

+91 265 2335444, 2335757, 2358236  
2342262, 2334141  
P H O N E

+91 265 2335758  
F A X



Transpek Industry Limited

Reg. Office:  
6th Floor, Marble Arch  
Race Course Circle  
Vadodara - 390 007. Gujarat, (India)

**Date: 10<sup>th</sup> August, 2019**

To,  
BSE Limited  
Pheeroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai - 400 001

**Sub : Submission of Scrutinizer's Report for E-voting and Poll of the 53<sup>rd</sup> Annual General Meeting of the Company**

With reference to the captioned matter, please find enclosed herewith:

- Scrutinizer's Report on E-voting and Poll as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration), Rules, 2014.

We request you to kindly take the same on your record.

Thanking You,

Yours faithfully,

**For Transpek Industry Limited**

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



Alak/Richa



Works:  
At. & Post: Ekalbara  
Taluka: Padra  
Dist.: Vadodara - 391 440  
Gujarat (India)  
Ph.: +91-2662-244444, 244318, 244309  
Fax: +91-2662-244439, 244207



Company Identification No.: L23205GJ1965PLC001343

www.transpek.com  
WEBSITE  
inquiry@transpek.com  
EMAIL

11/08/2019

**CS VIJAY L. VYAS**

Practising Company Secretary

512, 'Yashkamal', Sayajiganj, Vadodara – 390020.

**Report of Scrutinizer appointed for e-voting on the resolutions placed before the 53<sup>rd</sup> Annual General Meeting of the Shareholders of Transpek Industry Limited held on Friday, the 9<sup>th</sup> August, 2019 at 04.00 p.m. at Hotel Grand Mercure-Surya Palace, Opp. Parsi Agiyari, Sayajiganj, VADODARA 390020.**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 20) of the Companies (Management and Administration) Rules, 2014]

**REMOTE E-VOTING - SCRUTINIZER'S REPORT**

10<sup>th</sup> August, 2019

To,  
Shri A C Shroff  
Chairman

Shri Bimal V Mehta  
Managing Director

**The 53<sup>rd</sup> Annual General Meeting of the Shareholders of Transpek Industry Limited held on Friday, the 9<sup>th</sup> August, 2019 at 04.00 p.m. at Hotel Grand Mercure-Surya Palace, Opp. Parsi Agiyari, Sayajiganj, Vadodara 390020.**

Dear Sir,

1. I, **Vijay L. Vyas**, a Company Secretary in Practice, (FCS-1602) have been appointed by the Board of Directors of Transpek Industry Limited (the Company) as a scrutinizer for the purpose of scrutinizing the Remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014 on the resolutions contained in the Notice to the 53<sup>rd</sup> Annual General Meeting (AGM) of the members of the company, held on Friday, 9<sup>th</sup> August, 2019 at 04.00 p.m. at Hotel Grand Mercure-Surya Palace, Opp. Parsi Agiyari, Sayajiganj, Vadodara 390020.



**VS VIJAY L. VYAS**  
Practising Company Secretary

512, 'Yashkamal', Sayajiganj, Vadodara – 390020.

2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting through electronic means on the resolutions contained in the Notice to the 53<sup>rd</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process restricted to make a Scrutinizer's report of the votes cast "**in favour**" or "**against**" the resolution stated above, based on the reports generated from the e-voting system provided ON 'www.evotingindia.com' by **Central Depository Services (India) Limited (CDSL)**, the authorized agency to provide e-voting facilities, engaged by the company.

3. Further to the above, I submit my report as under:-

- i. The e-voting period remained open from 10.00 a.m. on 6<sup>th</sup> August, 2019 to 05.00 p.m. on 8<sup>th</sup> August, 2018.
- ii. The members of the Company as on the "**cut off**" date i.e. Friday, the 2<sup>nd</sup> August, 2019 were entitled to vote on the resolution (items Nos. 1 to 9 as set out in the notice of the 53<sup>rd</sup> AGM of the Company)
- iii. The votes cast were unblocked on 9<sup>th</sup> August, 2019 at 6:44 p.m. in the presence of 2 (Two) witnesses namely CS Krutika Dave and CS Vaishali Upadhyay, of Vadodara, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(CS KRUTIKA DAVE)



(CS VAISHALI UPADHYAY)

- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted in "**favour**" or "**against**" each of the resolution that were put to vote, were generated from the e-voting website of **Central Depository Services (India) Limited (CDSL)** i.e. <https://evotingindia.co.in> based on such report generated, the result of the e-voting is as under:



**CS VIJAY L. VYAS**  
Practising Company Secretary

512, 'Yashkamal', Sayajiganj, Vadodara – 390020.

Agenda No.	1	Type of Resolution	ORDINARY RESOLUTION
Subject	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 <sup>st</sup> MARCH, 2019, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100

Agenda No.	2	Type of Resolution	ORDINARY RESOLUTION
Subject	TO DECLARE A DIVIDEND ON THE EQUITY SHARES OF THE COMPANY.		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100

Agenda No.	3	Type of Resolution	ORDINARY RESOLUTION
Subject	TO REAPPOINT SHRI ASHWIN C. SHROFF, AS A DIRECTOR, WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100



**CS VIJAY L. VYAS**

Practising Company Secretary

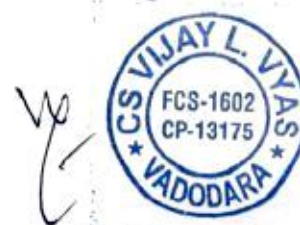
512, 'Yashkamal', Sayajiganj, Vadodara – 390020.

Agenda No.	4	Type of Resolution	ORDINARY RESOLUTION
Subject	TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31 <sup>ST</sup> MARCH, 2020.		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100

Agenda No.	5	Type of Resolution	SPECIAL RESOLUTION
Subject	TO APPOINT SMT. GEETA AMIT GORADIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100

Agenda No.	6	Type of Resolution	SPECIAL RESOLUTION
Subject	TO APPOINT SHRI NIMISHBHAI UPENDRABHAI PATEL AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100

Agenda No.	7	Type of Resolution	SPECIAL RESOLUTION
Subject	TO APPOINT SHRI HEMANTKUMAR JAYANTIPRASAD BHATT AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100



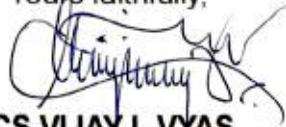
**CS VIJAY L. VYAS**  
Practising Company Secretary

512, 'Yashkamal', Sayajiganj, Vadodara – 390020.

Agenda No.	8	Type of Resolution	SPECIAL RESOLUTION
Subject	TO APPOINT SHRI NINAD DWARKANATH GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100

Agenda No.	9	Type of Resolution	SPECIAL RESOLUTION
Subject	TO APPOINT DR. BERND DILL AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
Particulars	No. of e-Votes	No. of votes contained in e-votes	Percentage of Total e - votes
Assent	43	3083635	100
Dissent	0	0	0
Total	43	3083635	100

Thanking you,  
Yours faithfully,



**CS VIJAY L VYAS**  
(FCS 1602; COP 13175)  
**COMPANY SECRETARY IN PRACTICE**  
**SCRUTINIZER**



Place: Vadodara

Date: 10<sup>th</sup> August, 2019

**MGT - 13**

**REPORT OF THE SCRUTINIZER**  
**POLL/BALLOT VOTING AT 53<sup>RD</sup> ANNUAL GENERAL MEETING**

[Pursuant to Section 109 of the Companies Act, 2013 and  
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

10<sup>th</sup> August, 2019

To,  
**Shri A C Shroff**  
Chairman

**Shri Bimal V Mehta**  
Managing Director

**The 53<sup>rd</sup> Annual General Meeting of the Shareholders of Transpek Industry Limited held on Friday, the 9<sup>th</sup> August, 2019 at 04.00 p.m. at Hotel Grand Mercure-Surya Palace, Opp. Parsi Agiyari, Sayajiganj, Vadodara – 390020.**

Dear Sir,

I, **Vijay L Vyas**, Company Secretary in Practice appointed as scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 53<sup>rd</sup> Annual General Meeting of the shareholders of Transpek Industry Limited, held on Friday, 9<sup>th</sup> August, 2019 at 04.00 p.m. at Hotel Grand Mercure-Surya Palace, Opp. Parsi Agiyari, Sayajiganj, Vadodara 390020, submit my report as under:

1. At the time for poll an empty ballot box was placed at the meeting and the same was locked by me before the members present.
2. After the time fixed for closing of the poll/Ballot Voting by the Chairman, the said ballot box kept for polling was sealed in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records & specimen signatures maintained by the Registrar and Transfer Agents of the Company, namely Link Intime India Pvt. Ltd., and the authorizations / proxies lodged with the Company.
4. The Ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. Invalid votes are not considered for calculating the percentage of votes.



4. The result of the poll/Ballot Voting is as under:

**ITEM NO. 1:- ORDINARY RESOLUTION:**

**TO RECEIVE, CONSIDER AND ADOPT THE STAND ALONE & CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5

**ITEM NO.2:- ORDINARY RESOLUTION:**

**TO DECLARE A DIVIDEND ON THE EQUITY SHARES OF THE COMPANY**

(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5



*(Handwritten signature)*



**ITEM NO. 3:- ORDINARY RESOLUTION:**

**TO REAPPOINT SHRI ASHWIN C. SHROFF, AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5

**ITEM NO. 4:- ORDINARY RESOLUTION:**

**TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING ON 31<sup>ST</sup> MARCH, 2020.**

(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5



*(Handwritten signature)*

**ITEM NO.5:- SPECIAL RESOLUTION:****TO APPOINT SMT. GEETA AMIT GORADIA AS AN INDEPENDENT DIRECTOR**(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5

**ITEM NO.6:- SPECIAL RESOLUTION:****TO APPOINT SHRI NIMISHBHAI UPENDRABHAI PATEL AS AN INDEPENDENT DIRECTOR**(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5



Handwritten signature or initials.

**ITEM NO.7:- SPECIAL RESOLUTION:**

**TO APPOINT SHRI HEMANTKUMAR JAYANTIPRASAD BHATT AS AN INDEPENDENT DIRECTOR**

(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5

**ITEM NO.8:- SPECIAL RESOLUTION:**

**TO APPOINT SHRI NINAD DWARKANATH GUPTA AS AN INDEPENDENT DIRECTOR**

(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5



*(Handwritten signature)*

**ITEM NO.9:- SPECIAL RESOLUTION:**

**TO APPOINT DR. BERND DILL AS AN INDEPENDENT DIRECTOR**

(i) Voted in **favour** of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
14	3154	100

(ii) Voted **against** the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

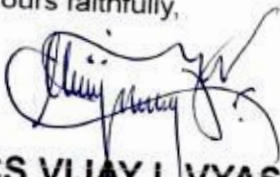
(iii) **Invalid** votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
5	5

- A Compact Disc (CD) containing a list of equity shareholders who voted "IN FAVOUR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records will be handed over to Shri Alak D Vyas, Company Secretary of the Company, authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



**CS VIJAY L VYAS**  
 Company Secretary in Practice  
 (FCS 1602; COP 13175)  
 Scrutinizer  
 Place: VADODARA  
 Dated: 10<sup>th</sup> August, 2019



**BASIS OF REJECTION OF PHYSICAL BALLOT FORM/ INVALID VOTES:**

- Shareholder has not put any tick mark on either assent or dissent. Columns for voting have been left blank.
- The specimen signature of the shareholder is not available at the time of scrutiny of the Ballot form on the record of the Registrar & Share Transfer Agent i.e. Link Intime (India) Pvt. Limited and consequently there is no way to verify the signature.
- Shareholder has put tick mark for both assent and dissent without indicating No. of shares in the Assent and Dissent columns.

**SCRUTINIZER'S CONSOLIDATED REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management & Administration) Rules, 2014 as amended]

10<sup>th</sup> August, 2019

To,  
**Shri A C Shroff**  
Chairman

**Shri Bimal V Mehta**  
Managing Director

**The 53<sup>rd</sup> Annual General Meeting of the Shareholders (Members) of Transpek Industry Limited held on Friday, the 9<sup>th</sup> Day of August, 2019 at 04:00 P.M. at Hotel Grand Mercure-Surya Palace, Opp. Parsi Agiyari, Sayajiganj, Vadodara – 390020.**

Dear Sir,

1. I, **Vijay L Vyas**, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Transpek Industry Limited ('the Company') for the purpose of :
  - i) Scrutinizing the E-voting process (Remote E-voting) under the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended ('the Rules'); and
  - ii) Poll at the Annual General Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice to the 53<sup>rd</sup> Annual General Meeting ('AGM') of the members of the Company, held on Friday, the 9<sup>th</sup> day of August, 2019 at 4:00 p.m. at Hotel Grand Mercure-Surya Palace, Opp. Parsi Agiyari, Sayajiganj, Vadodara – 390020.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM] on the resolutions contained in the Notice to the 53<sup>rd</sup> Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll at the AGM) is restricted to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the depository authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Poll at the AGM).



3. The Company had availed the Remote E-Voting facility provided by M/s. Central Depository Service (India) Limited (CDSL) for conducting the Remote E-Voting by the shareholders of the Company. The Remote E-voting period commenced at 10.00 a.m. on Tuesday 6<sup>th</sup> August, 2019 and ended at 5.00 p.m. on Thursday 8<sup>th</sup> August, 2019. The Company had provided facilities of Remote E-Voting and Poll/ Ballot process was also taken at the meeting for the members to exercise their right to vote.
4. I have issued separate Reports dated \_ August, 2019 as the Scrutinizer on the remote e-voting and on the poll through physical voting on the resolutions contained in the notice of AGM.
5. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and Poll at the AGM as under :-

Item No.	Subject & Type of Resolution	Votes in Favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast in (Favour and Against)	Nos.
1:	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon. <b>(Ordinary Resolution)</b>	3086789	100	0	0	5
2:	To declare a dividend on the equity shares of the Company. <b>(Ordinary Resolution)</b>	3086789	100	0	0	5
3:	To reappoint Shri Ashwin C Shroff, as a Director, who retires by rotation and, being eligible, offers himself for re-appointment. <b>(Ordinary Resolution)</b>	3086789	100	0	0	5
4:	To ratify the remuneration of M/s. Y. S. Thakar & co., Cost Accountants as Cost Auditors for the financial year ending 31st March, 2019. <b>(Ordinary Resolution)</b>	3086789	100	0	0	5
5:	To appoint Smt. Geeta Amit Goradia as an Independent Director <b>(Special Resolution)</b>	3086789	100	0	0	5



6:	To appoint Shri Nimishbhai Upendrabhai Patel as an Independent Director <b>(Special Resolution)</b>	3086789	100	0	0	5
7:	To appoint Shri Hemantkumar Jayantiprasad Bhatt as an Independent Director <b>(Special Resolution)</b>	3086789	100	0	0	5
8:	To appoint Shri Ninad Dwarkanath Gupte as an Independent Director <b>(Special Resolution)</b>	3086789	100	0	0	5
9:	To appoint Dr. Bernd Dill as an Independent Director <b>(Special Resolution)</b>	3086789	100	0	0	5

**THE INVALID VOTES ARE NOT CONSIDERED FOR THE PURPOSE OF CALCULATING THE PERCENTAGE.**

6. The electronic data and all other relevant records relating to the voting are under my safe custody and will be handed over to Shri Alak D Vyas, Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 53<sup>rd</sup> Annual General Meeting.

Thanking You.  
Yours faithfully,



**CS VIJAY L VYAS**  
COMPANY SECRETARY IN PRACTICE  
FCS-1602, C.O.P-13175  
**SCRUTINIZER**  
Place: Vadodara  
Date: 10<sup>th</sup> August, 2019



Countersigned by:  
**FOR TRANSPEK INDUSTRY LIMITED**

**(ALAK D. VYAS)**  
**COMPANY SECRETARY**