



## Transpek Industry Limited

Regd. Office: 6<sup>th</sup> Floor, Marble Arch, Race Course, Vadodara – 390 007  
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Email id: [secretarial@transpek.com](mailto:secretarial@transpek.com); website: [www.transpek.com](http://www.transpek.com)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('**the Act**'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Resolution appended below is proposed to be passed by the members as a Special Resolution by way of Postal Ballot (including e-voting). An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning it and the reasons therefor is annexed to the Notice, along with a Postal Ballot Form ('**the Form**') for your consideration.

At a meeting held on Friday, August 12, 2016, [the Board of Directors ('**the Board**') and the said meeting '**the Board Meeting**'] of Transpek Industry Limited ('**the Company**'), in accordance with the provisions of Article 22 of the Articles of Association of the Company and pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Act and the Rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (including any statutory modification(s) or re-enactment thereof for the time being in force) ('**Buy-back Regulations**'), approved the Buy-back by the Company of upto 3,25,000 (Three Lakhs Twenty Five Thousand) fully paid-up Equity Shares of ₹ 10 each for an amount not exceeding ₹ 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only)(excluding transaction costs, brokerage and taxes, if any- '**Transaction Costs**'), being 14.91% of the paid-up equity share capital and free reserves as on the date of the latest audited accounts of the Company i.e. March 31, 2016, for a price not exceeding ₹ 475/- (Rupees Four Hundred Seventy Five only) per Equity Share from all the shareholders of the Company excluding the Promoters / Promoter Companies and persons who are in control of the Company through the Stock Exchange mechanism from open market through BSE Limited in accordance with the Buy-back Regulations (the '**Buy-back**').

The approval of the Board for the Buy-back is subject to the approval of the Members of the Company by way of postal ballot (including e-voting) and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications, if any, as may be prescribed or imposed by such regulatory authorities while granting such approvals, permissions and sanctions.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Mr. Vijay L. Vyas, Practising Company Secretary, Vadodara, (Membership No. F1602 & Certificate of Practice No. 13175) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through the Postal Ballot Form. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Form, record their assent ('**FOR**') or dissent ('**AGAINST**') therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours on Friday, September 30, 2016 (05.00 p.m. IST). Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through the Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through the Postal Ballot Form and vice versa.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Postal Ballot Form. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by him in writing. The result of the Postal Ballot would be announced by the Chairman or a person authorized by him in writing, not later than Sunday, October 2, 2016 at 05:00 p.m. (IST) at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to BSE Limited, the Stock Exchange where the Company's shares are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. [www.transpek.com](http://www.transpek.com).

#### **Approval for the Buy-back of Equity Shares of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, in accordance with Article 22 of the Articles of Association of the Company and the provisions of sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and applicable rules made thereunder and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 as amended from time to time ("**Buy-back Regulations**") including any amendments, statutory modifications or re-enactments thereof for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded for the Buy-back by the Company of up to 3,25,000 (Three Lakhs Twenty Five Thousand) fully paid-up Equity Shares of the Company having face value of ₹ 10/- each ("**Equity Share**"), from the open market through the Stock Exchange mechanism in accordance and compliance with the provisions contained in the Buy-back Regulations and the Act for an amount not exceeding ₹ 13,50,00,000/- (Rupees Thirteen Crores fifty Lakhs only) (excluding transaction cost, brokerage and taxes, if any - "**Transaction Costs**"), (hereinafter referred to as the "**Maximum Buy-back Size**"), (being 14.91%, which is less than 15% of the total paid-up equity share capital and free reserves as on March 31, 2016) for a price not exceeding ₹ 475/- (Rupees Four Hundred Seventy Five only) per Equity Share (excluding Transaction Costs) from the shareholders of the Company from the open market through BSE Limited (hereinafter referred to as the "**Buy-back**");

**“RESOLVED FURTHER THAT** the Company proposes to Buy-back Equity Shares for the minimum amount of ₹ 6,75,00,000/- (Rupees Six Crores Seventy Five Lakhs only) being 50% of the Maximum Buy-back size (**“Minimum Buy-back Size”**) (excluding Transaction Costs), representing 7.45% of the aggregate of the total paid-up Equity Share Capital and free reserves of the Company as on the date of the latest audited accounts of the Company i.e. March 31, 2016;

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s)/ Authorised Representative(s)/ Committee (**“Buyback Committee”**) of the Company for the purposes of giving effect to the above resolution, including but not limited to the appointment of Merchant Bankers, Brokers, Solicitors, Registrar, Depository Participants, advertising agencies and other advisors/ consultants/ intermediaries/ agencies, as may be required, for the implementation of the Buy-back (including the decision to close the Buy-back once fifty percent of the amount earmarked for the purpose of Buy-back has been spent on Buy-back), and to make all necessary applications to the appropriate authorities for their approval including but not limited to approvals as may be required from the Securities and Exchange Board of India (**“SEBI”**) and the rules and regulations framed by the SEBI and to carry out incidental documentation viz. public announcement, declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical share certificates and 'Certificates of Extinguishment' required to be filed in connection with the Buy-back on behalf of the Board and such other undertakings, agreements, papers, documents, filing such forms (including e-forms), make applications to the appropriate authorities for their approval and to initiate all necessary actions for opening of escrow account, commencing the Buy-back and deciding on the number of Equity Shares and price at which orders would be placed with the broker and timing thereof, correspondence as may be necessary in relation to the Buy-back with the SEBI, Reserve Bank of India, BSE Limited, Registrar of Companies, Depositories and/or other authorities, settling all questions, difficulties or doubts that may arise in relation to the proposed Buy-back at any stage and confirmations as may be necessary for the implementation of the Buy-back, without requiring to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

**Date: August 12, 2016**

**Place: Vadodara**

**Regd. Office:**

6th Floor, Marble Arch,  
Race Course, Vadodara,  
Gujarat- 390007

**By order of the Board of Directors,  
For Transpek Industry Limited,**

**Alak D. Vyas  
Dy. Company Secretary and  
Compliance Officer**

**Notes:**

1. The Explanatory Statement setting out the material facts concerning the item of business including reasons for the proposed Special Resolution pursuant to Section 110 of the Companies Act, 2013 is appended hereto. A Postal Ballot Form and a self-addressed business reply envelope are also enclosed.
2. In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the item of business set out in the Notice is sought to be passed through postal ballot.
3. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, August 26, 2016.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on Friday, August 26, 2016.
5. Members are requested to note that the Special Resolution in the notice seeks consent of the Members through Postal Ballot. The Board of Directors has appointed Mr. Vijay L. Vyas, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
6. Members desirous of exercising their votes by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (**'FOR'**) or dissent (**'AGAINST'**) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid Business Reply Envelope (if posted in India). Postal Ballot Form(s), if sent by courier or registered post or speed-post at the expense of the Member(s) will also be accepted. Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage pre-paid Business Reply Envelope. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority Letter.
7. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 17.00 hours IST on Friday, September 30, 2016 to be eligible for being considered, failing which it will be treated as if no reply has been received from the Member.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Forms will be final and binding.
9. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
10. A member cannot exercise his/her vote by proxy on postal ballot.
11. The last date for receipt of the Business Reply Envelope with Postal Ballot Form, i.e. Friday, September 30, 2016, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. The material documents, if any, referred to in the statement will be available for inspection at the Registered Office of the Company during 1400 hours to 1600 hours on all working days from the date of dispatch of notice till Friday, September 30, 2016.

**Voting through Electronic Means:**

13. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company excluding Promoters and Promoters Group. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their

votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

14. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

### **Voting through electronic means (e-voting)**

#### **The process and instructions for e-voting are as under:**

- (i) The e-voting period begins on Thursday, September 01, 2016 at 10.00 a.m.(IST) and ends on Friday, September 30, 2016 at 05.00 (IST) p.m. During this period members of the Company other than Promoters and Promoters Group holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, August 26, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are FIRST TIME USER, follow the steps given below:

<b>For FIRST TIME USER MEMBERS holding shares in demat form and physical form</b>	
PAN	Enter your 10 digit alpha-numeric * PAN issued by the Income-tax Department (applicable for both holders of shares in Demat and Physical forms) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on Postal Ballot form indicated in PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format ; OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"><li>• 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 member id/folio number in the Dividend Bank detail field as mentioned in instruction (iv) above.</li></ul>

- (viii) After entering these 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 holders for voting for 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 resolution 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 option "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 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) **Members 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 app while voting on your mobile.**
- (xix) Note for Non-Individual Members and Custodians:
  - a. Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the 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 the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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, after the time for voting is over, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and, not later than Sunday, October 2, 2016, submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or the person authorised by him in writing shall declare the result of the voting forthwith not later than Sunday, October 2, 2016, 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 CDSL. The said results shall also be communicated to BSE Limited, which shall place it on its website thereafter.

### **Explanatory Statement**

#### **STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 AND REGULATION 5(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED, FORMING PART OF THE NOTICE.**

#### **Approval for the Buy-back of Equity Shares of the Company**

As per the requirements of Section 102 read with Section 68 and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, the relevant and material information to enable the members to consider and approve the Special Resolution for Buy-back of the Company's shares is set out below.

1. The Board of Directors of the Company at its meeting held on August 12, 2016 approved, subject to the consent of the members of the Company, the proposal for Buy-back of the Company's shares.
2. The Buyback is proposed considering the availability of accumulated reserves, the expected future cash flows from business operations and funding requirements of the Company to fund its future plans. The Buyback proposal is being implemented in keeping with the Company's desire to enhance overall members' value. The Buyback would lead to reduction in outstanding number of Equity Shares and may consequently increase earnings per Equity Share over a period of time. This is likely to lead to improvement in return on net worth and other financial ratios and contribute to maximization of overall members' value.
3. The Company intends to Buy-back Equity Shares of face value of ₹ 10/- each at a price not exceeding ₹ 475/- (Rupees Four Hundred Seventy Five only) per Equity Share (maximum Buy-back price) with the total aggregate amount to be utilised not to exceed ₹ 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only)(maximum Buy-back size) which is less than 15% of the Company's fully paid-up equity share capital and free reserves as per the standalone audited balance sheet as on March 31, 2016.
4. In terms of Regulation 14(3) of the Buy-back Regulations, the Company shall ensure that at least 50% (fifty percent) of the Maximum Buy-back Size is utilized for the purposes of Buy-back.
5. The Buy-back is proposed to be implemented by the Company from the Open Market through BSE Limited (hereinafter referred to as "the Stock Exchange" or "BSE").
6. There will be no Buy-back from any persons through negotiated deals whether through the Stock Exchange or through spot transactions or through any private arrangement.
7. The maximum Buy-back price of ₹ 475/- (Rupees Four Hundred Seventy Five only) has been arrived at after considering many factors, including, but not limited to the trends in the market price of the equity shares during the last one month prior to the date of the Board Meeting, price earnings ratio and impact on other financial parameters and the possible impact of Buy-back on the earnings per share and the valuation given by M/s. Amar Shah & Associates, Chartered Accountants, Vadodara.
8. The money required for the Buy-back will be drawn out of internal funds and free reserves of the Company and will also be met out of the cash/bank balances and/or investments made by the Company in deposits.
9. The aggregate paid-up share capital and free reserves of the Company as on March 31, 2016 was ₹ 9055.46 Lakhs and under the provisions of the Act and the Buy-back Regulations, the funds deployed for the Buy-back shall be less than 15% of the paid-up capital and free reserves of the Company. Accordingly, the maximum amount that can be utilised in the present Buy-back is ₹ 1357.41 Lakhs. The aggregate amount proposed to be utilised for the Buy-back is ₹ 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only), which is within the maximum amount as aforesaid. Further, under the Act, the number of Equity Shares that can be bought back during the financial year shall not exceed 25% of the paid-up Equity Shares of the Company. Accordingly, the number of Equity Shares that can be bought back during the financial year cannot exceed 14,68,010 Equity Shares being 25% of 58,72,040 Equity Shares of face value of ₹ 10/- each as per the standalone audited balance sheet as on March 31, 2016.  
At the maximum price of ₹ 475/- (Rupees Four Hundred Seventy Five only) per Equity Share and for the maximum amount not exceeding ₹ 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only), the minimum indicative number of Equity Shares that can be bought back would be 2,84,210 Equity Shares, representing 4.84% of the total issued and paid-up equity share capital of the Company as on date of the notice. Should the average purchase price be lower than maximum price of ₹ 475/- (Rupees Four Hundred Seventy Five only)/-, the number of Equity Shares that might be bought back would be more but not exceeding 3,25,000 Equity Shares representing 5.53% of the total issued and paid-up equity share capital of the Company as on date of the notice, assuming Buy-back for the complete amount of ₹ 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only).  
The special resolution seeks the approval of the members to authorise the Board to determine the price and number of Equity Shares to be bought back by the Company within the limits aforesaid.
10. (a) The aggregate shareholding of the Promoters and Promoters Group and the Directors of the Promoters where promoter is a company and of persons who are in control of the Company as on the date of this notice are as given below:

Sr. No.	Promoter / Promoter Companies / Persons who are in control	Number of Equity Shares	% of Equity Shares
<b>INDIVIDUALS</b>			
1	Shruti Atul Shroff	305725	5.2065
2	Chanda Kantisen Shroff	89597	1.5258
3	Vishwa Atul Shroff	78386	1.3349
4	Kantisen Chaturbhuj Shroff	40690	0.6929
5	Chetna P Saraiya	38966	0.6636
6	Atul Govindji Shroff (Promoter Director)	38117	0.6491
7	Dipesh Kantisen Shroff (Promoter Director)	37662	0.6414
8	Shalil Shashikumar Shroff	30867	0.5257
9	Shaila Shashikumar Shroff	22800	0.3883
10	Anshul Amrish Bhatia	21659	0.3688
11	Hrishit Ashwin Shroff	7086	0.1207
12	Ravi Ashwin Shroff (Promoter Director)	7086	0.1207
13	Chaitanya Dipesh Shroff	6746	0.1149
14	Hiral Tushar Dayal	6600	0.1124
15	Chinmayi Dipesh Shroff	6278	0.1069
16	Kantisen Chaturbhai Shroff- HUF	6050	0.1030
17	Usha Ashwin Shroff	5532	0.0942
18	Tushar Charandas Dayal	5005	0.0852
19	Kirit Vidyasagar Dave	4035	0.0687
20	Ashwin Champraj Shroff (Promoter Director)	3919	0.0667
21	Praful Manilal Saraiya	1088	0.0185
22	Dilipsinh G Bhatia	10800	0.1839
23	Sandra Rajju Shroff	910	0.0155
<b>BODIES CORPORATE</b>			
24	Utkarsh Global Holdings Private Limited	1321440	22.5039
25	Kamaljyot Investments Limited	702703	11.9669
26	Madison Investments Private Limited	73193	1.2465
27	Shrodip Investments Pvt. Ltd.	72000	1.2261
28	UPL Limited	41150	0.7008
29	Hyderabad Chemical Products Private Limited	40150	0.6837
30	Dipkanti Investments And Financing Pvt. Ltd.	30501	0.5194
31	Pritami Investments Pvt. Ltd.	27004	0.4599
32	Vibrant Greentech India Private Limited	1663	0.0283
33	Prakhyati Investments And Finance Pvt Ltd	100	0.0017
<b>Total Shareholding Of Promoters</b>		<b>3085508</b>	<b>52.5458</b>

In the Promoter Companies, the Shareholding of the Promoter Directors and of the Promoter Companies are given below:

Sr. No.	Promoter Companies	Name of the Promoter/Director	% of Shareholding
1.	Utkarsh Global Holdings Private Limited	1.Shri Ravi A. Shroff 2.Shri Hrishit A. Shroff 3.Shri Ashwin C. Shroff	5.42% 5.41% 86.81%
2.	Pritami Investments Private Limited	1.Kantisen C. Shroff 2.Dipkanti Investments and Finance Private Limited 3.Shrodip Investments Private Limited	33.33% 30.00% 30.00%
3.	Dipkanti Investments and Finance Private Limited	1.Kantisen C. Shroff 2.Pritami Investments Private Limited 3.Shrodip Investments Private Limited	33.33% 30.00% 30.00%
4.	Shrodip Investments Private Limited	1.Dipkanti Investments and Finance Private Limited 2.Pritami Investments Private Limited	49.00% 49.00%
5.	Hyderabad Chemical Products Private Limited	1.Vibrant Greentech India Private Limited	99.99%
6.	Vibrant Greentech India Private Limited	1.Shri Dipesh K. Shroff 2.Smt. Shruti A. Shroff 3.Shri Atul G. Shroff 4.Smt. Chanda K. Shroff 5.Shri Ashwin C. Shroff 6.Smt. Usha A. Shroff 7.Shri Hrishit A. Shroff 8.Shri Ravi A. Shroff	13.31% 11.22% 8.64% 5.40% 5.40% 5.40% 3.78% 3.78%
7.	Madison Investments Private Limited	1.Shri Atul G. Shroff 2.Smt. Shruti A. Shroff 3.Smt. Vishwa A. Shroff	90.00% 5.00% 5.00%
8.	Prakhyati Investments and Finance Private Limited	1.Shri Praful M. Saraiya 2.Smt. Chetna P. Saraiya	62.68% 36.00%

Depending on the response to the Buy-back offer, the percentage holding of the Promoters and Promoters Group would increase by not more than 3.07%. Such an increase in the percentage holding/ voting rights of the Promoters and Promoters Group is not an active acquisition and is incidental to the Buy-back and falls within the limits prescribed under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

(b) The Promoters and the promoter group will not participate in the Buy-back.

(c) As on the date of this notice, the Promoter Directors of the Company, hold shares in the company as given in the table above. None of the Directors has purchased or sold any shares of the Company during the period of six months preceding the date of the Board Meeting held on 12.08.2016, except Shri Atul G. Shroff, Managing Director and Promoter of the Company who has sold 2,23,073 shares to M/s. Utkarsh Global Holdings Private Limited, Promoter of the Company on 25.04.2016, on the basis of *interse* transfer between the Promoters at a price of ₹ 475/- per Equity Share and M/s. Utkarsh Global Holdings Private Limited had purchased 2,80,000 Equity Shares on 11.04.2016 at a price of ₹ 475/- per Equity Share by means of an off-market transaction.

11. As required under the Act, the ratio of the debt owed by the Company would not be more than twice the paid-up equity share capital and free reserves after the Buy-back.
12. As per the Buy-back Regulations, the Buy-back is proposed to be completed within a maximum period of six months from the date of opening of the Buy-back Offer. The time frame will be determined by the Board of Directors (which expression shall also include a Buy-back Committee of the Company constituted for this purpose) within this validity period, subject to the relevant provisions of the Companies Act, 2013 and the Buy-back Regulations.
13. In compliance with the provisions of the Buy-back Regulations, the Company will not raise further capital for a period of one year from the closure of Buy-back offer and the Company shall not issue any shares or other specified securities including by way of bonus till the date of closure of the Buy-back.
14. In compliance with the provisions of the Buy-back Regulations, the Company shall not buy locked-in shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
15. The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares, dividend to shareholders or repayment of term loans to any financial institutions or banks.

16. The Board of Directors of the Company have confirmed that they have made full inquiry into the affairs and prospects of the Company and they have formed the opinion that:
- Immediately following the date of the Board Meeting i.e. Friday, August 12, 2016 and following the date on which the results of the Members' resolution with regard to Buy-back are declared, there will be no grounds on which the Company can be found unable to pay its debts;
  - As regards the Company's prospects for the year immediately following the date of the Board Meeting at which the proposal for Buy-back was approved by the Board i.e. Friday, August 12, 2016, and following the date on which the results of the Members' resolution with regard to the Buy-back are declared and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting at which the proposal for Buy-back was approved by the Board and from the date on which the results of the Members' resolution with regard to the Buy-back are declared; and
  - In forming their opinion aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).
17. The text of the report of M/s. CNK & Associates LLP, the Statutory Auditors of the Company, dated August 12, 2016, addressed to the Board of Directors of the Company is reproduced below:

To,  
The Board of Directors  
Transpek Industry Limited  
6th Floor Marble Arch,  
Race Course, Vadodara,  
Gujarat- 390 007

Dear Sirs,

Sub.: Auditors' Report on the matters specified in clause (xi) of Part A of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ('the Buyback Regulations') for proposed Buyback of Equity Shares

- We have been informed that the Board of Directors of Transpek Industry Limited ('the Company') at its meeting held on August 12, 2016, has approved the proposed Buy-back of upto 3,25,000 Equity Shares of ₹ 10 at a price not exceeding ₹ 475/- (Rupees Four Hundred Seventy Five Only) per Equity Share for an aggregate amount not exceeding ₹ 1350.00 lacs (Rupees Thirteen Crores Fifty Lakhs only) ('the Buy-back') in pursuance of sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Buy-back Regulations.
- In terms of the requirements of clause (xi) of Part A of Schedule II to the Buy-back Regulations, we report that:
  - We have inquired into the Company's state of affairs in relation to its audited accounts for the year ended March 31, 2016 as approved by the Board of Directors on May 24, 2016 and adopted by the members at the Annual General Meeting held on August 5, 2016.
  - The amount of the permissible capital payment towards Buy-back of Equity Shares (including premium) in question ascertained below in our view has been properly determined in accordance with Section 68(2)(c) of the Act.

The amounts of share capital and free reserves have been extracted from the audited financial statements of the Company for the year ended March 31, 2016 which have been adopted by the members at the 50<sup>th</sup> Annual General Meeting held on August 5, 2016:

<b>Audited Standalone Financial Statements as at March 31, 2016</b>		<b>Amount ( ₹ in Lakhs)</b>
Subscribed and Paid up Capital (58,72,040 Equity Shares of Rs.10/- each fully paid up)	<b>A</b>	<b>587.20</b>
<b>Free Reserves</b>		
Statement of Profit and Loss Balance		3,497.82
General Reserve		3,446.36
Securities Premium Account		1,524.08
<b>Total Free Reserves</b>	<b>B</b>	<b>8,468.26</b>
<b>Total paid up capital &amp; free reserves</b>	<b>(A+B)</b>	<b>9,055.46</b>
Maximum Amount permissible for the Buy-back being lower of:		
A) 25% of total paid up equity capital and free reserves as on March 31, 2016 (in accordance with section 68(2)(c) of the Act)		<b>2,263.86</b>
B) Maximum amount permissible for the Buy-back from open market i.e. less than 15% of total paid-up equity capital and free reserves (in accordance with proviso to regulation 4(1) of the Buy-back Regulations)		<b>1,357.41</b>
C) Amount approved by the Board of Directors at the meeting held on August 12, 2016		<b>1,350.00</b>

- c. Based on the representations made by the Board of Directors and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by the Board of Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on August 12, 2016, is unreasonable in all the circumstances in the present context.
- d. The Board of Directors in their meeting held on August 12, 2016, have formed their opinion as specified in terms of Clause (x) of Part A of Schedule II to the Buy-back Regulations on reasonable grounds that the Company will not, having regards to its state of affairs, be rendered insolvent within a period of one year from the said date.
3. Compliance with the provisions of the Act and the Buy-back Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our review procedures.
4. We performed our procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. These procedures include examining evidence supporting the particulars above on a test basis.
5. This report has been prepared for and only for the Company and is in reference to the proposed Buy-back of Equity Shares in pursuance of the provisions of Section 68, Section 69 and Section 70 of the Act and the Buy-back Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

**For CNK & Associates LLP**  
Chartered Accountants  
FRN: 101961W

Date: August 12, 2016  
Place: Vadodara

Pareen Shah  
Partner M. No.: 125011

18. The Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares which are purchased through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements.
19. The Buy-back from non-resident shareholders, Foreign Institutional Investors (FIIs) and shareholders of foreign nationality, etc., if any, shall be subject to such approvals as are required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, if any.

The Board of Directors of the Company commends this Special Resolution for your approval by Postal Ballot or E-voting.

All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during working hours on all working days up to the date of last date of voting i.e. Friday, September 30, 2016.

Shri Ashwin C. Shroff, Shri Ravi A. Shroff, Shri Dipesh K. Shroff and Shri Atul G. Shroff are Promoter Directors and the Promoters are holding the shares as mentioned above and accordingly, they may be considered as interested in the said Special Resolution to the extent of consequential increase in the percentage of the shareholding of Promoters upon buyback of the Company's shares. Shri Ninad D. Gupte, Director jointly with Mrs. Minoti N. Gupte holds 507 equity shares of the Company, Smt. Kumud V. Mehta and Shri Kavita B. Mehta, relatives of Shri Bimal V. Mehta, Executive Director, jointly hold one equity share; Smt. Harsha A. Shah, Smt. Dhara A. Shah and Shri Nishant A. Shah, relatives of Shri Ashok P. Shah, Chief Financial Officer hold one equity share each of the Company and Shri Alak D. Vyas, Dy. Company Secretary holds one equity share of the Company and they may be deemed to be interested in the Special Resolution to that extent.

The Promoters, Directors and Key Managerial Personnel as mentioned above shall not exercise voting rights on this Special Resolution.

None of the other Directors or Key Managerial Personnel or their relatives have any concern or interest in the passing of the said Special Resolution.

**Date: August 12, 2016**  
**Place: Vadodara**

**By order of the Board of Directors,**  
**For Transpek Industry Limited,**

**Regd. Office:**  
6th Floor, Marble Arch,  
Race Course, Vadodara,  
Gujarat- 390007

**Alak D. Vyas**  
**Dy. Company Secretary and Compliance Officer**