



TRANSCHEM LIMITED

Registered Office: 304, Ganatra Estate, Pokhran Road No.1, Khopat, Thane (W) – 400 601

Telfax: 022- 25478601 CIN: L24100MH1976PLC019327

Website: www.transchem.net, Email: secretary@transchem.net

POSTAL BALLOT FORM

Sl. No.

| Sr. No. | Particulars | Details of Equity Shareholder(s) |
|---------|---|----------------------------------|
| 1. | Name(s) of Shareholder(s) including joint holders, if any | |
| 2. | Registered Address of the Sole/First named Shareholder | |
| 3. | Regd. Folio No./DPID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form) | |
| 4. | No. of shares held | |

5. I/we hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot/e-voting for the business stated in Postal Ballot Notice dated February 20, 2019 of the Company by sending my/our assent (for) or dissent (against) to the said resolution (please refer notice for text of full resolution) by placing the tick (✓) mark at the appropriate box below:

| Sr. No. | Description | No. of shares | I/We assent to the Resolution | I/We dissent to the Resolution |
|---------|---|---------------|-------------------------------|--------------------------------|
| 1. | Special Resolution to alter main object clause of the Memorandum of Association | | | |
| 2. | Special Resolution authorizing Board to rent-out, lease out or to dispose off the assets of the Mushroom Plant for a consideration not less than Rs. 18 Crores which is well above the guideline value and to use the proceeds from the sale exclusively for business purposes of Company | | | |
| 3. | Special Resolution authorizing Board to give loan or to give guarantee or provide security in connection with loan and to acquire securities of any other body corporate for an amount that shall not exceed a sum of Rs.40 Crores (Rupees Forty Crores Only). | | | |

Place :

Date :

(Signature of the Shareholder)

Note:

- Kindly read the instructions printed overleaf carefully before exercising your vote.
- In case voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5:00 P.M. on March 23, 2019 Please note that any Postal Ballot Form(s) received after the said date & time will be strictly treated as if reply from the Member has not been received

ELECTRONIC VOTING PARTICULARS

For those who wish to vote through electronic means instead of the Postal Ballot Form, the facility for voting through electronic means is available at the web link <https://www.evoting.nsdl.com>

Particulars for electronic voting are as under:

| EVEN (E- VOTING EVENT NO.) | User Id | PASSWORD |
|-------------------------------|---------|----------|
| | | |

The e-voting facility will be available during the following voting period:

| | |
|--|--|
| Commencement of e-voting Friday, February 22, 2019 at 9:00 a.m. IST | End of e-voting Saturday, March 23, 2019 at 5.00 p.m. IST |
|--|--|

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A Form other than one issued by the Company has been used or the Form has not been signed by or on behalf of the Member;
- (b) Signature on the postal ballot form doesn't match the specimen signatures with the Company / Depository;
- (c) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- (d) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (e) The envelope containing the Postal Ballot Form is received after the last date prescribed;
- (f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (g) It is received from a Member who is in arrears of payment of calls;
- (h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

INSTRUCTIONS FOR POSTAL BALLOT

- Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolution(s) contained in the Postal Ballot Notice dated February 20, 2019 is being sought through Postal Ballot Process.
- Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of CS Amita Saxena, Practicing Company Secretary, appointed as the 'Scrutinizer' for Postal Ballot Process by the Board of the Company & the address of the Registrar and Transfer Agent of the Company.
- The Voting period will commence on and from February 22, 2019 at 9:00 A.M. and ends on March 23, 2019 at 5:00 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on March 23, 2019. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office.
- Consent must be accorded by placing a tick mark (√) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark (√) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (√) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- The Postal Ballot form should be completed and signed by the shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorised Signatory(ies). In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be E-mailed to the Scrutinizer at amitavijay1994@gmail.com and to the Company at secretary@transchem.net with a copy marked to evoting@nsdl.co.in
- A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- Voting rights shall be reckoned on paid up value of shares registered in the name of the Member as on the cut-off date viz. Friday, February 15, 2019.
- A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all Postal Ballot(s) will be sent to Scrutinizer & any extraneous paper found in such envelope would be destroyed by Scrutinizer.
- Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- The resolution, if assented by requisite majority, shall be considered as passed on Saturday, March 23, 2019 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or e-voting).
- The result of the Postal Ballot will be declared / announced on Monday, March 25, 2019 at the Registered & Corporate Office of the Company. The results along with the Scrutinizers' Report shall be placed on the website of the Company viz. www.transchem.net, be communicated to the Stock Exchanges viz. BSE Limited & also displayed on website of NSDL viz. www.nsdl.co.in. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.
- In case of any query and grievances in relation to the resolution proposed to be passed may be addressed to Ms. Neeraja Karandikar, Company Secretary, Transchem Limited, 304, Ganatra Estate, Pokhran Road No.1, Khopat, Thane (W) – 400 601 Any query or grievance connected with the voting by Postal Ballot, other than E-Voting, may be addressed to the Company Secretary at secretary@transchem.net or members may contact Mr. Sandeep Holam, Adroit Corporate Services Private Limited, the Registrar & Transfer Agent of the Company at C 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 or at E-mail: info@adroitcorporate.com
- For E-Voting, members may refer to the Frequently Asked Questions (FAQS) and E-Voting user manual for shareholder at the Download Section of www.evoting.nsdl.com or contact NSDL on Toll Free No. 1800-222-990. For any further clarification Members may contact Mr. Amit Vishal-022-24994360/ 022-24994738, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 or at the designated E-mail ID viz. evoting@nsdl.co.in.
- E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 & provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of NSDL), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**