private Limited**, having its office at D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi, Delhi – 110020

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in **securities market**. The

Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.

9. As required details of the Director, seeking Re-appointment/Appointment at the ensuing Annual General Meeting are as follows:

Particulars	Mr. Prabhakar Khakkhar	Ms. Nirali Shah	Mr. Denish Ruparel	Mr. Brijesh Shah
Date of Birth	22/09/1963	25/02/1992	11/11/1979	28/03/1993
Qualification	Graduate in Commerce	Company Secretary	Under Graduate	Company Secretary
Experience	13 Years	3 Years	5 Years	3Years
Date of appointment on the Board of the Company	05/12/2002	14/11/2016	17/08/2017	17/08/2017
Nature of expertise in specific functional Areas	He has wide experience in the field of Finance & Accounts	Experience in the field of Company Law	Experience in the field of Accounts & Finance	Experience in the field of Corporate & Allied Law
Name(s) of other companies in which Directorship held	Rich And Relish Icecream Private Limited Vegdeli Foods India Private Limited	NIL	NIL	Kuber Udyog Ltd Bultry Consultancy Services LLP
Name(s) of other companies in which he is Chairman / Member of the *Committee(s)	NIL	NIL	NIL	Kuber Udyog Ltd
No. of shares held of Rs.10/- each	NIL	NIL	NIL	NIL

*Committees mean Audit Committee, Stakeholders Relationship Committee and Remuneration Committee.

10. Electronic copy of the Notice of the 31st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent on request.

11. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for financial year 2016-2017 will also be available on the Company's website www.transglobefoods.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. 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.

12. PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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; "Transglobe Foods Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for 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.

If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com

- (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 e-voting opens. Click on e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of Transglobe Foods Limited.

- (viii) Now you are ready for 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.

(xii) 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 jayminleads@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:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

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 Downloads section of www.evoting.nsdl.com

If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.

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).

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22nd September, 2017, are entitled to vote on the Resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 a.m. on 26th September, 2017 and will end at 5.00 p.m. on 28th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017 may obtain the login ID and password by sending an email to transglobefoods@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. 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 forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.

A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.

Mr. Jaymin Modi, Practicing Company Secretary, is been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to The Bombay Stock Exchange Limited, The Calcutta Stock Exchange Limited and Ahmedabad Exchange Limited.

A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

Registered Office:

701/2, Sai Janak Classic, 7
Near Sudhir Phadke, Flyover,
Devidas Lane, Borivali- West,
Mumbai – 400103.
CIN:L15400MH1986PLC255807

By Order of the Board
For Transglobe Foods Limited

Sd/-
Prabhakar Khakhar
Chairman
Din: 06491642

Date: 17/08/2017
Place: Mumbai