

52nd Annual Report 2017-18



SELF EMPLOYMENT

Beauty Parlour course in progress to help speech and hearing impaired girls to be self-employed.



MONITORING HEALTH

Haemoglobin Checkup of women for eradicating anaemia in village Hainapura near the factory site



52ND ANNUAL GENERAL MEETING

Annual General Meeting on Tuesday, the 7th day of August, 2018 at 04:00 p.m. at Hotel Grand Mercure - 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, 2018. 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

Ashwin C. Shroff

Chairman

Bimal V. Mehta

Managing Director

Atul G. Shroff

Dipesh K. Shroff

Dr. Bernd Dill

Ravi A. Shroff

Ninad D. Gupte

Nimish U. Patel

Smt. Geeta A. Goradia

Shri Hemant J. Bhatt

Alak D. Vyas

Company Secretary & Compliance Officer

Bankers

State Bank of India

Bank of Baroda

Axis Bank Ltd.

IDBI Bank Ltd.

Auditors

CNK & Associates, LLP

Chartered Accountants

Cost Auditors

Y. S. Thakar & Co.

Cost Accountants

Secretarial Auditors

CS Vijay L. Vyas

Practising Company Secretary

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 - 390 020.

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NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT the 52nd ANNUAL GENERAL MEETING of the Members of **TRANSPEK INDUSTRY LIMITED** will be held at **04.00 p.m. on Tuesday, the 7th day of August, 2018**, at Hotel Grand Mercure – Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara – 390020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the year ended on 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon, and for that purpose to consider and pass the following resolution as an **Ordinary Resolutions:-**
 - (a) **"RESOLVED THAT** the Audited Financial Statements of the Company for the year ended on 31st March, 2018 and the Reports of the Auditors and the Board of Directors thereon laid before this meeting be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the year ended on 31st March, 2018 and the Reports of the Auditors and the Board of Directors thereon laid before this meeting be and are hereby considered and adopted."
2. To declare dividend on the equity shares of the Company and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT Dividend at the rate of Rs.9/- (Rupees Nine Only) per Equity Share for the year ended on 31st March, 2018, be and is hereby declared and the same be paid on 55,85,569 Equity Shares of Rs.10/- (Rupees Ten only) each fully paid up, as recommended by the Board of Directors 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 reappointment and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT Shri Dipesh K. Shroff, a Director of the Company, retiring by rotation at this Annual General Meeting and being eligible for re-appointment, pursuant to the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4. To ratify and confirm the appointment of M/s. CNK & Associates LLP, Chartered Accountants as Statutory Auditors of the Company until the conclusion of the 54th Annual General Meeting, without further ratification at every general meeting in pursuance to Section 139 of the Companies Act, 2013 and all other applicable provisions, as amended from time to time and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, and the Companies (Audit and Auditors) Rules, 2014 as amended by the Companies (Audit and Auditors) Amendment Rules, 2018 and pursuant to the recommendation made by the Audit Committee of Directors and the Board of Directors and in modification of the resolution passed by the members at the 51st Annual General Meeting of the Company held on 10th August, 2017, the appointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No.101961W/W-100036) as the Auditors of the Company to hold office till the conclusion of the 54th Annual General Meeting of the Company be and is hereby ratified and confirmed without the requirement of any further ratifications by the members and the Board of Directors, be and is hereby authorised to fix the remuneration of the Auditors."

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2019 and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Section 148 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. 1,40,000/- (Rupees One Lakh Forty Thousand) plus applicable tax on services (by whatever

NOTICE TO THE MEMBERS...

name called) fixed by the Board of Directors of the Company, in respect of M/s Y. S. Thakar & Co., Cost Accountants – Firm Registration Number: 000318, the Cost Auditor of the Company, be and is hereby ratified.”

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

Regd. Office:

6th Floor, Marble Arch,

Race Course,

Vadodara – 390007

Dated: 23rd May, 2018

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

**Alak D. Vyas
Company Secretary &
Compliance Officer**

NOTES:

1. (a) 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. PROXY CANNOT VOTE ON E-VOTING.
- (b) 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.
- (c) A person can act as 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.
- (d) A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative/s to attend the meeting and vote on their behalf pursuant to Section 113 of the Act.
3. A Statement as required under Section 102 of the Act in respect of Business at item no. 4 is annexed hereto.
4. Members are requested to bring their attendance slip or L.F. No. or DP ID and Client ID nos. for easy identification of their attendance at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 1st August, 2018 to 7th August, 2018 (both days inclusive).
6. Payment of the dividend declared at the meeting will be made on or after 14th August, 2018 to the members whose names stand on the Company's Register of Members on 31st July, 2018 and to the beneficial owner(s) as per the beneficiary list at the close of business hours on 31st July, 2018 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 declared at the meeting. 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 or their address. Such changes are to be advised only to the Depository Participants by the members.
8. Payment of dividend declared at the meeting will be made through National Automated Clearing House (NACH)/ 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 NACH/NECS facility to receive the dividend from the Company may furnish the information to M/s. Link Intime India Private Limited, the

NOTICE TO THE MEMBERS...

Registrars and Transfer Agents not later than 25th July, 2018. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through the NACH/NECS mechanism.

9. Electronic copy of the Annual Report for 2017-2018, the Notice of the 52nd Annual General Meeting of the Company to be held on 7th August, 2018 *inter alia* indicating the process and manner of e-voting along with attendance slip and Proxy Form are being sent to all the members whose email addresses are registered with the Company/Depository Participants for communication purposes, unless any such member requests for a physical printed copy of the same. Even after registering for e-communication, such members can send their written request for printed copy of the said documents which will be then supplied free of cost by post/courier to their registered address. The shareholders may send requests/communication by email to the Company's investor relations email id: (investorrelations@transpek.com), quoting their L.F.No. or Client ID and DP ID nos. For members who have not registered their email addresses, physical printed copies of the Annual Report for 2017-2018 are being sent.
10. Members may note that the notice for the 52nd Annual General Meeting to be held on 7th August, 2018, the statement under Section 102, and the Annual Report for the FY 2017-2018 will also be available on the Company's website www.transpek.com. Physical copies of the aforesaid documents and the documents referred to in the statement under Section 102 will also be available at the Company's Registered Office for inspection by members during 14.00 hours to 16.00 hours on any working day (Monday to Saturday, except holidays) before the date of the Annual General Meeting.
11. Members are requested to notify promptly any changes in their postal/email addresses or bank mandates to their respective Depository Participants in respect of their electronic share accounts quoting Client ID no. and in respect of their physical shares, quoting their Folio no. to Link Intime India Pvt. Ltd., Vadodara, the Company's Registrars and Transfer Agents.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 shall submit their PAN to the Company / R & T Agent viz. Link Intime India Pvt. Ltd., Vadodara.
13. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Nomination form is available on the Company's website, which may be printed, filled up, signed and sent to the Company/R & T Agent viz. Link Intime India Pvt. Ltd., Vadodara.
14. 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, Vadodara for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform the Company's R & T Agent viz., Link Intime India Private Limited, Vadodara 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.
16. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically, as provided for in the Companies Act, 2013 and the Rules made thereunder.
17. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2009-2010, from time to time on due dates, to the Investor Education and Protection Fund Account established by the Central Government. Further, as per the provisions of the Act and IEPF Rules, 2017, the Company has transferred those equity shares to the said account whose dividend had been lying unclaimed with the Company for a period of seven consecutive years. The Company has uploaded the details of unpaid and unclaimed Dividends and Matured Deposits and Unclaimed interest on deposits lying with the Company as on 31st March, 2018 on the website of the Company www.transpek.com. Members who have not encashed their Dividend Warrants for the financial year 2010-2011 or subsequent financial years are requested to write immediately to

NOTICE TO THE MEMBERS...

the Company enclosing their Dividend Warrants for issue of cheque/ demand draft against such invalid Dividend Warrants before such unclaimed dividend becomes due for transfer to the Investor Education and Protection Fund (IEPF).

18. In case of two or more joint holders attending the meeting, only such joint holder who is higher in the order of names on the Company's record will be entitled to vote at the meeting. Shareholders are requested to provide their Ledger Folio No. or DP ID and Client ID no. at the time of voting.

19. **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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer 'remote e-voting' (e-voting from a place other than the venue of the Annual General Meeting) 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 the Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The facility for voting, either through the electronic voting system or through ballot/polling paper shall also be made available at the venue of the 52nd Annual General Meeting. Only the persons who are members of the Company as on 31st July, 2018 (i.e. the cut-off date) will be eligible to vote by electronic means or at the 52nd Annual General Meeting.

Members of the Company attending the meeting, if they have not cast their votes through remote e-voting, shall be eligible to exercise their voting rights at the meeting. Members who have already cast their votes through remote e-voting, may attend the meeting but shall not be entitled to cast their vote at the Annual General Meeting.

The Company has appointed CS Vijay L. Vyas, Company Secretary in Practice, as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner. E-voting is optional. In terms of the requirement of the Companies Act, 2013 and the relevant Rules thereunder, the Company has fixed 31st July, 2018 as the 'cut-off date'. The remote e-voting/voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period shall begin on Saturday, 4th August, 2018 at 10.00 a.m. and end on Monday, 6th August, 2018 at 05.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (31st July, 2018) may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding shares in the Company in physical or in demat form as on 31st July, 2018 shall only be eligible for e-voting.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com (ONLY MEMBERS CAN VOTE ON REMOTE E-VOTING).
- (iii) Click on Shareholders.
- (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 the FIRST TIME USER, follow the steps given below:

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For FIRST TIME USER MEMBERS holding shares in demat form and physical form

PAN	Enter your 10 digit alpha-numeric * PAN issued by the Income-tax Department (applicable for both Demat and Physical Shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on Attendance Slip indicated in PAN field.
DOB OR Dividend Bank Details	Enter the Date of Birth (DOB) as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or Folio No.; OR Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or Folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Company, please enter the User ID/Folio Number in the Dividend Bank details fields as mentioned in instruction (iv) above.

- (viii) After entering the details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 shareholder for voting on 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 > on which you choose to vote.
- (xii) On the voting page you will see "RESOLUTION DESCRIPTION" and against the same the options of "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 the print of the voting done by you by clicking on "click here to print" option on the voting page.
- (xvii) If a demat account holder has forgotten the password then enter the User ID and the image verification code and click on "forgot password" and enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile application while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
 - a) Non – Individual Shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodian are required to logon to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

NOTICE TO THE MEMBERS...

- c) After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of Board Resolution and Power of Attorney (POA) which they have issued in favour of Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer to Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com, under "Help" section or send query by an email to helpdesk.evoting@cdslindia.com.

A copy of this notice has been placed on the website of the Company and the website of CDSL.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the vote cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter-sign the same. The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith, in the format prescribed under Regulation 44 (3) of the SEBI (LODR) Regulations, 2015.

The results declared along with the Scrutinizer's Report shall immediately be placed on the Company's website www.transpek.com and on the website of CDSL. The said results shall also be communicated to BSE Limited, which shall place it on its website thereafter.

20. The Information as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 in respect of the Director seeking re-appointment is as under:

Name of Director	Dipesh K. Shroff
Date of Birth	3rd February, 1960
Date of re-appointment	18th September, 2014
Expertise in Specific Functional Areas	Corporate Management
Qualifications	Diploma in Civil Engineering; Management Excellence Programme from IIM, Ahmedabad; Owners/President Management Programme (OPM) – Harvard Business School, Boston.
Brief Resume of Shri Dipesh K. Shroff	Mr. Dipesh K. Shroff is a Director of the Company since 27th March, 2001. He is presently the Managing Director of Agrocel Industries Private Limited. Previously, he was the Managing Director of Excel Crop Care Limited. He is also a Trustee of Vivekananda Research & Training Institute, International Resources for Fairer Trade, Mumbai, Kutch Nav Nirman Abhiyaan, Shrujan and Shrujan Creations, Kutch
Other Companies in which Directorship held	<ul style="list-style-type: none"> • Excel Industries Limited (Listed Company) • Excel Crop Care Limited (Listed Company) • Kutch Crop Services Limited • Neo Seeds India Private Limited • Agrocel Industries Private Limited • Vibrant Greentech India Private Limited