

## NOTICE

**NOTICE** is hereby given that the Forty-second Annual General Meeting of the members of **TRANSCHEM LIMITED** will be held on Saturday, the August 31, 2019 at Hotel Ginger (formerly known as Hotel Royal Inn), Gokul Nagar, Lal Bahadur Shastri Marg, Thane (W) – 400601 at 09.30 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dilip S Shinde, Director (DIN: 01763995), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provision 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), Regulation 17 and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as “SEBI Listing Regulations”) and based on the recommendations of the Board of Directors of the Company and subject to such other regulatory approvals required, if any, Mr. Neerav B Merchant (DIN: 00222393), be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from September 30, 2019, not liable to retire by rotation.”

#### **4. TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provision 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), Regulation 17 and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as “SEBI Listing Regulations”) and based on the recommendations of the Board of Directors of the Company and subject to such other regulatory approvals required, if any, Mrs. Bina Sanjeev Shah (DIN : 00349612), be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from September 30, 2019, not liable to retire by rotation.”

For **TRANSCHEM LIMITED**

(NEERAJA KARANDIKAR)  
COMPANY SECRETARY

PLACE: Mumbai  
DATE: August 05, 2019



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/ authority, as applicable.
2. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA of the Company Adroit Corporate Services Private Limited having their office at 19, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.
4. Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") setting out the material facts concerning each item of special business i.e. Item Nos. 3 to 4 set out in the Notice is annexed hereto.
5. Members are requested to:
  - a) Intimate to the Company's Registrar and Transfer Agents, Adroit Corporate Services Private Limited at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
  - b) Intimate to the respective Depository Participant, changes if any, in their registered addresses at an early date, in case of shares held in electronic/dematerialized form;
  - c) Quote their folio number/ client ID/DP ID in all correspondence;
  - d) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
6. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Annual Report for the year 2018-19 along with notice for the Annual General Meeting (AGM) are being sent, in electronic mode to such members of the Company whose e-mail addresses are available with the Company/ Depository participant and who have not opted to receive the same in physical form. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository participant (in case of Shares held in dematerialised form) or with Adroit Corporate Services Private Limited (in case of Shares held in physical form).
7. Members may also note that the Notice of the 42<sup>nd</sup> Annual General Meeting and the Annual Report for 2018-19 are also available at the Company's website <http://www.transchem.net> for their download. 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. For any communication, the shareholders may also send requests to the Company's investor email id: [secretary@transchem.net](mailto:secretary@transchem.net).
8. Relevant documents referred to in the accompanying Notice shall remain open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company.

**9. Appointment of Directors**

Mr. Dilip S Shinde (DIN: 01763995), Director of the Company is proposed to retire by rotation at the ensuing annual general meeting and being eligible offers himself for re-appointment. He holds 100 equity shares of Rs. 10/- each of the Company in his name.

Pursuant to the provisions of Sections 149 and 152 of the Act it is proposed to re-appoint Mr. Neerav B Merchant (DIN: 00222393) and Mrs. Bina Sanjeev Shah (DIN: 00349612) as Independent Directors of the Company for second term of Five years not liable to retire by rotation at the ensuing AGM of the Company. Mr. Neerav B Merchant (DIN: 00222393) and Mrs. Bina Sanjeev Shah (DIN: 00349612) do not hold any security of the Company in their name.

None of the Directors of the Company are inter-se related to each other.

The information to be provided pursuant to Regulation 36(3) of SEBI Listing Regulations for the Directors being appointed is annexed as "Annexure A" to the Notice

#### 10. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI Listing Regulations and Secretarial Standards, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, August 28, 2019 (9:00 am) and ends on Friday, August 30, 2019 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being August 24, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

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).

**Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- 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.
- 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.
- Select "EVEN" of Transchem Limited wherein you wish to cast your vote.
- 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 to [amitavijay1994@gmail.com](mailto:amitavijay1994@gmail.com), **email ID of Scrutinizer** 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 the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 24, 2019.
- VII Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as at the cut-off date i.e. August 24, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [secretary@transchem.net](mailto:secretary@transchem.net) or to its RTA at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) by mentioning their Folio number or DP ID and client Id.  

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 forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free number: 1800-222-990.
- VIII. 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 remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mrs. Amita Saxena, Company Secretary in Practice, (FCS 3964, CP 3438) has been appointed as the Scrutinizer to e-voting facility provided to the members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.transchem.net](http://www.transchem.net) and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XIII. Route Map of the venue of the meeting is provided with the report.



**Explanatory Statement in respect of the businesses specified as special in the notice pursuant to Section 102(1) of the Act**

**ITEM NO. 3 & 4:**

Pursuant to the Companies Act, 2013 Mr. Neerav B Merchant (DIN: 00222393) and Mrs. Bina Sanjeev Shah (DIN : 00349612) were appointed as Independent Directors of the Company by shareholders in their 37<sup>th</sup> Annual General Meeting for a period of five years effective from September 30, 2014. Accordingly they are subject to vacate the office of independent director on September 29, 2019.

As the majority members of the Nomination and Remuneration Committee includes independent directors who are subject to re-appointment, the committee refer the matter to Board for its deliberation.

In the opinion of Board of Directors Mr. Neerav B Merchant (DIN: 00222393) and Mrs. Bina Sanjeev Shah (DIN : 00349612) are persons of integrity and possesses relevant expertise and experience. Both of them have submitted declaration that they fulfill the conditions specified in the Act and rules made there under for being appointed as Independent Directors.

The Board of Directors recommends to re-appoint Mr. Neerav B Merchant (DIN: 00222393) and Mrs. Bina Sanjeev Shah (DIN : 00349612) as Independent Directors of the Company for a second term of five years effective September 30, 2019 at the ensuing AGM of the Company

Mr. Neerav B Merchant (DIN: 00222393) and Mrs. Bina Sanjeev Shah (DIN: 00349612), proposed directors may be deemed to be interested in the resolutions for their appointments as set out in Item Nos. 3 and 4 of the Notice. The relatives of Mr. Neerav B Merchant (DIN: 00222393) and Mrs. Bina Sanjeev Shah (DIN : 00349612) may be deemed to be interested in the resolutions set out, at item Nos. 3 and 4 of the Notice to the extent of their shareholding interest, if any, in the Company.

Except as provided above, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution set out at item Nos. 3 and 4 of the Notice. This Explanatory Statement may also be regarded as disclosure under SEBI Listing Regulations and Secretarial Standard 2 (SS-2).

Your Directors recommend the resolutions for your approval.

For **TRANSCHEM LIMITED**

(NEERAJA KARANDIKAR)  
COMPANY SECRETARY

PLACE : Mumbai  
DATE :August 05, 2019

**Annexure A:**

Information required under Regulation 36(3) of the SEBI Listing Regulations and as per Secretarial Standard 2 (SS-2) with respect to the Directors proposed to be appointed/ re-appointed:

Name of the Director	Mr. Dilip S. Shinde	Mr. Neerav B Merchant	Mrs. Bina Sanjeev Shah
DIN	01763995	00222393	00349612
Date of Birth, (Age)	June 01, 1961, (58 Years)	March 03, 1985 (34 Years)	March 23, 1969 (50 Years)
Qualification	B.Com, LLB, Diploma in Labour Law & Welfare, Master in Personal Management	LLB	B.Com, FCS
Expertise	Labour Laws & welfare, Personal Management	Practicing as Advocate at Mumbai High Court	Finance, Corporate law matters
No. of Directorships held in other Public Companies (Excluding Private Companies)	Nil	Nil	Nil
Chairman/ membership of other Companies	Nil	Nil	Nil
Shareholding	100	Nil	Nil
Relationship with Directors & KMP	Nil	Nil	Nil
Date of first appointment on Board	March 10, 2008	January 31, 2005	January 31, 2005
Terms and Conditions for reappointment	Appointment on account of retire by rotation, No change in terms	For Five years effective September 30, 2019 Not liable to retire by rotation	For Five years effective September 30, 2019 Not liable to retire by rotation
Remuneration	As approved by the shareholder	Eligible for sitting fees	Eligible for sitting fees

For other details such as number of meetings of the board attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.