

CIN: L24100MH1976PLC019327 Email: <u>secretary@transchem.net</u> Website: <u>www.transchem.net</u>

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: TRANSCHEM LIMITED (SCRIP CODE: 500422)

Quarter ending on: 30th June, 2015

| | Clause of | Compliance | Remarks |
|------------------------------------|-----------|------------|---------|
| Particulars | Listing | Status | |
| | Agreement | Yes/No | |
| II Board of Directors | 49(II) | YES | |
| (A) Composition of Board | 49 (IIA) | YES | |
| (B) Independent Directors | 49 (IIB) | YES | |
| (C) Non-executive Directors' | 49 (IIC) | YES | |
| Compensation & Disclosures | | | |
| (D) Other Provisions as to Board | 49 (IID) | YES | |
| and Committees | | | |
| (E) Code of Conduct | 49 (IIE) | YES | |
| (F) Whistle Blower Policy | 49 (IIF) | YES | |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit | 49 (IIIA) | YES | |
| Committee | <u> </u> | | |
| (B) Meeting of Audit Committee | 49 (IIIB) | YES | |
| (C) Powers of Audit Committee | 49 (IIIC) | YES | |
| (D) Role of Audit Committee | 49 (IIID) | YES | |
| (E) Review of Information by Audit | 49 (IIIE) | YES | |
| Committee | | | |
| IV. Nomination and | 49 (IV) | YES | |
| Remuneration Committee | | | |

Manadyan

Regd. Office: 304, Ganatra Estate, Pokhran Road No. 1, Khopat, Thane (W) 400 601. Tel.: 022-2547 7077 Telefax: 022-2547 8601



| V. Subsidiary Companies | 49 (V) | N.A. | Company is not having any subsidiary |
|--|-------------|------------|---|
| VI. Risk Management | 49 (VI) | YES | |
| VII. Related Party Transactions | 49 (VII) | YES | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related Party Transactions | 49 (VIII A) | YES | |
| (B) Disclosure of Accounting | 49 (VIII B) | Not | |
| Treatment | | Applicable | |
| (C) Remuneration of Directors | 49 (VIII C) | YES | |
| (D)Management | 49 (VIII D) | YES | |
| (E) Shareholders | 49 (VIII E) | YES | |
| (F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (VIII I) | N.A. | Company has not raised any fund through public, right or preferential issue since 1999 |
| IX. CEO/CFO Certification | 49 (IX) | N.A. | Will be Complied with at |
| X. Report on Corporate Governance | 49 (X) | N.A. | the time of AGM |
| XI. Compliance | 49 (XI) | N.A. | |

For TRANSCHEM LIMITED

Date: 10.07.2015

(Neeraja Karandikar) Company Secretary & Compliance Officer Membership Number – A10130