

2022-23 ANNUAL REPORT

Transpek Industry Limited



Bimal Mehta, Managing Director, receiving award (2nd Prize) from Hon'ble Minister of Power, Govt. of India for Energy Conservation Activities carried out by the Company from 2018 to 2021.



Vipul Parikh, head of Engineering Services also receiving certificate of recognition from Hon'ble Minister of Power, Govt. of India for Energy Conservation Activities carried out by the Company from 2018 to 2021.

57th ANNUAL GENERAL MEETING

57th Annual General Meeting will be held on Tuesday, the 29th day of August, 2023 at 3.00 p.m. at Hotel Grand Mercure – Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara – 390020

A Request

We are sure you have read with interest the accounts of the year ended 31st March, 2023. 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

Avtar Singh

Joint 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

Pratik P. Shah

Chief Financial 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, Lillieria 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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Form AOC - 1

Notice To The Shareholders

NOTICE IS HEREBY GIVEN THAT the **57th ANNUAL GENERAL MEETING** of the Shareholders of **TRANSPEK INDUSTRY LIMITED** will be held at 03.00 pm on Tuesday, 29th day of August, 2023 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 Stand-alone and Consolidated Audited Financial Statements of the Company for the year ended on 31st March, 2023 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, 2023 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, 2023 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 for the financial year ended 31st March, 2023 and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT a Dividend at the rate of 275% i.e. Rs.27.50/- (Rupees Twenty Seven and Paise Fifty Only) per Equity Share for the year ended 31st March, 2023, 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 Ashwin C. 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 Ashwin C Shroff, a Director of the Company, retiring by rotation at this Annual General Meeting and, being eligible, who offers himself 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 ratify the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2024 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. 1,60,000/- (Rupees One Lakh Sixty 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.”

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“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: 18th May, 2023

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

**Alak D. Vyas
Company Secretary &
Compliance Officer
ACS: 31731**

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 Registered Office of the Company not less than 48 hours before commencement of the meeting.
(c) A person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent 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. 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 the provisions of Section 113 of the Companies Act, 2013 at secretarial@transpek.com.
3. Members are requested to bring their attendance slip or L.F.No. or DP ID and Client ID nos. for easy verification of their attendance at the meeting.
4. The Register of Shareholders and Share Transfer Books of the Company will remain closed from Tuesday, 22nd August, 2023 to Tuesday, 29th August, 2023 (both days inclusive).

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

5. In accordance with the General Circular No. 10/2022 dated 28th December, 2022 issued by MCA and Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023 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 secretarial@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 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 /

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difficulties in registering the e-mail address, Shareholders may write to secretarial@transpek.com.

7. The Notice for the 57th AGM along with Annual Report for the financial year 2022-2023, 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.

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) ('the Act') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and MCA Circulars, the Company is providing the 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, 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 Monday, 21st August, 2023, 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 Saturday, 26th August, 2023 at 10.00 a.m. and end on Monday, 28th August, 2023 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 (21st August, 2023) may cast their votes electronically. The remote 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 21st August, 2023, 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 under Value Added 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 i.e. Link Intime India Private Limited and you will be re-directed to the e-Voting service provider website for casting your vote during the remote e-Voting period.
- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 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

Notice To The Shareholders...

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 i.e. Link Intime India Private Limited and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

For the Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi/Easiest, 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 tab and then use or existing Myeasi username and password.
- After successful login of Easi/Easiest, the user will be also able to see the E Voting option for eligible companies where the e-voting is in progress as per the information by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider i.e. Link Intime India Private Limited for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers website directly.
- If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdsl.com and click on login and New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Provider.

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. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be re-directed to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on the Company name or e-voting service provider name i.e. Link Intime India Private Limited and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.

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 holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

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- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (Your password is now generated).
- Click on 'Login' under '**SHARE HOLDER**' tab.
 - Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
 - After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
 - E-voting page will appear.
 - Refer the Resolution description and cast your vote by selecting your desired option ('**Favour / Against**') (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
 - After selecting the desired option i.e. Favour /Against, 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.

For the Institutional shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the Board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

For Individual Shareholders holding securities in Physical mode and e-voting service provider is LINKINTIME, who have forgotten the password

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case the shareholders/member is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholder/member can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

For Individual Shareholders holding securities in demat mode with NSDL/ CDSL and who have forgotten the password

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Notice To The Shareholders...

- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of times till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk below:

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 /022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800225533

Helpdesk for Individual Shareholders holding securities in physical mode / Institutional shareholders & E-voting Service Provider is LINK INTIME.

In case shareholders/members holding securities in physical mode/Institutional shareholders having any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in> under Help section or send an email to ‘enotices@linkintime.co.in’ or contact on: - Tel: 022 –4918 6000.

A copy of this notice has been placed on the website of the Company www.transpek.com; 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 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.

DIVIDEND RELATED INFORMATION

- The shareholders whose names appear in the Register of Members/List of Beneficial Owners as on 21st August, 2023 i.e. the cut-off date will be paid the Dividend for the financial year ended 31st March, 2023, as recommended by the Board and after it is approved at the AGM.
- 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.