

48th ANNUAL REPORT 2013-14





**Innovative - "Biofilter"
Technology developed
by Transpek for
treatment of Waste Water**

**Good habits awareness
programme for students
in Valipura Primary School**





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Annual General Meeting on **Thursday, the 18th day of September, 2014** at **3:30 p.m.** at Hotel Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara - 390 020.

The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued. You are requested to bring your copy of the Annual Report to the Meeting.

A Request

We are sure you have read with interest the accounts of the year ended 31st March, 2014. You may desire to have some clarification or additional information on the said accounts at the ensuing Annual General Meeting. We shall very much appreciate, if you kindly write to us atleast ten days in advance in order to enable us to keep the information ready for you at the meeting. We solicit your kind co-operation.



BOARD OF DIRECTORS

A.C. Shroff

Chairman

A.G. Shroff

Managing Director

Bimal V. Mehta

Executive Director

D.K. Shroff

M.D. Patel (upto 10/07/2014)

A.H. Patel (upto 10/07/2014)

Dr. Bernd Dill

Ravi A. Shroff

Ninad D. Gupte

Nimish U. Patel

Smt. Geeta A. Goradia (w.e.f. 30/05/2014)

Shri Hemant J. Bhatt (w.e.f. 11/07/2014)

S. K. Solanki

Company Secretary

Bankers

State Bank of India

Bank of Baroda

Axis Bank Ltd.

IDBI Bank Ltd.

Auditors

Contractor, Nayak & Kishnadwala

Chartered Accountants

Registered Office

6th floor, Marble Arch,

Race Course,

Vadodara - 390 007.

Works

Village Ekalbara, Tal. Padra,

Dist. Vadodara - 391 440.

Company's R & T Agent

Link Intime India Pvt. Ltd.

B-102 & 103, Shangrila Complex,

First Floor, Nr. Radhakrishna Char

Rasta, Akota, Vadodara - 390020.



NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT the **FORTY EIGHTH ANNUAL GENERAL MEETING** of the Members of **TRANSPEK INDUSTRY LIMITED** will be held on **Thursday, the 18th day of September, 2014** at 3:30 p.m at Hotel Surya Palace, opp: Parsi Agiyari, Sayajigunj, Vadodara 390 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss of the Company for the year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.
2. To declare a dividend on the equity shares of the Company.
3. To appoint a Director in place of Shri Dipesh K. Shroff who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Ravi A. Shroff who retires by rotation and, being eligible, offers himself for re-appointment.
5. To re-appoint the Auditors and to fix their remuneration and in this regard to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of sub-Section (2) of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and pursuant to the recommendations of Audit Committee of Directors, CNK & Associates LLP, Chartered Accountants (Firm Registration No.101961W), be and they are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors”

SPECIAL BUSINESS:

6. To appoint Shrimati Geeta Amit Goradia as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
 “RESOLVED THAT, pursuant to the provisions of Sections 149 and 152, read with Schedule IV and all other applicable provisions 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) and Clause 49 of the Listing Agreement, Shrimati Geeta Amit Goradia (DIN: 00074343), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.05.2014 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the Fifty-third Annual General Meeting of the Company to be held in the calendar year 2019 and that she shall not be liable to retire by rotation.”
7. To appoint Shri Hemant J. Bhatt as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
 “RESOLVED THAT, pursuant to the provisions of Sections 149 and 152, read with Schedule IV and all other applicable provisions 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) and Clause 49 of the Listing Agreement, Shri Hemant J. Bhatt (DIN: 02657432), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11.07.2014 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the Fifty-third Annual General Meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation .”
8. To appoint Dr Bernd Dill as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
 “RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions 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) and Clause 49 of the

NOTICE TO THE MEMBERS

Listing Agreement, Dr Bernd Dill (DIN:01300832), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the Fifty-third Annual General Meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation."

9. To appoint Shri Ninad D. Gupte as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions 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) and Clause 49 of the Listing Agreement, Shri Ninad D. Gupte (DIN:00027523) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the Fifty-third Annual General Meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation."

10. To appoint Shri Nimish U. Patel as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions 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) and Clause 49 of the Listing Agreement, Shri Nimish U. Patel (DIN:00039549) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the Fifty-third Annual General Meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation."

11. To confer on the Board the power to borrow money and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession of all the earlier resolutions passed by the members of the Company, consent of the Company be and is hereby accorded, pursuant to the provisions of clause (c) of sub-Section (1) of Section 180 of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act, for conferring upon the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the power conferred by this Resolution) the power to borrow any sum or sums of money, for and on behalf of the Company, from time to time, from one or more Financial Institutions or Banks or Bodies Corporate or from others by way of loans, whether unsecured or secured, issue of debentures, cash credits, other advances, deposits, by mortgage, charge, hypothecation or pledge of the Company's assets and properties whether movable or immovable or stock-in-trade, work in process, finished goods and debts and advances, notwithstanding that the sum or sums so borrowed together with the moneys, if any, already borrowed by the Company but outstanding (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) is/are in excess of the aggregate of the paid-up share capital and free reserves for the time being, but not exceeding Rs.100,00,00,000/- (Rupees One Hundred Crores) only."

12. To approve contributions to bona fide charitable and other funds and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession of all the earlier resolutions passed by the members of the Company, permission of the Company be and is hereby granted, pursuant to the provisions of Section 181 of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the power conferred by this Resolution) for contributing on behalf of the Company to bona fide charitable and other funds any amount the aggregate of which shall not exceed in any financial year Rs.60,00,000 (Rupees Sixty Lacs only) or 5% (five per cent) of the average net profits for the three immediately preceding financial years, whichever is greater."

NOTICE TO THE MEMBERS

13. To approve acceptance and renewal of deposits from the members of the Company 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 Chapter V of the Companies, 2013 (“the Act”) and the Companies (Acceptance of Deposits) Rules, 2014 (“the Rules”) and subject to the fulfilment of the conditions specified in clauses (a) to (e) of sub-Section (2) of Section 73 of the Act and further subject to compliance of all the applicable provisions of the Act and the Rules, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the power conferred by this Resolution) to accept and renew secured or unsecured deposits from its members on such terms and conditions as may be agreed upon between the Company and its members, provided that at no point of time the amount of such deposits together with the amount of other deposits outstanding as on the date of acceptance or renewal of such deposits shall exceed 25% of the aggregate of the paid up share capital and free reserves of the Company.”

“FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including acceptance/renewal/repayment of the deposits that may be accepted from the members of the Company and that may be required to be fulfilled to give effect to the above resolution.”

14. To approve the payment of remuneration to non-executive Directors and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, in supersession of the resolutions previously passed by the members in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification[s] or re-enactment thereof for the time being in force) and subject to such approvals as may be required, so long as the Company has a Managing Director or a Whole-time Director(s) or Manager, the non-executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole-time Directors) be paid, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof as the Board may from time to time determine, such sum by way of remuneration not exceeding in the aggregate 1% (one per cent.) of the net profits of the Company computed in the manner laid down in Section 198 of the Act in such amounts or proportions and in such manner as may be decided and directed from time to time by the Chairman of the Board of Directors of the Company.”

“PROVIDED THAT if at any time the Company does not have a Managing Director or a Whole-time Director or a Manager, such sum by way of remuneration not exceeding in the aggregate 3% (three per cent.) of the net profits of the Company, computed in the manner laid down in the said Section 198 be paid to and distributed amongst the non-executive Directors of the Company for each of the financial years or part thereof in such proportion and manner as the Board of Directors (including the Nomination and Remuneration Committee) may from time to time decide.”

15. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2015 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, if applicable, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,00,000 (Rupees one lakh only) plus service tax, if any, fixed by the Board of Directors of the Company, in respect of the Cost Auditor of the Company (M/s. Y.S.Thakar & Co., Cost Accountants – Firm Registration No. 000318) be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

16. To alter Article 150 of the Articles of Association of the Company and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Article 150 of the Articles of Association of the Company be deleted and the following be and is hereby substituted in its place and stead as new Article 150:

Article 150 - Board may appoint Managing Director or Whole-time Directors:

Subject to the provisions of the Act and of the Articles the Board of Directors of the Company shall have power to appoint from time to time any of its number as Managing Director or Joint Managing Directors or Whole-time Directors of the Company upon such terms and conditions as the Board thinks fit and may revoke such appointments and subject to the provisions of the Articles, the Board may by resolution vest in such Managing Director or Joint Managing Directors or

NOTICE TO THE MEMBERS

Whole-time Directors such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions as it may determine and the Board may at any time withdraw, vary or revoke such powers. The remuneration of a Managing Director/Joint Managing Directors/Whole-time Directors may be by way of a monthly payment, fee for each meeting or participation in profits, or by any or all of these modes as the Board shall from time to time determine or by any other mode not expressly prohibited by the Act. Subject to the provisions of the Act:

(1) unless otherwise agreed between the Managing Director and the Board of Directors of the Company, the Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the retirement of Directors by rotation or in fixing the number of Directors to retire by rotation and he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall, ipso facto, and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause;"

(2) whole-time Directors, other than the Managing Director, shall, unless it is otherwise agreed between Whole-time Directors and the Board of Directors of the Company, irrespective of their designations, while they continue to hold their respective offices, be persons whose period of office is liable to determination by retirement of Directors by rotation, and they shall be reckoned as Directors for the purpose of determining the retirement of Directors by rotation and in fixing the number of Directors to retire and each of them shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and shall, ipso facto, and immediately, cease to be a Whole-time Director if he ceases to hold the office of Director from any cause."

17. To alter the terms and conditions of Original Agreement entered into by and between the Company and Shri Bimal V. Mehta, Whole-time Director designated as Executive Director of the Company and in this regard 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 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Shri Bimal V. Mehta [DIN: 00081171], Executive Director of the Company, be and is hereby altered to that of liable to determination by retirement of Directors by rotation."

Regd. Office:

6th Floor, Marble Arch,
Race Course,
Vadodara – 390007

Dated: 28th July, 2014

**By Order of the Board of Directors
For Transpek Industry Limited**

**SHAILESH K. SOLANKI
Vice President & Company Secretary**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
The instrument appointing a proxy should be deposited at the Regd. Office of the Company not less than 48 hours before the commencement of the meeting.
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 may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the meeting and vote on their behalf.
- A Statement pursuant to the Special Business at items No. 6 to 17, as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- Members who hold shares in dematerialized form are requested to bring their DP ID and client ID Nos. for easy identification of attendance at the meeting.
- The Register of Members and Share Transfer Books of the Company and the Register of Beneficial Owners maintained by NSDL and CDSL in respect of the Company will remain closed from 11th September, 2014 to 18th September, 2014 (both days inclusive).
- Payment of dividend as recommended by the Board of Directors, if declared at the Meeting, will be made after Thursday,

NOTICE TO THE MEMBERS

the 18th September, 2014, to the Members whose names stand on the Company's Register of Members on Thursday, the 18th September, 2014, and to the beneficial owner(s) as per the beneficiary list at the close of business hours on Wednesday 10th September, 2014 provided by the National Securities and Depository Limited and Central Depository Services (India) Limited.

7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars & Transfer Agents viz. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
8. Payment of dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centres by crediting the dividend amount to the bank accounts of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under the RBI Centres who have not furnished the requisite information and who wish to avail of the NECS facility to receive dividend from the Company, may furnish the information to M/s. Link Intime India Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through the NECS mechanism.
9. Electronic copy of the Annual Report for 2013-14 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 are being sent.
10. Electronic copy of the Notice of the 48th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 48th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent.
11. Members may also note that the Notice of the 48th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.transpek.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. 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: sksolanki@transpek.com or secretarial@transpek.com
12. Members are requested to notify promptly any change in their addresses or bank mandates to their respective Depository Participants in respect of their electronic share accounts quoting client ID No. and to Link Intime India Pvt. Ltd., the Company's Registrars and Share Transfer Agents, in respect of their physical shares, quoting their Folio No.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company/ R & T Agent viz. Link Intime India Private Limited.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio.
16. Non-Resident Indian Members are requested to inform the Company's R&T Agent viz. Link Intime India Private Limited, immediately of:
 - I. Change in their residential status on return to India for permanent settlement.
 - II. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with Pin Code No., if not furnished earlier.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically.
18. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956 and sub-Section (5) of Section 124 of

NOTICE TO THE MEMBERS

the Companies Act, 2013, any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer is to be transferred by the Company along with interest accrued, if any, thereon to the Investor Education and Protection Fund established by the Central Government.

Details of dividend declared for the year 2006-2007 onwards are given below:

Date of Declaration	Dividend for the year	Dividend Rs. per share	Due date of the proposed transfer to the Investor Education & Protection Fund
07.09.2007	2006-2007	1.50	08.10.2014
22.08.2008	2007-2008	1.50	23.09.2015
07.09.2009	2008-2009	2.50	08.09.2016
13.08.2010	2009-2010	2.50	06.09.2017
25.08.2011	2010-2011	4.00	26.09.2018
08.08.2013	2012-2013	3.00	12.09.2020

Members who have not encashed their Dividend Warrants for the above years are requested to write to the Company for revalidation of Dividend Warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund.

19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the meeting.

21. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

I. The process and instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- | | |
|------|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio |
|------|---|

NOTICE TO THE MEMBERS

	number in the PAN field.
	<ul style="list-style-type: none"> In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is RAMESH KUMAR with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date i.e. 16th August, 2014 in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant company name viz. "TRANSPEK INDUSTRY LIMITED".

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

- Corporate/Institutional members (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. together with attested specimen signature(s) of the duly authorised signatory/(ies) who are authorised to vote, to the Scrutinizer at email ID: csvlvyas@gmail.com, with a copy marked to helpdesk.evoting@cdslindia.com.

II. In case of members receiving the physical copy:

- Please follow all steps from sl no. (i) to sl. no. (xvii) above to cast vote.