

**TRANSGLOBE FOODS LIMITED**  
**32ND ANNUAL REPORT**  
**2017-18**



# **TRANSGLOBE FOODS LIMITED**

**CIN - L15400MH1986PLC255807**

## **BOARD OF DIRECTORS**

Mr.Prabhakarbhai Khakkhar	- Managing Director
Mr.Ganesh Shelar	- Independent Director
Ms. Nirali Shah	- Non Executive Director*
Ms.Amisha Dani	- Additional Director**
Mr.Brijesh Shah	- Independent Director

\* Resigned w.e.f 18/05/2018

\*\*Appointed w.e.f 26/05/2018

## **CHIEF FINANCIAL OFFICER (C.F.O)**

Mr. Denish Ruparel

## **AUDITORS**

M/s. Koshal & Associates.  
Chartered Accountant

## **BANKER**

Allahabad Bank, Borivali (W)  
Branch

## **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

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## Notice of the 32<sup>nd</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TRANSGLOBE FOODS LIMITED WILL BE HELD ON THURSDAY, 27<sup>TH</sup> SEPTEMBER, 2018, 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:**

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### **ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2018 and Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2018 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prabhakar Khakhar (DIN : 06491642) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. 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, Mrs. Amisha Mitesh Dani (DIN: 07265134), who was appointed as an Additional Director by the Board of Directors at its meeting held on 26<sup>th</sup> May, 2018, 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 Non- Executive 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: 13/08/2018**

**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, 21<sup>st</sup> September, 2018 to 27<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
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 Khakhar	Mrs. Amisha Dani
Date of Birth	22/09/1963	19/09/1978
Qualification	Graduate in Commerce	B.com
Experience	13 Years	6 Years
Date of appointment on the Board of the Company	05/12/2002	26/05/2018
Nature of expertise in specific functional Areas	He has wide experience in the field of Finance & Accounts	Administration
Name(s) of other Companies in which Directorship held	NIL	Adi Rasayan Limited
Name(s) of other companies in which he is Chairman / Member of the *Committee(s)	NIL	Adi Rasayan Limited
No. of shares held of Rs.10/- each	NIL	NIL

\*Directorship in Private Companies are excluded.

10. Electronic copy of the Notice of the 32<sup>nd</sup> 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 32<sup>nd</sup> 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 32<sup>nd</sup> Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website [www.transglobefoods.com](http://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.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
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 will be as per details given below :
  - 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 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:
  - a. 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](http://www.evoting.nsdl.com).
  - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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.

**Step 2: 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 the Company.
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 [csvahitraassociates@gmail.com](mailto:csvahitraassociates@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on.: 1800 222 990.

**Other Instructions:**

1. The e-voting period commences on Monday, 24<sup>th</sup> September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26<sup>th</sup> September, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 20<sup>th</sup> September 2018, i.e. cut-off date, 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 Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she 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.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first 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 and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.transglobefoods.com](http://www.transglobefoods.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

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CIN:L15400MH1986PLC255807

By Order of the Board  
**For Transglobe Foods Limited**

**Sd/-**  
**Prabhakar Khakhar**  
**Chairman**  
**Din: 06491642**

Date: 13/08/2018  
Place: Mumbai



**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013 ("Act")]**

**ITEM No. 3**

The Board of Directors of the Company appointed Mrs. Amisha Mitesh Dani (DIN: 07265134) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 26th May, 2018 and she holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mrs. Amisha Mitesh Dani (DIN: 07265134) as Non-Executive Independent Director of the Company.

The Company has received from Mrs. Amisha Dani –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

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CIN:L15400MH1986PLC255807

By Order of the Board  
**For Transglobe Foods Limited**

Sd/-  
**Prabhakar Khakhar**  
**Chairman**  
**Din: 06491642**

**Date: 13/08/2018**

**Place: Mumbai**

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report of the company and the Audited Statement of accounts for the year ended March 31, 2018.

### 1. FINANCIAL PERFORMANCE

(Amount Rs.)

PARTICULARS	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
Revenue from Operations	-	1,77,06,520
Other Income	240	-
<b>Total Revenue</b>	<b>240</b>	<b>1,77,06,520</b>
Other Expenses	24,67,500	1,74,11,980
<b>EBITDA</b>	<b>(24,75,618)</b>	<b>3,02,898</b>
Depreciation and Amortization Expense	8,358	8,358
EBIT	(24,67,260)	2,94,540
Interest and Finance Cost	-	-
EBT (before exceptional items)	(24,67,260)	2,94,540
Exceptional items	-	-
Profit before Tax	(24,67,260)	2,94,540
<b>Taxes</b>		
i) Current Tax		-
ii) Deferred Tax	(1,604)	(412)
iii) Mat Credit		(62,000)
<b>Profit (Loss) for the period</b>	<b>(24,65,656)</b>	<b>3,56,952</b>

### 2. REVIEW OF OPERATION:

During the financial year ended 31st March, 2018, the Company has earned marginal revenue of Rs. 240/- The Company has loss of (Rs24,65,656/-) during the year under review as compared to profit Rs. 3,56,952/- in the previous financial year. The Board of Directors are exploring various business opportunities for its future Development.

### 3. DIVIDEND:

Your Director regrets their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

### 4. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### 5. AUDITOR & AUDITORS REPORT:

The Board of Directors has appointed M/s. Koshal & Associates, Chartered Accountants, (Membership No-043746) as the Statutory Auditors of the Company for a term of five years, in 29<sup>th</sup> AGM to hold office till the