

**General information about company**

Scrip code	500422
NSE Symbol	
MSEI Symbol	
ISIN	INE019B01010
Name of the entity	TRANSCHEM LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory																			Textual Information(1)					
Whether the listed entity has a Regular Chairperson								Yes																
Whether Chairperson is related to MD or CEO								No	Disqualification of Directors under section 164 of the Companies Act, 2013															
Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Mrs	Bina Sanjeev Shah	AADPD1642A	00349612	Non-Executive - Independent Director	Chairperson	Shareholder Director	23-03-1969	No				Active	NA		31-01-2005	30-09-2019		60	2	2	4	4		
Mr	Mirza Saeed Kazi	ASWPK0306K	03348588	Non-Executive - Non Independent Director	Not Applicable		27-03-1976	No				Active	NA		25-09-2017				1	0	2	0		
Mr	Necrav Bharat Merchant	AIVPM4720G	00222393	Non-Executive - Independent Director	Not Applicable	Shareholder Director	12-03-1985	No				Active	NA		30-09-2014	30-09-2019		60	2	2	3	0		
Mr	Mahesh Suresh Rananavre	AMDPR1111N	08296631	Executive Director	Not Applicable	CEO	17-03-1982	No				Active	NA		01-06-2021			60	1	0	0	0		

**Text Block**

Textual Information(1)

The Board of Directors is duly constituted. As at the close of quarter company was having four directors on its Board. There are 1 Promoter Director and 2 Non-Executive Independent Directors and one Whole Time Director.

Mr. Mahaesh Suresh Rananavre was appointed additional director by the board in its meeting held on 29.05.2021 and than Whole Time Director for five years effective 01.06.2021, subject to approval of shareholders. Shareholders approved the appointment at 44th Annual General Meeting of the Company held on 25.09.2021. In the statement we have entered the date of initial appointment of him as WTD.

The Chairperson of the Company is an Independent Non-Executive Director, accordingly more than one third of the board being two independent directors are on board.

Further Mr. Neerav Merchant was initially appointed as director of the Company on 31.01.2005. However at that time the condition of minimum age of director should be 21 was not applicable. Now if we write the correct date of initial appointment of Mr. Neerav B Merchant the system is reflecting error and the sheet not getting validated. To get the sheet validated we have provided the date of initial appointment as independent director that is 30.09.2014 in terms of Companies Act, 2013.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)	<p>Note on Committee:</p> <p>Audit Committee:</p> <p>Audit Committee is duly constituted having three non-executive directors as its members, out of that two are independent directors. The chairperson of Audit Committee is an independent director. All members of audit committee are financially literate.</p> <p>Nomination and Remuneration Committee:</p> <p>Nomination and Remuneration Committee is duly constituted having three non-executive directors as its members, out of that two are independent directors. The chairperson of Nomination and Remuneration Committee is an independent director who is not the chairperson of the Board.</p> <p>Stakeholders Relationship Committee:</p> <p>Stakeholders Relationship Committee is duly constituted having three non-executive directors as its members, out of that two are independent directors. The chairperson of Stakeholders Relationship Committee is an independent director.</p>
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00349612	Bina Sanjeev Shah	Non-Executive - Independent Director	Chairperson	30-09-2014		
2	00222393	Neerav Bharat Merchant	Non-Executive - Independent Director	Member	30-09-2014		
3	03348588	Mirza Saeed Kazi	Non-Executive - Non Independent Director	Member	30-06-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00222393	Neerav Bharat Merchant	Non-Executive - Independent Director	Chairperson	30-09-2014		
2	00349612	Bina Sanjeev Shah	Non-Executive - Independent Director	Member	30-09-2014		
3	03348588	Mirza Saeed Kazi	Non-Executive - Non Independent Director	Member	30-06-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00349612	Bina Sanjeev Shah	Non-Executive - Independent Director	Chairperson	30-09-2014		
2	00222393	Neerav Bharat Merchant	Non-Executive - Independent Director	Member	30-09-2014		
3	03348588	Mirza Saeed Kazi	Non-Executive - Non Independent Director	Member	30-06-2020		







<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2022				Yes	4	4	2
2		04-02-2023	83		Yes	4	4	2

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-11-2022				Yes	3	3	2	0
2	Audit Committee	04-02-2023	83			Yes	3	3	2	0
3	Stakeholders Relationship Committee	04-02-2023			Pursuant to SEBI Listing Regulations at least one meeting of Stakeholders Relationship Committee is required to be held in each financial year. Accordingly provision of gap of number of days between two consecutive meetings is not applicable	Yes	3	3	2	0
4	Stakeholders Relationship Committee	25-02-2023	20			Yes	3	3	2	0
5	Nomination and remuneration committee	04-02-2023			Pursuant to SEBI Listing Regulations at least one meeting of Nomination and Remuneration Committee is required to be held in each financial year. Accordingly provision of gap of number of days between two consecutive meetings is not applicable	Yes	3	3	2	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

**Text Block**

Textual Information(1)	Except payment of remuneration to whole time director and sitting fee to non-executive directors the Company has not entered into any related party transaction during the quarter ended March 31, 2023
Textual Information(2)	There was no material transaction with related parties during the quarter ended March 31, 2023

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Neeraja Karandikar
2	Designation	Company Secretary and Compliance Officer

**Text Block**

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.transchem.net
2	Terms and conditions of appointment of independent directors	Yes		www.transchem.net
3	Composition of various committees of board of directors	Yes		www.transchem.net
4	Code of conduct of board of directors and senior management personnel	Yes		www.transchem.net
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.transchem.net
6	Criteria of making payments to non-executive directors	Yes		www.transchem.net
7	Policy on dealing with related party transactions	Yes		www.transchem.net
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.transchem.net

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.transchem.net
11	email address for grievance redressal and other relevant details	Yes		www.transchem.net
12	Financial results	Yes		www.transchem.net
13	Shareholding pattern	Yes		www.transchem.net
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.transchem.net
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.transchem.net
21	Materiality Policy as per Regulation 30	Yes		www.transchem.net
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.transchem.net
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

**Text Block**

Textual Information(1)

The Company is maintaining website namely [www.transchem.net](http://www.transchem.net) in compliance of regulation 46 of the SEBI Listing Regulations and update any change in the content of the website within two working days from the date of such change in content

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	NA	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	Neeraja Karandikar
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Neeraja Karandikar
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)

During the half year ended on March 31, 2023 the Company has not provided directly or indirectly any loan, guarantee or any comfort letter, securities etc to any of its promoter, director or KMP

<b>Signatory Details</b>	
Name of signatory	Neeraja Karandikar
Designation of person	Company Secretary and Compliance Officer
Place	Thane
Date	12-04-2023