

General information about company

| | |
|--|-------------------|
| Scrip code | 500422 |
| NSE Symbol | NA |
| MSEI Symbol | NA |
| ISIN | INE010B01010 |
| Name of the entity | TRANSCHEM LIMITED |
| Date of start of financial year | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2024 |
| 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 | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
| 1 | Mrs | Bina S Shah | AADPD1642A | 00349612 | Non-Executive - Independent Director | Chairperson | Shareholder Director | 23-03-1969 |
| 2 | Mr | Mirza Saeed Kazi | ASWPK0306K | 03348588 | Non-Executive - Non Independent Director | Not Applicable | | 27-03-1976 |
| 3 | Mr | Neerav Bharat Merchant | AIVPM4720G | 00222393 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 12-03-1985 |
| 4 | Mr | Mahesh Suresh Ranavre | AMDPR1111N | 08296631 | Executive Director | Not Applicable | | 17-03-1982 |
| 5 | Mr | Govindshankar Krishnan | BNLPK0794A | 10679535 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 27-10-1992 |
| 6 | Mrs | Sejal Mahendrakumar Jain | ASOPJ2889G | 10679696 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 29-11-1990 |

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |

I. Composition of Board of Directors

| Sr | 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 [with reference to proviso to regulation 17A(1) & 17A(2)] | 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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|----|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|----------------------|-----------------------------|-----------------------------|
| 1 | NA | | 31-01-2005 | 30-09-2019 | 29-09-2024 | 60 | 2 | 2 | 4 | 4 | Tenure Completion | | |
| 2 | NA | | 25-09-2017 | | | | 1 | 0 | 2 | 0 | | | |
| 3 | NA | | 30-09-2014 | 30-09-2019 | 29-09-2024 | 60 | 2 | 2 | 3 | 0 | Tenure Completion | | |
| 4 | NA | | 01-06-2021 | | | 60 | 1 | 0 | 0 | 0 | | | |
| 5 | NA | | 01-08-2024 | | | 60 | 1 | 1 | 2 | 0 | | | |
| 6 | NA | | 01-08-2024 | | | 60 | 1 | 1 | 2 | 0 | | | |

Text Block

Textual Information(1)

The Board of Directors of the Company is duly constituted. At the end of quarter the Company was having four directors on its Board. There are 1 Promoter Director and 2 Non-Executive Independent Directors and one Whole Time Director (WTD).

During the quarter effective August 01, 2024 Ms. Sejal Mahendrakumar Jain (DIN: 10679696) and Mr. Govindshankar Krishnan (DIN: 10679535) joined the Board as Independent Directors. Effective September 29, 2024 Mr. Neerav Bharat Merchant (DIN: 00222393) and Ms Bina Sanjeev Shah (DIN: 00349612) on completion of tenure of their appointment ceased to be the directors of the Company.

Mr. Mahaesh Suresh Rananavre was appointed additional director by the board in its meeting held on 29.05.2021 and than WTD 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 B. 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.

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| Annexure 1 | |
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

Annexure 1 Text Block

Textual Information(1)

Note on Committees:

Audit Committee:

Audit Committee of the Company was reconstituted effective August 01, 2024 having 5 non-executive directors as its members. Out of that four were Independent Directors. However effective September 29, 2024 two independent directors ceased to be the directors of the Company. The chairperson of Audit Committee is an Independent Director. All members of audit committee are financially literate.

Nomination and Remuneration Committee:

Nomination and Remuneration Committee of the Company was reconstituted effective August 01, 2024 having 5 non-executive directors as its members. Out of that four were Independent Directors. However effective September 29, 2024 two independent directors ceased to be the directors of the Company. The chairperson of Nomination and Remuneration Committee is an Independent Director who is not the chairperson of the Board.

Stakeholders Relationship Committee:

Stakeholders Relationship Committee of the Company was reconstituted effective August 01, 2024 having 5 non-executive directors as its members. Out of that four were Independent Directors. However effective September 29, 2024 two independent directors ceased to be the directors of the Company. The chairperson of Stakeholders Relationship Committee is an Independent Director.

| 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 S Shah | Non-Executive - Independent Director | Chairperson | 30-09-2014 | 29-09-2024 | |
| 2 | 00222393 | Neerav Bharat Merchant | Non-Executive - Independent Director | Member | 30-09-2014 | 29-09-2024 | |
| 3 | 10679535 | Govindshankar Krishnan | Non-Executive - Independent Director | Member | 01-08-2024 | | |
| 4 | 10679696 | Sejal Mahendrakumar Jain | Non-Executive - Independent Director | Member | 01-08-2024 | | |
| 5 | 03348588 | Mirza Saeed Kazi | Non-Executive - Non Independent Director | Member | 20-06-2020 | | |

| 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 | 29-09-2024 | |
| 2 | 00349612 | Bina S Shah | Non-Executive - Independent Director | Member | 30-09-2014 | 29-09-2024 | |
| 3 | 10679535 | Govindshankar Krishnan | Non-Executive - Independent Director | Member | 01-08-2024 | | |
| 4 | 10679696 | Sejal Mahendrakumar Jain | Non-Executive - Independent Director | Member | 01-08-2024 | | |
| 5 | 03348588 | Mirza Saeed Kazi | Non-Executive - Non Independent Director | Member | 20-06-2020 | | |

| 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 S Shah | Non-Executive - Independent Director | Chairperson | 30-09-2014 | 29-09-2024 | |
| 2 | 00222393 | Neerav Bharat Merchant | Non-Executive - Independent Director | Member | 30-09-2014 | 20-09-2024 | |
| 3 | 10679535 | Govindshankar Krishnan | Non-Executive - Independent Director | Member | 01-08-2024 | | |
| 4 | 10679696 | Sejal Mahendrakumar Jain | Non-Executive - Independent Director | Member | 01-08-2024 | | |
| 5 | 03348588 | Mirza Saeed Kazi | Non-Executive - Non Independent Director | Member | 20-06-2020 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| 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 | 18-05-2024 | | | | Yes | 4 | 4 | 2 |
| 2 | | 20-07-2024 | 62 | | 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 | 18-05-2024 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 20-07-2024 | 62 | | | Yes | 3 | 3 | 2 | 0 |

| | | | | | | | | | |
|---|---------------------------------------|------------|--|--|-----|---|---|---|---|
| 3 | Nomination and remuneration committee | 20-07-2024 | | Pursuant to SEBI Listing Regulations Nomination and Remuneration Committee is required to meet at least once in a year. Accordingly provision regarding maximum gap between two consecutive meetings for the said committee is not applicable. | Yes | 3 | 3 | 2 | 0 |
|---|---------------------------------------|------------|--|--|-----|---|---|---|---|

| | | | | | | | | | | |
|---|-------------------------------------|------------|--|--|--|-----|---|---|---|---|
| 4 | Stakeholders Relationship Committee | 20-07-2024 | | | Pursuant to SEBI Listing Regulations Stakeholders Relationship Committee is required to meet at least once in a year. Accordingly provision regarding maximum gap between two consecutive meetings for the said committee 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 | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| 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 KMP and payment of sitting fee to Non-Executive Directors, the Company has not entered into any related party transaction during the quarter ended September 30, 2024 |
| Textual Information(2) | There was no material transaction with related parties during the quarter ended September 30, 2024 |

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 |

Annexure III

III. Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes | |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 7 | Whether “Corporate Governance Report” disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| 6 | | | | |

Annexure III

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

| Additional Half yearly Disclosure | | |
|--|------------------------|--|
| Applicability of disclosure | Not Applicable | |
| Reason for Non Applicability | Textual Information(1) | |

Text Block

Textual Information(1)

During the half year ended on September 30, 2024 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

| Details of Cyber security incidence | | |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | Neeraja Karandikar |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Thane |
| Date | 14-10-2024 |