



**TRANSCHEM
LIMITED**

September 24, 2025

To,
Listing Compliance Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001.

REF: SCRIP CODE: 500422

ISIN: INE019B01010

Dear Sir / Madam,

Subject: Notice of the 1st Extra-Ordinary General Meeting (“EGM”) of the Members of the Company for the Financial Year 2025-2026

In continuation to our intimation dated September 23, 2025 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 1st EGM of the Members of the Company for the Financial Year 2025-2026 is scheduled to be held on **Thursday, October 16, 2025 at 11:00 a.m. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We are submitting herewith the Notice convening the EGM along with the Explanatory Statement which is sent through electronic mode to all the Members of the Company whose Email addresses are registered with the Company/Depository Participant(s) as on Friday, September 19, 2025.

The Notice convening the EGM is also being made available on the Company’s website www.transchem.net, BSE Limited at www.bseindia.com and National Securities Depository Limited at www.evoting.nsdl.com.

Information at glance:

Sr. No.	Particulars	Details
1.	Link for live webcast of the EGM and for participation through VC	www.evoting.nsdl.com
2.	Link for remote e-Voting	www.evoting.nsdl.com
3.	Username and password for VC	The Members may attend the EGM through VC by accessing the link www.evoting.nsdl.com by using the remote e-Voting credentials.

CIN: L24100MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net



**TRANSCHEM
LIMITED**

		Kindly refer the instructions as mentioned in the Notice for further information
4.	Contact details for VC participation and e-Voting	E-mail: evoting@nsdl.com Contact No.: 022 - 4886 7000 Members may connect with: Mr. Sagar S. Gudhate (Senior Manager) at evoting@nsdl.com
5.	Cut-off date for e-Voting	Shareholders holding shares either in physical form or dematerialized form as on Thursday, October 09, 2025 are eligible to cast their vote electronically on the business items as set out in the Notice of EGM.
6.	Time period for remote e-Voting	Commences on Monday, October 13, 2025 at 09:00 a.m. (IST) and ends on Wednesday, October 15, 2025 at 05:00 p.m. (IST)
7.	Last date for publishing results of the e-Voting	On or before Monday, October 20, 2025

Kindly take the above information on your records.

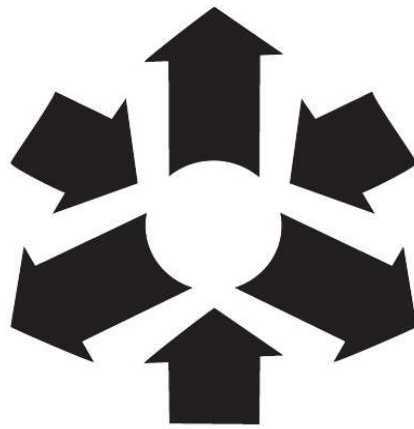
Thanking you,
Yours faithfully,
For **Transchem Limited**

Neeraja Karandikar
Company Secretary
ACS - 10130

CIN: L24100MH1976PLC019327

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021
Tel.: +91 22 43347000 Fax: + 91 22 43347002 E-mail: secretary@transchem.net Website: www.transchem.net

TRANSCHEM LIMITED



**NOTICE OF THE
1ST EXTRA-ORDINARY GENERAL MEETING
FOR THE FINANCIAL YEAR
2025-2026**



Dear Members,

You are cordially invited to attend the **1st Extra-Ordinary General Meeting** (“EGM”) of the members of Transchem Limited (“the Company”) for the Financial Year 2025-2026, to be held on **Thursday, October 16, 2025 at 11:00 a.m.** (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”). The Notice convening the EGM is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1.	Link for live webcast of the EGM and for participation through VC/OAVM	www.evoting.nsdl.com
2.	Link for remote e-Voting	www.evoting.nsdl.com
3.	Username and password for VC	The Members may attend the EGM through VC by accessing the link www.evoting.nsdl.com by using the remote e-Voting credentials. Please refer the instructions as mentioned in this Notice for further information.
4.	Contact Details for VC participation and e-Voting	E-mail: evoting@nsdl.com Contact No.: 022 - 4886 7000 Members may connect with: Mr. Sagar S. Gudhate (Senior Manager) at evoting@nsdl.com
5.	Cut-off date for e-Voting	Shareholders holding shares either in physical form or dematerialized form as on Thursday, October 09, 2025 are eligible to cast their vote electronically on the business items as set out in the Notice of EGM.
6.	Time period for remote e-Voting	Commences on Monday, October 13, 2025 at 09:00 a.m. (IST) and ends on Wednesday, October 15, 2025 at 05:00 p.m. (IST)
8.	Last date for publishing results of the e-Voting	On or before Monday, October 20, 2025
9.	Registrar and Share Transfer Agent contact details	MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C -101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai 400083 Email id: rnt.helpdesk@in.mpms.mufg.com
10.	Transchem Limited's Contact details	Email id: secretary@transchem.net Tel no: 022 4334 7000



**NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING FOR THE
FINANCIAL YEAR 2025-2026**

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting (“EGM”) of the Members of Transchem Limited (“the Company”) for the Financial Year 2025-2026 is scheduled to be held on **Thursday, October 16, 2025 at 11:00 A.M (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses as set out in this Notice.

The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made thereat.

SPECIAL BUSINESSES:

Item No. 1: Adoption of New set of Articles of Association of the Company in conformity with Companies Act, 2013

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 5, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval(s) of the jurisdictional Registrar of Companies and any other appropriate authority, and subject to such terms, conditions, and amendments or modifications as may be required or suggested by such authorities (which terms, conditions, and amendments or modifications, the Board of Directors of the Company (“Board”) is authorised to accept, as it may deem fit), and pursuant to the approval of the Board, the consent of the Members of the Company be and is hereby accorded for adoption of the new set of Articles of Association (“AoA”) of the Company in substitution for and to the complete exclusion of the existing AoA of the Company by aligning with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper, desirable or expedient, including signing and filing the necessary forms with the jurisdictional Registrar of Companies and making such modifications as may be required to give effect to the above resolution.”

Item No. 2: Amendments to the Memorandum of Association of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules,



2014, including any statutory modification(s) or re-enactment thereof for the time being in force, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the necessary registrations, approvals, consents, permissions and sanctions as may be required from the jurisdictional Registrar of Companies and any other appropriate authority, and subject to such terms, conditions, and amendments or modifications as may be required or suggested by such authorities (which terms, conditions, and amendments or modifications, the Board of Directors of the Company ("Board") is authorised to accept, as it may deem fit), and pursuant to the approval of the Board, the consent of Members of the Company be and is hereby accorded to replace, alter, modify and revise the existing set of the Memorandum of Association ("MoA") of the Company as under:

i. III (A) - THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

The existing Clause III (A) of the MoA of the Company be and is hereby deleted and substituted with the following new clause(s):

- 1. To carry on the business of broking in shares, commodities, and currencies and their derivatives on recognized Exchanges; to engage sub-brokers, Authorized Persons, dealers, and franchisees; to act as underwriters, sub-underwriters, distributors, arbitrageurs, and as agents to subscribe, sell, purchase, or otherwise distribute or deal in either on own account or on behalf of clients, in a wide range of financial instruments including but not limited to securities, stocks, shares, commodities, currencies, derivatives, debentures, bonds, units of Mutual Funds, ETFs, government securities, and other permissible financial products for treasury and investment purposes, subject to applicable laws and regulations. This also includes providing share financing, margin trading facility, and other activities incidental and ancillary thereto.*
- 2. To undertake and provide advisory, research, consultancy and procedural services, portfolio management and other financial services and maintenance, including but not limited to formulation and publication of research reports and literature, to act as investment analysts, investment advisors and investment bankers to manage funds of any individuals or Company in various avenues like growth funds, income funds, risk funds, tax exempt funds, pension and superannuation.*
- 3. To engage in and leverage technology to enhance business operations and services, including the development, acquisition, and licensing of software, platforms, and proprietary technology for all aspects of the company's business. This includes utilizing advanced technologies like artificial intelligence (AI) and machine learning (ML) to improve operational efficiency, security, and service delivery to clients.*
- 4. To act as a depository participant and to undertake all related activities, functions, and obligations in India and abroad. Further, to act as a Sponsor, Asset Management Company, and/or Trustee for any type of investment funds, mutual funds, and trusts; to set up, promote, and manage various schemes for raising and deploying funds and to carry on all other functions incidental thereto as may be approved by the Securities and Exchange Board of India and other regulatory authorities.*

ii. III (B) - MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A):

The existing Sub-clauses 3 to 19 of Clause III (B) of the MoA be and are hereby deleted and replaced with a new set of Objects as enumerated in Sub-clauses 5 to 63.



iii. **III (C) OTHER OBJECTS:**

The existing Sub-clauses 20 to 31 of Clause III (C) of the MoA be and are hereby deleted.

iv. **Amending Clause IV of the MoA of the Company as follows:**

"The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

- v. The reference to various sections on the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.
- vi. Adopting the number format for the clauses of MoA as prescribed under Table A of Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper, desirable or expedient, including signing and filing the necessary forms with the jurisdictional Registrar of Companies and making such modifications as may be required to give effect to the above resolution."

Registered office:

111, Maker Chambers IV, 11th Floor, Nariman Point,
Mumbai- 400021

E-mail: secretary@transchem.net

Website: www.transchem.net

Tel No: 022- 43347000

Fax No: 022- 43347002

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

Sd/-

Neeraja Karandikar

Company Secretary

Membership No. ACS-10130

Place: Mumbai

Date: September 23, 2025



NOTES:

1. Pursuant to the General Circular No 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circular") and Circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold General Meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC/OAVM.
2. A statement pursuant to section 102 (1) of the Companies Act, 2013 ("the Act") setting out the material facts concerning Item Nos. 1 and 2 as set out in the Notice is annexed hereto.
3. The Company has appointed Mr. Pravesh Palod, Company Secretary in practice, (ACS-57964, COP-26765), as the Scrutinizer to conduct the e-Voting process in fair and transparent manner.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circular through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular and the SEBI Circular, the facility for appointment of proxies by the Members will not be available for this EGM and hence, the proxy form, attendance slip, and route map of EGM are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) who are Members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the EGM through VC/OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cspalodpravesh@gmail.com with a copy marked to evoting@nsdl.com and secretary@transchem.net.
6. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
8. SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. Shareholders are requested to complete their KYC by writing to the Company's Registrar and Share Transfer Agent ("RTA"), viz MUFG Intime India Private Limited ("MUFG"). The relevant form(s) can be downloaded from the Company's website at <https://www.transchem.net/furnishing-of-pan-kyc-nominated>
9. Pursuant to SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, has introduced a special six-month window to allow investors to re-lodge their requests for the transfer of physical shares. This initiative is intended to address concerns of investors who had lodged transfer requests prior to April 1, 2019 but whose requests were subsequently rejected or returned due to deficiencies in documentation.



10. As per the provisions of section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form SH-14. The said form can be downloaded from the Company's website at <https://www.transchem.net/furnishing-of-pan-kyc-nominated>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or Company's RTA in case the shares are held in physical form, quoting their folio numbers. Members are requested to check that the correct account number has been recorded with the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (both collectively referred to as "Depositories"). Members holding shares in electronic form are requested to intimate any change in their address, email id, signature or bank mandates to their respective DP with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing form ISR-1 and ISR-2. The said forms are available on the website of the Company at <https://www.transchem.net/furnishing-of-pan-kyc-nominated>.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form and also request received for transmission or transposition of securities are to be effected only in dematerialized mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
12. The Notice of EGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or the Depository Participant(s) and will also be available on the Company's website at www.transchem.net, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com, and website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. Members are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, bank mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
14. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
16. To receive communications through electronic means, Members are requested to kindly register/update their e-mail address and mobile number with their respective DPs where shares are held in electronic form. In case of shares held in physical form, Members are advised to register



their e-mail address and mobile number with RTA by mailing on rnt.helpdesk@in.mpms.mufg.com.

17. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. Members desiring inspection of Statutory Registers and other documents as mentioned in the Notice of EGM may send their request in writing to the Company at secretary@transchem.net upto the date of the EGM. In accordance with the MCA Circular, the Statutory Registers and other documents will be made accessible for inspection through electronic mode and shall remain open and be accessible to any Member during the continuance of the EGM.
19. **General instructions for accessing and participating in EGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**

Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 Members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restrictions on account of first come first serve basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.

20. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circular and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.
21. The Notice of the meeting is being sent to all such equity shareholders who hold shares as on the Cut-off Date i.e. **Friday, September 19, 2025**.
22. The remote e-Voting period for all items of businesses contained in this Notice of EGM shall commence from **Monday, October 13, 2025 at 09:00 a.m. (IST)** and end on **Wednesday, October 15, 2025 at 05:00 p.m. (IST)**. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
23. The Cut-off Date for determining the eligibility of shareholders to exercise remote e-Voting rights and attendance at EGM is **Thursday, October 09, 2025**. 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 above-mentioned Cut-off Date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to



- their shares of the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
24. Those Members who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM.
 25. The Members who have cast their vote by remote e-Voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for e-Voting before casting their vote.
 26. At the EGM, the Chairperson of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those Members who are present at the meeting but have not casted their votes by availing the remote e-Voting facility.
 27. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorised by her in writing who shall countersign the same and declare the result of voting forthwith. The result of e-Voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.
 28. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. www.transchem.net and shall also be communicated to BSE Limited. The Resolutions, if approved, shall be deemed to have been passed, on the date of EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EXTRA-ORDINARY GENERAL MEETING

The remote e-Voting period commences on Monday, October 13, 2025 at 09:00 a.m. (IST) and ends on Wednesday, October 15, 2025 at 05:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members /Beneficial Owners as on the Cut-off Date i.e. Thursday, October 09, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) Existing IDeAS user can visit the e-Services website of NSDL viz. https:// eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3) If you are not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	5) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.



4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in your login or 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 cspalodpravesh@gmail.com with a copy marked to evoting@nsdl.com.
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 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 or call on.: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretary@transchem.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretary@transchem.net If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, Shareholder/Member may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are



required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is the same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretary@transchem.net The same will be replied by the company suitably.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become member of the Company after the Notice is sent through e- mail and holding shares as of the Cut-off Date i.e. Thursday, October 09, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or issuer /RTA, However if you are already register 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 or call on 022-4886 7000 and. In case of Individual Shareholders holding security in demat mode



who acquires shares of the company and become Member of the company after sending of Notice and holding shares as of the Cut-off Date i.e. Thursday, October 09, 2025, may follow steps mentioned in the Notice of EGM under "Access to NSDL E-voting system".

Registered office:

111, Maker Chambers IV, 11th Floor, Nariman Point,
Mumbai- 400021.

E-mail: secretary@transchem.net

Website: www.transchem.net

Tel No: 022- 4334 7000

Fax No: 022- 4334 7002

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

Sd/-

Neeraja Karandikar

Company Secretary

Membership No. ACS-10130

Place: Mumbai

Date: September 23, 2025



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

ITEM NO. 1

The existing Articles of Association ("AoA") are based on the provisions of the erstwhile Companies Act, 1956 and several clauses / regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some of which are no longer in conformity with the Companies Act, 2013 (the 'new Act'). Consequent to the enactment of the new Act, regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AoA of the Company including deletion of certain redundant Articles.

In order to bring the existing AoA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes to the existing AoA. It is therefore considered desirable to adopt a comprehensive new set of AoA of the Company (new Articles) in substitution of and to the exclusion of the existing AoA.

The Board of Directors at its meeting held on September 23, 2025 has approved and recommended for the adoption of the new set of AoA of the Company in line with the Companies Act, 2013.

As per section 5 and 14 of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, any alterations proposed to be made in the AoA of the Company requires the approval of the Members vide a Special Resolution.

A copy of the proposed set of new AoA of the Company would be available for public inspection at the Registered Office of the Company and on the Company's website at <https://www.transchem.net/moa-and-aoa> for electronic inspection up to the date of the Extra-Ordinary General Meeting.

None of the Directors/ KMP of the Company and/or their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their shareholding, if any, in the Company.

Basis the rationale and justification provided above, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

ITEM NO. 2

The current Main Objects Clause of the Memorandum of Association ("MoA"), as outlined in Clause III (A), primarily focuses on the business of producing, processing, and dealing in natural products, including herbal, medicinal, and pharmaceutical products, as well as various other goods and preparations.

Therefore, it is considered in the best interest of the Company to leverage its strengths of innovation, economies of scale, and self-reliance, and to contribute to the growth of indigenous capabilities by pursuing new business opportunities. In line with this, the Board believes that, to enhance the company's growth prospects, diversify its business operations, and capitalize on new market opportunities, it is essential to pivot the company's core business from its existing activities to the financial services sector. The proposed new objects will enable the company to engage in a wide range of financial activities, including stockbroking, portfolio management, investment advisory services, and fund management.

The Board is confident that this strategic shift will unlock significant value for shareholders and position the company for sustainable long-term growth by entering the dynamic and high-potential financial sector. The proposed new objects are in the best interest of the company and its Members.



To this end, the Board proposes to replace Clause III of the MoA of the Company.

Further, the existing MoA of the Company is based on the erstwhile Companies Act, 1956. The Alteration of MoA is necessary to bring the existing MoA in line with the new Companies Act, 2013 ("new Act"). According to the new Act, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified. Further in terms of provisions of the new Act, MoA shall not consist of other Object Clause.

Therefore, it is considered expedient to replace the existing MoA by a new set MoA to incorporate the aforesaid Object Clause as per the new Act.

The Object Clause and the liability clause of the existing MoA needs to be re-aligned as per Table A of Schedule I of the new Act.

The Board at its meeting held on September 23, 2025 has approved and recommended the aforesaid changes in the Objects Clause of the MoA and the adoption of new set of MoA in conformity with the provisions of new Act.

As per section 4 and 13 of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, any alterations proposed to be made in the MoA of the Company requires the approval of the Members vide a Special Resolution.

A copy of the proposed set of new MoA of the Company would be available for public inspection at the Registered Office of the Company and on the Company's website at <https://www.transchem.net/moa-and-aoa> for electronic inspection up to the date of the Extra-Ordinary General Meeting.

None of the Directors/ KMP of the Company and/ or their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice except to the extent of their shareholding, if any, in the Company.

Basis the rationale and justification provided above, the Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

Registered office:

111, Maker Chambers IV, 11th Floor, Nariman Point,
Mumbai- 400021

E-mail: secretary@transchem.net

Website: www.transchem.net

Tel No: 022- 4334 7000

Fax No: 022- 4334 7002

Place: Mumbai

Date: September 23, 2025

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

Sd/-

Neeraja Karandikar

Company Secretary

Membership No. ACS-10130