

Transpek Industry Limited



# Annual Report 2019-20







Special  
Teaching Program  
at Ekalbara Village.  
Total 136  
Children were  
benefitted.

Kalrav Bal Mela  
at Chottaudepur by  
Shroffs Foundation  
Trust. Total 900  
Children  
participated.



Story Sharing  
session conducted  
by Samvitti  
Foundation.  
Total 40 sessions  
were conducted.

## 54<sup>th</sup> ANNUAL GENERAL MEETING

54<sup>th</sup> Annual General Meeting will be held on Wednesday, the 23rd day of September, 2020 at 3.00 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means("OAVM").

### A Request

We are sure you have read with interest the accounts of the year ended 31<sup>st</sup> March, 2020. 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**

**Geeta A. Goradia**

**Hemant J. Bhatt**

**Anandmohan Tiwari (w.e.f. 4<sup>th</sup> Nov, 2019)**

**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 Auditor

CS Vijay L. Vyas

Practising Company Secretary

**TRANSPEK INDUSTRY LIMITED (CIN : L23205GJ1965PLC001343)**

### 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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Form AOC - 1

## NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the 54th ANNUAL GENERAL MEETING of the Shareholders of TRANSPEK INDUSTRY LIMITED will be held at 3.00 pm on Wednesday, the 23rd day of September, 2020, through Video Conference/Other Audio Visual Means to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Stand-alone and Consolidated Audited Financial Statements of the Company for the year ended on 31st March, 2020 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 Resolution:-**
  - (a) **"RESOLVED THAT** the Stand-alone Audited Financial Statements of the Company for the year ended on 31st March, 2020 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, 2020 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 Final Dividend on the equity shares of the Company for the financial year ended 31st March, 2020 and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** a Final Dividend at the rate of Rs.2.50/- (Rupees Two and Paise Fifty only) per Equity Share for the year ended on 31st March, 2020, 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 Ravi A. 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 Ravi A. 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 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 Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Regulation 18 and Part C of Schedule – II of the SEBI (LODR) Regulations, 2015, including any statutory enactment or modification(s) thereof and pursuant to the recommendations of the Audit Committee of Directors and that of the Board of Directors, M/s. Bansi S. Mehta & Co., Chartered Accountants (Firm Registration No.100991W), be and they are hereby appointed as the Auditors of the Company for a period of five years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fifty Ninth Annual General Meeting, on a remuneration of Rs.15,00,000/- p.a. for the Financial Year 2020-2021 plus GST as may be applicable and reimbursement of out of pocket expenses incurred in connection with the audit and the remuneration for their remaining tenure of appointment shall be as may be decided by the Board of Directors of the Company from time to time."

### **SPECIAL BUSINESS:**

5. To ratify the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2021 and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**



## NOTICE TO THE SHAREHOLDERS...

**"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. 1,54,000/- (Rupees One Lakh Fifty Four Thousand) plus applicable tax on services (by whatever 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: 24th June, 2020**

**By Order of the Board of Directors**

**For Transpek Industry Limited**

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

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. In view of the continuing restrictions on the movement of people at several places in the country due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular 22/2020 dated 15th June, 2020 read with General Circulars No. 20/2020 dated 5th May, 2020, No. 14/2020 dated 8th April, 2020 and No. 17/2020 dated 13th April, 2020 and SEBI circular dated 12th May, 2020, has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 54th AGM of the Company shall be held and conducted through VC / OAVM. Link Intime India Private Limited ('LIPL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No.13 below and is also available on the website of the Company at [www.transpek.com](http://www.transpek.com).
3. As the AGM shall be conducted through VC/OAVM, the facility for the appointment of Proxy by the Shareholders is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional/Corporate Shareholders are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [investorrelations@transpek.com](mailto:investorrelations@transpek.com).
5. The Register of Shareholders and Share Transfer Books of the Company will remain closed from 17th, September, 2020 to 23rd September, 2020 (both days inclusive).

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

6. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Shareholders whose e-mail addresses are registered with the Company or the Depository Participant(s).

## NOTICE TO THE SHAREHOLDERS...

7. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investorrelations@transpek.com](mailto:investorrelations@transpek.com) along with the copy of the signed request letter mentioning the name and address of the Shareholder, self-attested copy of the PAN card, and self-attested copy of any one of these document (e.g. Driving License, Election Identity Card, Aadhar Card, Passport) in support of the address of the Shareholder. Shareholders holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Shareholders may write to [investorrelations@transpek.com](mailto:investorrelations@transpek.com).
8. The Notice for the 54th AGM along with Annual Report for the financial year 2019-2020, is available on the website of the Company at [www.transpek.com](http://www.transpek.com), on the website of Stock Exchange i.e. BSE Limited and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

### **INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means as the authorised e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by LIPL.
10. The shareholders, whose names appear in the Register of Members/List of Beneficial Owners as on 16th September, 2020 i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. 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.
11. The Company has appointed CS Vijay L. Vyas, Company Secretary in Practice, as the Scrutinizer, to scrutinize the entire e-voting in a fair and transparent manner. Members desiring to vote through remote e-voting are requested to refer to the following instructions:

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period shall begin on Sunday, 20th September, 2020 at 10.00 a.m. and end on Tuesday, 22nd September, 2020 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 (16th September, 2020) may cast their votes electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Members holding shares in the Company in physical or in demat form as on 16th September, 2020 shall only be eligible for e-voting.
- (ii) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the Cut-off Date i.e. 16th September, 2020, may obtain the login ID and password by sending a request at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in). However, if he/she is already registered with LIPL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <https://instavote.linkintime.co.in> or contact LIPL on Tel: 022-4918 6000.
- (iii) The shareholders should log on to the e-voting system of LIPL <https://instavote.linkintime.co.in/> (ONLY MEMBERS CAN VOTE ON REMOTE E-VOTING)
- (iv) Click on "Login" tab, available under 'Shareholders' tab.
- (v) Enter your USER ID, Password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

## NOTICE TO THE SHAREHOLDERS...

- (vi) Your User ID details are given below:
- For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 character DP ID followed by 8 digits Client ID
  - Members holding shares in physical form your User ID is event no. + Folio Number registered with the Company.
- (vii) If you are the FIRST TIME USER, follow the steps given below:

If you are using e-voting system of LIPL <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' tab and register your details and set the password of your choice and confirm (The password should atleast contain minimum 8 characters, atleast one special character, atleast one numerical, atleast one alphabet and atleast one capital letter).

Click "confirm" (Your Password is now generated).

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

<b>PAN</b>	Enter your 10 digit alpha-numeric * <b>PAN</b> issued by the Income-tax Department (applicable for both Demat and Physical Shareholders)  * Members who have not updated their <b>PAN</b> with the Company/Depository Participant are requested to use the sequence number printed provided to you, if applicable.
<b>DOB/DOI</b>	Enter the Date of Birth (DOB)/Date of incorporation (DOI) as recorded in your demat account or in the Company's records for the said demat account or Folio No. in dd/mm/yyyy format.  <b>OR</b> Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or Folio.
<b>Dividend Bank Details</b>	Please enter the <b>DOB/DOI</b> 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 (vi-c) above.

- (viii) If you are holding shares in demat form and had logged on to <https://instavote.linkintime.co.in> and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If shareholders holding shares in demat or physical form have forgotten password, they need to:
- Click on 'Login' under 'Shareholder' tab and further click on 'forgot password?'
  - Enter User ID, select mode and enter image verification (CAPTCHA) code and click on 'Submit'.
- (x) In case shareholder is having valid email address, Password will be sent to the shareholders registered email address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should atleast contain minimum 8 characters, and include atleast one special character, atleast one numerical, atleast one alphabet and atleast one capital letter). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) After successful login, you will be able to see the notification for e-voting on the home page of INSTA vote. Select/View 'Event No.' of the Company.



## NOTICE TO THE SHAREHOLDERS...

- (xii) E-voting page will appear.
- (xiii) On the voting page, you will see "Resolution Description" and against the same the option 'Favour/Against' for voting. Cast your vote by selecting an appropriate option.
- (xiv) If you wish to view the entire resolution details, click on the 'View Resolutions' File Link.
- (xv) After selecting the appropriate option i.e. Favour/Against as desired, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- (xvi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xvii) You can also take the print out of the votes cast by you by clicking on "Print" option on the voting page.

### 12. **Note for Non – Individual Shareholders and Custodians:**

- a) Non – Individual Shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodians are required to logon to <https://instavote.linkintime.co.in> and register themselves in the "Custodian/Corporate Body/Mutual Fund" module.
- b) A scanned copy of Board Resolution and Power of Attorney (POA) which they have issued in favour of Custodian/Mutual Fund/Corporate Body, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- c) Alternatively Non-individual Shareholders are required to send the relevant Board Resolution/Authority letter etc. together with the attested specimen signature of the duly authorised signatory who is authorised to vote, to the Scrutinizer at [csvlvyas@gmail.com](mailto:csvlvyas@gmail.com) and to the Company at the email address at [investorrelations@transpek.com](mailto:investorrelations@transpek.com), if they have voted from individual tab and not uploaded the same on LIPL e-voting system for the scrutinizer to verify the same.
- d) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- e) In case you have any queries or issues regarding e-voting, you may refer to Frequently Asked Questions ("FAQ") and InstaVote e-voting manual available at <https://instavote.linkintime.co.in>, under help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or call 022-49186000.

A copy of this notice has been placed on the website of the Company [www.transpek.com](http://www.transpek.com); [www.bseindia.com](http://www.bseindia.com) and at the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

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 the 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](http://www.transpek.com) and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>. The said results shall also be communicated to BSE Limited, which shall place it on its website thereafter.

### **PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**

- 13. Shareholders will be provided with the facility to attend the AGM through VC/OAVM by Link Intime India Private Limited's e-voting system. Shareholders will be provided with InstaMeet facility wherein they shall register details and attend the Annual General Meeting as under:

## NOTICE TO THE SHAREHOLDERS...

- Open the Internet Browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 character DP ID followed by 8 digits Client ID
  - Members holding shares in physical form your User ID is Folio Number registered with the Company.
  - PAN: Enter your ten digit Permanent Account Number (PAN). (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
  - Mobile No.
  - Email ID
  - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
14. Shareholders can join the AGM in the VC/OAVM mode 30 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 AGM through VC/OAVM will be made available to at least 1000 members on 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, Scrutinizer etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
  15. Shareholders are encouraged to join the meeting through Laptop/I Pads for better experience.
  16. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  17. Please note that the participants commencing 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.
  18. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@transpek.com](mailto:investorrelations@transpek.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@transpek.com](mailto:investorrelations@transpek.com). These queries will be replied to by the Company suitably by email.
  19. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The questions should be restricted to the Annual Report and business of the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
  20. Shareholders are requested to speak only when moderator of the meeting/management will announce their name for speaking.
  21. The attendance of the shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  22. Pursuant to the MCA Circular No.14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for shareholders is not available for this AGM.