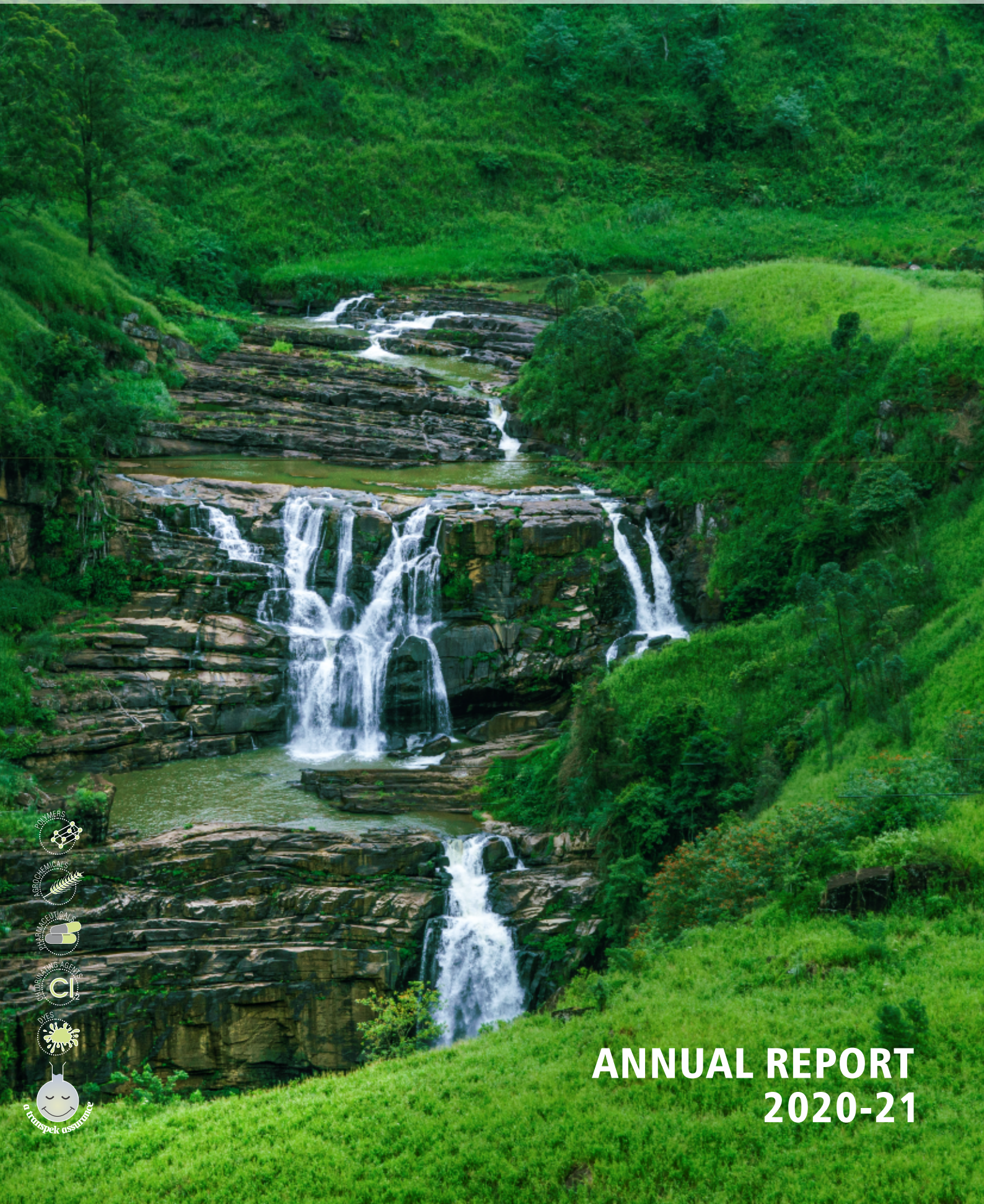


Transpek Industry Limited



ANNUAL REPORT 2020-21



**SFT handing over
Biofilter Plant to
Committee of
Khanderaopura
Village.**

**Inauguration of
Bal Murti
Programme of
UGF at Company's
Registered Office.**



**Inauguration of
Vocational
Training Centre
(VTC) in
Company's CSR
office premises
at Ekalbara,
Padra.**

55th ANNUAL GENERAL MEETING

55th Annual General Meeting will be held on Wednesday, the 15th day of September, 2021 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 31st March, 2021. 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

Alak D. Vyas

Company Secretary & Compliance Officer

Bankers

State Bank of India

Bank of Baroda

Axis Bank Ltd.

IDBI Bank Ltd.

Auditors

Bansi S. Mehta & Co.

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

4th Floor, Lilleria 1038
Gotri Sevasi Road,
Vadodara - 390 021.

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 TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT the 55th ANNUAL GENERAL MEETING of the Shareholders of TRANSPEK INDUSTRY LIMITED will be held at 03.00 pm on Wednesday, the 15th day of September, 2021, 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, 2021 and the Reports of the Board of Directors and Auditors thereon, and for that purpose to consider and pass the following resolutions as a **Ordinary Resolutions:-**

- (a) **"RESOLVED THAT** the Stand-alone Audited Financial Statements of the Company for the year ended on 31st March, 2021 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, 2021 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 a Dividend on the equity shares of the Company for the financial year ended 31st March, 2021 and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT a Dividend at the rate of Rs.7.50/- (Rupees Seven and Paise Fifty only) per Equity Share for the year ended on 31st March, 2021, 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 Atul G. 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 Atul G. 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."

SPECIAL BUSINESS:

4. To consider material related party transactions between the Company and TML Industries Limited for the year 2021-2022 and pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company, be and is hereby accorded to the Company for -

- 1) entering into an arrangement for the manufacture of the Company's products on job-work basis at the factory premises of TML Industries Ltd. ("TML") situated at Village: Karakhadi, District: Vadodara and Village: Piludra, District: Bharuch; and
- 2) leasing of the Company's Assets to TML on payment of Lease Rent by entering into a Lease Agreement;

as material related party transactions entered into or to be entered into by the Company with TML Industries Limited, a related party, the value of which transactions, in the aggregate, may exceed 10% of the annual consolidated turnover of the Company for the financial year 2021-2022, in the ordinary course of business and on arm's length

NOTICE TO THE MEMBERS

basis with the said related party within the meaning of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to this notice."

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby, severally authorized to do such acts, deeds, things and execute all such agreements, writings, documents, and undertakings as may be necessary for giving effect to the above resolution."

5. To ratify the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2022 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. 1,54,000/- (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, for the financial year 2021-2022, 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:

4th Floor, Lilleria 1038,
Gotri – Sevasi Road,
Vadodara – 390021
Dated: 25th May, 2021

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

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

NOTICE TO THE MEMBERS

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. In view of the continuing restrictions on the movement and gathering 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 02/2021 dated 13th January, 2021 read with SEBI circular SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021, has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. 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 55th 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.
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 format) of the certified Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investorrelations@transpek.com.
5. The Register of Shareholders and Share Transfer Books of the Company will remain closed from 8th September, 2021 to 15th September, 2021 (both days inclusive).

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

In accordance with the General Circular No. 39/2020 dated 31st December, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 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).

6. 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 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 documents (e.g. Driving License/ Election Identity Card/ Aadhar Card/ Passport) as proof 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.
7. The Notice for the 55th AGM along with Annual Report for the financial year 2020-2021, is available on the website of the Company at www.transpek.com and on the website of Stock Exchange i.e. BSE Limited, www.bseindia.com.

NOTICE TO THE MEMBERS

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

8. 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 13th January, 2021, 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 ("LI IPL") 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 LI IPL.
9. In order to increase the efficiency of the voting process, SEBI had, vide its circular dated 9th December, 2020, enabled e-voting to all demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their votes without having to register again with the E-Voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
10. The shareholders, whose names appear in the Register of Members/List of Beneficial Owners as on 7th September, 2021 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:

The remote e-voting period shall begin on Sunday, 12th September, 2021 at 10.00 a.m. and end on Tuesday, 14th September, 2021 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 (7th September, 2021) may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter. Members holding shares in the Company in physical or in demat form as on 7th September, 2021 shall only be eligible for e-voting.

For the Individual Shareholders holding securities in demat mode with NSDL:

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
- If the user is not registered for IDeAS e-Services,

NOTICE TO THE MEMBERS

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>

- 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 phone. 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 (Client ID and DP ID) held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

For the Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider ('ESP') i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at

<https://web.cdslindia.com/myeasi./Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E-Voting is in progress.

For the Individual Shareholders (holding securities in demat mode) and login through their depository participants:

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once logged in, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

For the Individual Shareholders holding securities in physical mode and e-voting service provider is LINKINTIME:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:
 - User ID:** Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company.