



## TRANSCHEM LIMITED

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

### TO THE MEMBERS OF THE COMPANY

#### **Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given to the members of Transchem Limited (the “Company”) pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, (the “Act”) if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) including any statutory modification(s) or re-enactments thereof for the time being in force and any other laws and regulations as may be applicable from time to time, that the approval of the shareholders is sought for the following proposals by passing resolutions by way of Postal Ballot / e-Voting, in compliance with the applicable provisions of the Act and the rules framed there under:

1. Special Resolution under Section 13 for altering the main object clause of The Memorandum of Association so that Company can take up new business activities of food processing and/or providing of warehousing facilities.
2. Special resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the 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 (Rupees Eighteen Crores Only) which is well above the guideline value and to use the proceeds from the sale exclusively for business purposes of the Company.
3. Special resolution under Section 186 of the Companies Act, 2013 authorizing the Board to give loan or to give guarantee or provide security in connection with loan and acquire securities of any other body corporate for an amount that shall not exceed a sum of Rs.40 Crores (Rupees Forty Crores Only).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration, along with a postal ballot form (“Postal Ballot Form”).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mrs. Amita Saxena, Company Secretary in Whole-time practice (Certificate of Practice No. 3438 and Membership Number F 3964), as the scrutinizer for conducting the postal ballot voting process and remote e-voting process in a fair and transparent manner. Shareholders have the option to vote either by Postal Ballot or through remote evoting. Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage prepaid Business Reply Envelope. A Postal Ballot Form sent by courier or by registered post / speed post at the expense of the shareholder(s) will also be accepted.

For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited (“NSDL”). In case a shareholder has voted through remote e-voting facility, he/she is not required to send the physical Postal Ballot Form to the Scrutinizer.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM on Saturday, March 23, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the shareholder. Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “General information and instruction relating to remote e-voting”. References to postal ballot(s) in this postal ballot notice (“Postal Ballot Notice”) include votes received electronically. The Scrutinizer will submit her report to the Chairperson of the Company or any other person authorized by her, after completion of scrutiny of the postal ballots (including remote e-voting). The results of voting by Postal Ballot (i.e. through the Postal Ballot Forms and remote e-Voting) will be declared on or before 5:00 PM on Monday, March 25, 2019 by the Chairperson of the Company or any other person authorized by her at the Registered Office of the Company at 304, Ganatra Estate, Pokhran Road No. 1, Khopat, Thane West- 400601 Maharashtra. The results along with the Scrutinizer’s Report will be displayed at the Registered Office of the Company. The results shall be communicated to BSE Limited and the same along with the Scrutinizer’s Report will be displayed on the Company’s website [www.transchem.net](http://www.transchem.net) as well as on NSDL website <https://www.evoting.nsdl.com/>. In addition, the results will also be published in the newspapers for information of the shareholders.

#### **Item No. 1: To alter the main object clause of the Memorandum of Association of the Company**

##### **To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION :**

RESOLVED THAT pursuant to section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including, any statutory modification(s) or amendment thereto or re-enactment thereof); the applicable law (including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011), as amended from time to time; the Main Object Clause of Clause III of the Memorandum of Association be and is hereby altered by replacing the existing Clause 2 by the following:

- 2 To carry on the business of processors, refiners, preservers, bottlers, packers, in all natural, artificial, synthetic or chemical edible food products and to provide warehousing services to all business and industrial organizations.

#### **Item No. 2: To authorize the Board to monetize the undertaking of the Company in the best interest of the Company.**

##### **To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION :**

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the companies Act, 2013 read with the Rules framed thereunder (including, any statutory modification(s) or amendment thereto or re-enactment thereof); the applicable law (including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Securities and Exchange

Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011), as amended from time to time; Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to sell, transfer, dispose, assign or cause to be sold, assigned, transferred and delivered the whole or part of the undertaking of the Company situated at Village Bebadohol, Taluka Maval, Dist - Pune - 410 506 known as "Mushroom Plant" together with land, structure, machinery and fixtures by way of one or more transactions and to one or more persons, not being "related parties" as defined under the Act and/or the Listing Regulations for such consideration and on such terms as the directors in their own discretion considered beneficial to the Company, without any further reference to or approval of the shareholders in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate, and to do all acts, take such steps, execute all documents, agreements and writings as may be considered necessary or expedient to give effect to the aforesaid resolution including but not limited to engaging any advisor, consultant, agent or intermediary, as may be deemed necessary."

**Item No. 3: To authorize the Board to give loan or guarantee or provide security in connection with a loan and/or to make investment under Section 186 of the Companies Act, 2013**

**To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION :**

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including, any statutory modification(s) or amendment thereto or re-enactment thereof); the applicable law (including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011); Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, to i) give loan to any person or other body corporate; ii) give guarantee or provide security in connection with loan to any other body corporate or person and iii) acquire securities of any other body corporate by way of subscription, purchase or otherwise, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.40 Crores (Rupees Forty Crores Only) that is in excess of the limit of 60% of the aggregate of paid-up capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

By the order of the Board of Directors  
For **TRANSCHEM LIMITED**

PLACE: THANE  
DATE : 20.02.2019

(NEERAJA KARANDIKAR)  
COMPANY SECRETARY

**NOTES:**

1. The Explanatory Statement reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **February 15, 2019**. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed postage-prepaid Business Reply Envelope. Shareholders may note that this notice is also available on the website of the Company ([www.transchem.net](http://www.transchem.net)) National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>. Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on Friday, **February 15, 2019** will be considered for the purpose of voting / remote e-voting.
3. Voting period will commence on and from **Friday, February 22, 2019** at 9.00 a.m. and end on **Saturday, March 23, 2019** at 5.00 p.m. (inclusive of both the days).
4. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
5. The shareholders can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case shareholders cast their votes through both the modes, votes cast through remote e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [secretary@transchem.net](mailto:secretary@transchem.net). The Registrar and Transfer Agent / Company shall forward the same along with self-addressed postage-prepaid Business Reply Envelope to the shareholder.
7. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital of the Company as on February 15, 2019. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
9. A Member cannot exercise his / her vote through proxy on Postal Ballot / e-voting.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Saturday, **March 23, 2019** (5.00 PM ). The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Saturday, **March 23, 2019** (5.00 PM ), it will be considered

that no reply from the Member has been received.

11. The Board of Directors of the Company has appointed CS Amita Saxena, Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of her scrutiny, the Scrutinizer will submit her report to the Chairperson of the Company. The result will also be displayed on the website of the Company ([www.transchem.net](http://www.transchem.net)), besides being communicated to the BSE Limited, Stock Exchanges and Registrar & Share Transfer Agent.
12. The resolution(s), if passed by the requisite majority shall be deemed to have been passed on Saturday, **March 23, 2019**, the last date specified for receipt of duly completed Postal Ballot Forms or remote e-voting.
13. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. Saturday, March 23, 2019.

## E-VOTING INSTRUCTIONS

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.transchem.net](http://www.transchem.net).

The instructions for e-voting are as under:

In case a Member receiving an email of the Postal Ballot Notice from NSDL [for Members whose email IDs are registered with the Company/ Depository Participant(s)]: 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?**

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.

1. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
2. 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.*
3. 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***

4. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your ‘initial password’?
    - (i) 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’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
5. 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.

6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. 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?**

1. 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.
2. 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.
3. Select "EVEN" of Transchem Limited that is 110482 wherein you wish to cast your vote.
4. 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.

**EXPLANATORY STATEMENT**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all material facts relating to the special resolution mentioned in the accompanying Postal Ballot Notice dated February 20, 2019.

**ITEM NO. 1:**

Your Company is having a large chunk of land near Pune, Maharashtra where Mushroom Plant of the Company is located. However the said Plant of the Company is inoperative for many years and due to various reasons, the management of the Company foresees very dim possibility to restart the said plant. To put that land for commercial use it is proposed either to establish a food processing unit at that place or to provide warehousing facility to business and industrial organizations. As the existing object clauses mainly allows the Company to deal in Chemical products and not natural food items it is proposed to alter the object as proposed in the resolution.

Total amount of the money raised by the Company from public through prospectus has already been utilized and nothing is pending for utilization. For the pursuance of businesses as proposed, the Company would invest from its internal resources.

Presently, the Company is not carrying on any manufacturing activity, The only source of income it has is by way of interest and dividend from the spare funds.

As the object clause of the Memorandum can be altered only with the consent of shareholders. The resolution is intended for the purpose.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in the proposed resolution. Your directors recommend the resolution for your approval.

**ITEM NO. 2:**

The Management of the Company proposes to establish a new business unit for food processing or to provide warehousing facility from the place where the Mushroom Plant of the Company is situated. However since the present property is located at a place that is not well connected with rail and other commutation means, it is looking for a place that is more suitable for new business venture. To meet the cost of establishment of place of business at another place it is proposed to rent out, lease out or dispose off the property of said Plant.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are requested to note that their consent is being sought by way of a Special Resolution to sell and transfer, the whole or part of the undertaking of the Company situated at Village Bebadohol, Taluka Maval, Dist - Pune - 410 506 known as "Mushroom Plant" together with land, structure, machinery and fixtures for a consideration not less than Rs. 18 Crores (Rupees Eighteen Crores Only) which is well above the guideline value i.e., the estimated market value of a land as per Government records. Further, the proceeds from the sale shall be exclusively utilized for business purposes only.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in the proposed resolution. Your directors recommend the resolution for your approval.

**ITEM NO. 3:**

The Management of the Company proposes to establish a new business unit for food processing or to provide warehousing facility and to meet the cost of establishment of place of business it is proposed to rent out, lease out or dispose off the property of Mushroom Plant.

However Company may not be able to utilize the total amount that may receive by selling the said Mushroom Plant and temporarily, it may use that fund for providing loan or making investments. Accordingly, pursuant to Section 186 of the Companies Act, 2013, members of the Company are requested to note that their consent is being sought by way of a Special Resolution to authorize the Board of Directors of the Company to give loan or to give guarantee or provide security in connection with loan and to acquire securities of any other body corporate by way of subscription, purchase or otherwise as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.40 Crores (Rupees Forty Crores only) that is in excess of the limit of 60% of the aggregate of paid-up capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in the proposed resolution. Your directors recommend the resolution for your approval.

By the order of the Board of Directors  
For **TRANSCHEM LIMITED**

(NEERAJA KARANDIKAR)  
COMPANY SECRETARY

PLACE: THANE  
DATE : 20.02.2019