

51st ANNUAL REPORT
2016-17





Shri Atul G. Shroff, Managing Director and **Shri Ashok Narsinh Padhiar**, President of Transpek Employees' Union, receiving Certificate of Excellence for Sustainable and Impactful CSR Project on 10th March, 2017 at the Hands of **Shri O. P. Kohli**, Governor of Gujarat, in the presence of **Shri A.M. Tiwari**, CEO, Gujarat CSR Authority.



Shri Bimal V. Mehta, Executive Director, receiving Federation of Gujarat Industries Award for excellence in the field of Environment Pollution Abatement and Preservation on 11th September, 2016 at the hands of **Shri Manohar Parrikar**, the Minister of Defence, Government of India.

51ST ANNUAL GENERAL MEETING

Annual General Meeting on Thursday, the 10th day of August, 2017 at 3:30 p.m. at Hotel Grand Mercure - Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara - 390 020.

The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued. You are requested to bring your copy of the Annual Report to the Meeting.

A Request

We are sure you have read with interest the accounts of the year ended 31st March, 2017. 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

Atul G. Shroff

Managing Director

Bimal V. Mehta

Executive Director

Dipesh K. Shroff

Dr. Bernd Dill

Ravi A. Shroff

Ninad D. Gupte

Nimish U. Patel

Smt. Geeta A. Goradia

Shri Hemant J. Bhatt

Alak D. Vyas

Dy. Company Secretary & Compliance Officer

Bankers

State Bank of India

Bank of Baroda

Axis Bank Ltd.

IDBI Bank Ltd.

Auditors

CNK & Associates, LLP

Chartered Accountants

Cost Auditors

Y. S. Thakar & Co.

Cost Accountants

Secretarial Auditors

CS Vijay L. Vyas

Practising Company Secretary

REGISTERED OFFICE

6th Floor, Marble Arch,
Race Course,
Vadodara - 390 007.

WORKS

Village Ekalbara,
Tal. Padra,
Dist. Vadodara - 391 440.

COMPANY'S R & T AGENT

Link Intime India Pvt. Ltd.
B-102 & 103, Shangrila Complex,
First Floor, Nr. Radhakrishna Char Rasta,
Akota, Vadodara - 390 020.

CONTENTS

03

Notice to The Members

13

Directors' Report

47

Report on Corporate Governance

59

Ten-Years Highlights

60

Performance - An Overview

62

Independent Auditor's Report

68

Balance Sheet as at
31st March, 2017

69

Statement of Profit & Loss for the year
ended 31st March, 2017

70

Cash Flow Statement for the year
ended 31st March, 2017

72

Notes Forming Part of the
Financial Statements - '1' to '31'

107

Independent Auditor's Report on
Consolidated Financial Statements

109

Consolidated Balance Sheet as at
31st March, 2017

110

Consolidated Statement of Profit & Loss
for the year ended 31st March, 2017

111

Consolidated Cash Flow Statement for
the year ended 31st March, 2017

113

Notes Forming Part of the
Consolidated Financial Statements

139

FORM AOC - 1

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT the 51st ANNUAL GENERAL MEETING of the Members of **TRANSPEK INDUSTRY LIMITED** will be held at **03.30 p.m. on Thursday, the 10th day of August, 2017**, 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 Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the year ended on 31st March, 2017 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:-**
“**RESOLVED THAT** the Stand-alone and Consolidated Audited Financial Statements of the Company for the year ended on 31st March, 2017 and the Reports of the Auditors and the Board of Directors thereon be and are hereby approved and adopted.”
2. To declare dividend on the equity shares of the Company and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT** Dividend at the rate of Rs.9/- (Rupees Nine only) per Equity Share on 55,85,569 Equity Shares of Rs.10/- (Rupees Ten only) each for the year ended on 31st March, 2017, aggregating to Rs.5,02,70,121/-, as recommended by the Board of Directors, be and is hereby approved.”
3. To appoint a Director in place of Shri Ravi A. Shroff, who retires by rotation and being eligible, offers himself for reappointment and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**
“**RESOLVED THAT** Shri Ravi A. Shroff, a Director of the Company, retiring by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
4. To ratify the appointment of M/s. CNK & Associates, LLP, Chartered Accountants, as Statutory Auditors of the Company and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**
“**RESOLVED THAT**, pursuant to the provisions of Sections 139 and 142 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any modifications or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 50th Annual General Meeting of the Company held on 5th of August, 2016, the appointment of M/s. CNK & Associates, LLP, Chartered Accountants (ICAI Firm Registration Number: 101961W) as the Auditors of the Company to hold the office from the conclusion of the 51st Annual General Meeting till the conclusion of the 52nd Annual General Meeting of the Company, be and is hereby ratified and confirmed and the Board of Directors be and is hereby authorized to fix the remuneration of the Auditors.”

SPECIAL BUSINESS:

5. To approve acceptance and renewal of deposits from the members of the Company and for that purpose to consider and pass the following resolution as a **Special Resolution:-**
“**RESOLVED THAT**, in supersession of the Resolution No.13 passed at the 48th Annual General Meeting of the Company held on 18th September, 2014 and pursuant to the provisions of Chapter V of the Companies Act, 2013 (“the Act”) and the Companies (Acceptance and Deposits) Rules, 2014 (“the Rules”) (including any modifications or re-enactment thereof) and subject to the fulfilment of the conditions specified in clauses (a) to (e) of sub-section (2) of section 73 of the Act read with Rule 3 of the Rules (as amended from time to time) and further subject to compliance of all the applicable provisions of the Act and the Rules, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to accept and renew secured or unsecured deposits from its members on such terms and conditions as may be agreed between the Company and its members provided that at no point of time the amount of such deposits together with the amount of other deposits outstanding as on the date of acceptance or renewal of such deposits shall exceed 35% of the aggregate of the paid up Share Capital, Free Reserves and Securities Premium Account of the Company.”
“**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, including acceptance/renewal/repayment of the deposits that may be accepted from the members of the Company and to decide the rate of interest and other terms and conditions in respect thereof from time to time, and to take all actions required to give effect to the above resolution.”
6. To ratify the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2018 and for that purpose to consider and pass the following resolution as an **Ordinary Resolution:-**

NOTICE TO THE MEMBERS...

"RESOLVED THAT, pursuant to provisions of Section 148 of 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. 1,40,000/- (Rupees One Lakh Forty Thousand) plus applicable tax on services (by whatever name called) fixed by the Board of Directors of the Company, in respect of M/s. Y.S. Thakar & Co., Cost Accountants – Firm Registration Number: 000318, the Cost Auditor of the Company, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

7. To approve the re-appointment of Shri Atul G. Shroff as Managing Director of the Company and his remuneration and for that purpose consider and pass the following resolution as a **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and subject to the approval of the Central Government, if any required, the members of the Company do hereby approve the re-appointment of Shri Atul G. Shroff as the Managing Director of the Company for the period of one year effective from 1st December, 2016 upto and including till 30th November, 2017 on the terms and conditions as set out in the explanatory statement attached to the Notice of the 51st Annual General Meeting and in the agreement executed by and between the Company and Shri Atul G. Shroff and initialled by the Chairman and submitted to this meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee as constituted by the Board) to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed to between the Board and Shri Atul G. Shroff, provided such alterations/variations are in accordance with the approval accorded by the members of the Company and by the Central Government, if any required."

Regd. Office:
6th Floor, Marble Arch,
Race Course,
Vadodara – 390007
Dated: 27th May, 2017

By Order of the Board of Directors
For Transpek Industry Limited

Alak D. Vyas
Dy. Company Secretary &
Compliance Officer

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 Regd. Office of the Company not less than 48 hours before the commencement of the meeting.
 (c) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent 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. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend the meeting and vote on their behalf pursuant to Section 113 of the Act.
3. A statement as required under Section 102 of the Act in respect of the Special Business at item nos. 5, 6 and 7 is annexed hereto.
4. Members are requested to bring their attendance slip or L.F. No., or DP ID and Client ID nos. for easy identification of their attendance at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 4th August, 2017 to 10th August, 2017 (both days inclusive).

NOTICE TO THE MEMBERS...

6. Payment of the dividend declared at the meeting will be made after 16th August, 2017 to the members whose names stand on the Company's Register of Members on 3rd August, 2017 and to the beneficial owner(s) as per the beneficiary list at the close of business hours on 3rd August, 2017 provided by the National Securities Depository Limited and Central Depository Services (India) Limited.
7. 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. Such changes are to be advised only to the Depository Participants by the members.
8. Payment of dividend declared at the meeting will be made through National Automated Clearing House (NACH)/ National Electronic Clearing Service (NECS) at the RBI Centres by crediting the dividend amount to the bank accounts of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under the RBI Centres who have not furnished the requisite information and who wish to avail of the NACH/NECS facility to receive the dividend from the Company may furnish the information to M/s. Link Intime India Private Limited, the Registrars and Transfer Agents not later than 31st July, 2017. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through the NACH/NECS mechanism.
9. Electronic copy of the Annual Report for 2016-2017, the Notice of the 51st Annual General Meeting of the Company to be held on 10th August, 2017 *inter alia* indicating the process and manner of e-voting along with attendance slip and Proxy Form are being sent to all the members whose email ids are registered with Company/Depository Participants for communication purposes, unless any such Member requests for a physical printed copy of the same. Even after registering for e-communication, such members can send their written request for printed copy of the said documents which will be then supplied free of cost by post/courier to their registered address. The shareholders may send requests/communication by email to the Company's investor relations email id: investorrelations@transpek.com, quoting their L.F.No. or Client ID and DP ID nos. For members who have not registered their email addresses, physical printed copies of the Annual Report for 2016-2017 are being sent.
10. Members may note that the notice for the 51st Annual General Meeting to be held on 10th August, 2017, the statement under Section 102, and the Annual Report for the FY 2016 – 2017 will also be available on the Company's website www.transpek.com. Physical copies of the aforesaid documents and the documents referred to in the statement under Section 102 will also be available at the Company's Registered Office for inspection by members during 14:00 hours to 16:00 hours on any working day (Monday to Saturday, except holidays) before the date of the Annual General Meeting.
11. Members are requested to notify promptly any changes in their Postal / E-mail addresses or bank mandates to their respective Depository Participants in respect of their electronic share accounts quoting Client ID no. and in respect of their physical shares, quoting their Folio no. to Link Intime India Pvt. Ltd., Vadodara, the Company's Registrars and Transfer Agents.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form shall submit their PAN to the Company / R & T Agent viz. Link Intime India Pvt. Ltd., Vadodara.
13. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Nomination form is available on the Company's website, which may be printed, filled up, signed and sent to the Company / R & T agent viz. Link Intime India Pvt. Ltd., Vadodara.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, Vadodara for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform the Company's R & T Agent viz., Link Intime India Private Limited, Vadodara immediately of:
 - I. Change in their Residential Status on return to India for permanent settlement.

NOTICE TO THE MEMBERS...

- II. Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the bank with Pin code no., if not furnished earlier.
16. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically, as provided for in the Companies Act, 2013 and the Rules made thereunder.
17. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2008-2009, from time to time on due dates, to the Investor Education and Protection Fund Account established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed accounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed Accounts lying with the Company as on 5th August, 2016 (date of the last Annual General Meeting) and as on 31st March, 2017 on the website of the Company www.transpek.com, as also on the website of the Ministry of Corporate Affairs. Members who have not encashed their Dividend Warrants for the financial year 2009-2010 or subsequent financial years are requested to write immediately to the Company enclosing their Dividend Warrants for issue of cheques / demand draft against such invalid Dividend Warrants before such unclaimed dividend becomes due for transfer to the Investor Education and Protection Fund (IEPF). Further, please note that as per the provisions of the Act and IEPF Rules, 2017 the shares of the shareholders who have not claimed their dividend or whose dividend has remained unpaid for a consecutive period of seven years will also be liable to be transferred by the Company to the said IEPF.
18. In case of two or more joint holders attending the meeting, only such joint holder who is higher in the order of names on the Company's record will be entitled to vote at the meeting. Shareholders are requested to provide their Ledger Folio No. or DP ID and Client ID no. at the time of voting.
19. **Voting through electronic means:**

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer 'remote e-voting' (e-voting from a place other than the venue of the Annual General Meeting) facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with the Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The facility for voting, either through the electronic voting system or through ballot/polling paper shall also be made available at the venue of the 51st Annual General Meeting. Only the persons who are members of the Company as on 3rd August, 2017 (i.e. the cut-off date) will be eligible to vote by electronic means or at the 51st Annual General Meeting.

Members of the Company attending the meeting, if they have not cast their votes through remote e-voting, shall be eligible to exercise their voting rights at the meeting. Members who have already cast their votes through remote e-voting, may attend the meeting but shall not be entitled to cast their vote at the Annual General Meeting.

The Company has appointed CS Vijay L. Vyas, Company Secretary in Practice, as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner. E-voting is optional. In terms of the requirement of the Companies Act, 2013 and the relevant Rules thereunder, the Company has fixed 3rd August, 2017 as the 'cut-off date'. 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.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period shall begin on Monday, 7th August, 2017 at 10:00 a.m. and end on Wednesday, 9th August, 2017 at 5:00p.m.. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 3rd August, 2017 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com (ONLY MEMBERS CAN VOTE ON REMOTE E-VOTING)
- (iii) Click on Shareholders
- (iv) Now enter your User ID

NOTICE TO THE MEMBERS...

- 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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are the FIRST TIME USER, follow the steps given below:

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

PAN	Enter your 10 digit alpha-numeric * PAN issued by the Income-tax Department (applicable for both Demat and Physical Shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on Attendance Slip indicated in PAN field.
DOB OR Dividend Bank Details	Enter the Date of Birth (DOB) as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or Folio No.; OR Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or Folio. * 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 User ID/Folio Number in the Dividend Bank details fields as mentioned in instruction (iv) above.

- (viii) After entering the 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 shareholder for voting on 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 resolutions 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 options of "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 the 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) **Shareholders 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 application while voting on your mobile.**

NOTICE TO THE MEMBERS...

(xix) Note for Non – Individual Shareholders and Custodians

- Non – Individual Shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodian are required to logon to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of accounts they would be able to cast their vote.
- A scanned copy of 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 to Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com, under "Help" section or send query by an email to 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, 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 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 CDSL. The said results shall also be communicated to BSE Limited, which shall place it on its website thereafter.

20. The Information as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 in respect of the Director seeking re-appointment is as under:

Name of Director	Ravi A. Shroff
Date of Birth	5th February, 1978
Date of Re-Appointment	18th September, 2014
Expertise in Specific Functional Areas	(i) New Product Development (ii) Growth Management
Qualifications	B.E. (Chemical Engineering), M.S. (Chemistry)
Brief Resume of Shri Ravi A. Shroff	Shri Ravi A. Shroff has shouldered the responsibility of Excel Industries Limited in the capacity of Executive Director. He had also held eminent position of CEO and Executive Director of Anshul Specialty Molecules Private Limited and is presently a Director of the said Company. He is also holding Directorship in several Private limited Companies and is also a partner in M/s. Anshul Life Sciences (formerly M/s. Anshul Agencies), Mumbai.
Other Listed Companies in which Directorship held	• Excel Industries Limited
Listed Companies in which Membership of Committees of Directors held	Member of Stakeholders Relationship/ Investors Grievance Committee • Excel Industries Limited

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

Item No. 5:

The members of the Company had passed a Special Resolution at their 48th Annual General Meeting held on 18th September, 2014, according their consent for acceptance/renewal of deposits from the members of the Company to the extent of 25% of the aggregate of the Paid up Capital, Free Reserves and Securities Premium Account of the Company, as per the Companies (Acceptance of Deposits) Rules, 2014, then prevailing.

The Ministry of Corporate Affairs, Government of India has, vide its notification No. G.S.R.241(E) dated 29th June, 2016, amended the Companies (Acceptance of Deposits) Rules, 2014 and as per the amended sub-rule 3 of Rule 3 thereof, the Company is eligible to accept/renew deposits from members of the Company to the extent of 35% (instead of 25%) of the aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company.

In view of the aforesaid change in the Rule, need has arisen for the Company to once again seek the approval of the members of the Company for accepting/renewing deposits from the members of the Company to the extent of 35% of the aggregate of Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company as modification of the approval accorded at the 48th Annual General Meeting held on 18th September, 2014.

None of the Directors, their relatives or Key Managerial Personnel of the Company or their respective relatives is in any way interested or concerned in the Special Resolution.

The Board commends the Special Resolution under Item No. 5 of the Notice for the approval of the members.

Item No. 6:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 as per the following details:

Name of the Cost Auditor	Type of Industry	Audit Fees
Y. S. Thakar and Co. Cost Accountants Firm Regn. No. 000318	Chemical	1.40 lakhs plus applicable taxes

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2018.

The Board commends the Ordinary Resolution under Item No. 6 of the Notice for the approval of the members.

None of the Directors, their relatives, Key Managerial Personnel of the Company or their respective relatives is in any way interested or concerned in this Resolution.

Item No 7:

The Board of Directors had at its meeting held on 9th April, 2010, as recommended by the Remuneration Committee, re-appointed Shri Atul G. Shroff as the Managing Director of the Company for a period of five years w.e.f. 1st December, 2011 to 30th November, 2016 and had also approved his remuneration for the said period. Approvals of the Shareholders and the Central Government were also obtained as and when required.

Upon expiry of the said term of appointment of Shri Atul G. Shroff as Managing Director of the Company on 30th November, 2016, the Nomination and Remuneration Committee of Directors at its meeting held on 30th November, 2016 recommended his re-appointment for a further period of one year from 1st December, 2016 to 30th November, 2017.

On the basis of the recommendations of the Nomination and Remuneration Committee of Directors, the Board of Directors had,

ANNEXURE TO THE NOTICE...

at its meeting held on 30th November, 2016, accorded its approval to the proposal for re-appointment of Shri Atul G. Shroff as Managing Director of the Company for the period from 1st December, 2016 to 30th November, 2017 and also fixed the remuneration payable to him for the said period, subject to the approval of the members of the Company at a general meeting and approval of the Central Government, if any required under the Companies Act 2013.

Shri Atul G. Shroff, Managing Director is responsible for overall management of the Company under the supervision of the Board of Directors. Considering his background and experience, he is suitable for the position.

Salient Features of the Terms and Conditions and Remuneration paid/payable to Shri Atul G. Shroff are as follows:

The details about the remuneration payable to Shri Atul G. Shroff as Managing Director of the Company as fixed by the Board are outlined below:

1. **Tenure:** One Year, effective from 1st December, 2016 to 30th November, 2017.
2. **Salary:** Rs. 6,00,000/- (Rupees Six Lakhs only) per month.
3. **Perquisites:**
 - 3.1 In addition to the salary referred to in item 2 above, Shri Atul G. Shroff, Managing Director shall also be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance etc. in accordance with the rules of the Company and as agreed to by the Board of Directors and Shri Atul G. Shroff, Managing Director. The value of such perquisites will be upto an amount equal to the annual salary provided that the aggregate amount of salary and perquisites shall not exceed Rs. 1,44,00,000/- (Rupees one crore forty four lakhs only) per annum.
 - 3.2 For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any Rules, perquisites shall be evaluated at actual cost.
Provision for use of one car of the Company to be fully maintained by the Company for official duties and mobile telephone and landline at Residence (including payment for local calls and long distance official calls) shall not be included in the computation of value of perquisites for the purpose of calculating the said ceilings.
 - 3.3 Company's contribution to Provident Fund, Superannuation or Annuity Fund, Gratuity and Leave Encashment at the end of his tenure shall be as per the Rules of the Company applicable to senior executives and subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013, as amended from time to time and the same shall not be included in the computation of limits for the remuneration and perquisites aforesaid.
4. **Performance Incentive:**
Subject to paragraph 5 below, in addition to the salary and perquisites as referred to above, Shri Atul G. Shroff shall also be entitled to an annual performance incentive which shall be calculated at the rate of 1.5% (one and a half percent) of the Profit Before Tax of the Company in the relevant Financial Year appearing in the Audited Accounts of the Company and paid to him after the adoption of the Annual Accounts at the Annual General Meeting of the Company.
Where a part of the period of appointment of Shri Atul G. Shroff as the Managing Director of the Company falls in one financial year and another part falls in another financial year, the aforesaid incentive payable to him shall be appropriately prorated.
5. **Ceiling on Aggregate of Salary, Perquisites and Performance Incentive:**
The aggregate of Salary, Perquisites and Performance Incentive payable to Shri Atul G. Shroff shall not exceed the statutory limits under Section 197 and Schedule V of the Companies Act, 2013, except with the approval of the Central Government if any required by the Act, as amended from time to time.
6. **Minimum Remuneration:**
Subject to the ceiling referred to in item 5 above, even in the event of the Company having no profits or inadequate profits in any Financial Year during his tenure from 1st December, 2016 to 30th November, 2017, the remuneration payable to Shri Atul G. Shroff, Managing Director shall remain unchanged and he shall be entitled to be paid a remuneration of Rs. 1,44,00,000/- (Rupees one crore forty four lakhs only) for that financial year, subject to the approval of the Central Government, if any

ANNEXURE TO THE NOTICE...

required under the Act, as amended from time to time.

7. Other Benefits:

- 7.1 Leave: On full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every eleven months of service. Leave accumulated and not availed of during his tenure as Managing Director may be allowed to be encashed at the end of his tenure as per Rules of the Company.
- 7.2 Shri Atul G. Shroff will be entitled to reimbursement of entertainment expenses actually incurred by him in the course of business of the Company.
- 7.3 Shri Atul G. Shroff will also be entitled to receive from the Company travelling, hotel and other expenses incurred in the performance of his duties on behalf of the Company.
- 7.4 Insurance cover for Director's Liability;

The Company will obtain an insurance policy covering the liability of the Managing Director as permissible including indemnifying him against any claim which may be made against him by virtue of his being the Managing Director of the Company. This will also include the Company defending him in any suit filed during the period he continues as Managing Director or even after he ceases to be the Managing Director but pertaining to the period during which he was the Managing Director.

The insurance cover shall also include the Company defending him in any suit filed pertaining to the period during which he was "Occupier" of the factory of the Company.

- 7.5 Shri Atul G. Shroff will be entitled to avail Keyman Insurance policy as permissible to cover the Company's losses in the event of the death of the Managing Director during the term of office.
- 7.6 Shri Atul G. Shroff will be entitled to retirement benefits as per the policy of the Company and the resolution passed by the Shareholders on 20th July, 1999.

8. Other Terms and Conditions:

- 8.1 The terms and conditions of the said re-appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Managing Director in accordance with the approval of the shareholders of the Company and of the Government of India, if any required under the Act, as amended from time to time.
- 8.2 Shri Atul G. Shroff shall not, so long as he functions as Managing Director of the Company, become Interested or otherwise concerned directly or through his wife and/or minor child in any selling agency of the Company without prior approval as may be required.
- 8.3 The appointment may be terminated by either party giving to the other party not less than ninety day's notice in writing.
- 8.4 In the event of any dispute or difference arising between the Company and Shri Atul G. Shroff in respect of the terms and conditions of re-appointment in respect of this agreement or the several matters specified therein or referred to or with reference to anything arising out of or incidental thereto, such disputes or differences shall be submitted to and be decided by Arbitration of a sole arbitrator acceptable to both the parties, in accordance with and subject to the provisions of the Arbitration and Conciliation Act, 1996 or any modification or substitution thereof and for the time being in force.
- 8.5 Shri Atul G. Shroff shall not be entitled to any sitting fees for attending meetings of the Board of Directors of the Company or any committee or committees thereof.
- 8.6 The headquarters of the Managing Director shall be at Vadodara.
- 8.7 The Managing Director, as long as he continues to be a Managing Director of the Company shall not be liable to retire by rotation and shall not be reckoned as a Director for the purpose of determining the number of Directors liable to retire by rotation.
- 8.8 If at any time the Managing Director ceases to be a director of the Company for any cause whatsoever, he shall cease to be the Managing Director.

It is also proposed to authorise the Board of Directors of the Company to do all such acts, deeds and things that may be required to be done to give effect to and implement the above resolution.

ANNEXURE TO THE NOTICE...

The proposed remuneration compares favourable with that being offered to similarly experienced persons from industry and the professions. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, positions held, expected contribution to the Company and merits of the appointee.

Shri Atul G. Shroff has pecuniary relationship only to the extent of the amount of remuneration proposed to be paid to him. He is not related to any of the Managerial Personnel of the Company.

The Board of Directors of the Company commends the Ordinary Resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company, other than Shri Atul G. Shroff is in any way concerned or interested financially or otherwise in the said Resolution.

Regd. Office:
6th Floor, Marble Arch,
Race Course,
Vadodara – 390007

Dated: 27th May, 2017

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

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

ROUTE MAP OF ANNUAL GENERAL MEETING VENUE



DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the **Fifty First Annual Report** together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2017.

1. FINANCIAL RESULTS:

	2016 - 2017 Rs. in Lakhs	2015 - 2016 Rs. in Lakhs
Net Sales including Trading and Operating Income	31663.71	28370.14
Other Income	750.79	387.45
Cash Profit/(Loss) before Extraordinary Items and Taxes	5053.25	3997.63
Profit/(Loss) before Tax	4192.11	3167.37
Provision for Taxation		
Current:		
(i) Current Tax	1087.66	1059.00
(ii) Deferred Tax (Asset) / Liability	164.67	(29.27)
(iii) Tax adjustment for earlier years	(0.98)	9.86
Profit/(Loss) after Tax	2940.76	2127.78
Balance brought forward from Previous Year	3497.82	2200.10
Amount available for appropriation	6438.58	4327.88

Note : Previous year figures have been regrouped / rearranged wherever necessary.

2. DIVIDEND:

Your Directors have recommended a dividend of Rs. 9.00/- (i.e. 90%) per equity share of Rs. 10/- each on the Equity Share Capital of Rs. 558.56 lakhs for the year ended 31st March, 2017 (Previous Year: 75%, i.e. Rs. 7.5/- per share).

The dividend will be paid to members whose names appear in the Register of Members as on 3rd August, 2017 and, in respect of shares in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

3. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

The Directors are happy to report that the net sale (excluding Excise Duty) of the Company for the year under review is Rs.306.66 crores as compared to Rs.278.34 crores in the previous year, an increase of 10.17% and exports have increased to Rs.204.63 crores from Rs.180.26 crores in the previous year i.e. an increase of 13.52%, and the domestic sale has gone up to Rs.102.03 crores from Rs.98.07 crores in the previous year showing an increase of 4.04%. The Directors are also happy to state that the Company has achieved a net profit of Rs. 29.41 crores for the year 2016-17 as against Rs.21.28 crores in the previous year, i.e. an increase of 38.20%.

Performance in the year 2016-2017 improved over the previous year due to various factors including aggressive marketing and sales efforts, reputation for outstanding quality, delivery and customer service. Transpek continues to be a preferred supplier for many global chemical companies due to its excellent EHS standards. In addition, lower raw material cost due to low cost of crude also contributed to better profitability.

Your Company has been continually taking several initiatives aimed at improving efficiencies and EHS practices and standards.

DIRECTORS' REPORT...

4. OUTLOOK:

We expect the business conditions to remain stable for your Company expecting a moderate growth in volumes in the year 2017-2018.

The world markets are looking better and many countries are improving economic performance recently. This is expected to provide stable but moderate growth in the coming period. Your company is constantly watching the world economic development to capture opportunities as they arise.

The key drivers to growth in today's scenario would be higher operating efficiency, sustainability, customer satisfaction, improving capabilities and market share, expanding product mix and exploring newer markets. It would also be critically important to have an excellent EHS record.

In addition to the above, the company has entered into a long term supply contract which is expected to generate substantial additional revenue from the financial year 2018-2019. To meet with this increased demand, the company is also making substantial investments in new plants and facilities.

5. QUALITY, ENVIRONMENT, HEALTH AND SAFETY MANAGEMENT SYSTEMS:

The Company's existing Integrated Management System is accredited with QMS ISO 9001: 2008, EMS ISO 14001:2004 and BS OHSAS 18001: 2007 certification by TUV NORD - a certification agency. The Company is committed to ensure protection of the environment and maintenance of biodiversity. The Company has been taking several initiatives to achieve this goal.

The Company places a strong emphasis on ensuring safety of the employees and surrounding population and has very effective safety management systems in place. The Company is a member of the Indian Chemical Council and has taken steps to become a signatory to 'Responsible Care', a globally recognised Chemical Industry initiative. The Company has also achieved Silver grade for CSR initiatives from Ecovadis, Germany.

6. SUBSIDIARY COMPANY:

Transpek Industry (Europe) Limited ('TIEL') is a wholly owned subsidiary of the Company and, during the year under review, it has continued to provide services to some of the Indian companies under REACH regulations. The expenses incurred during the year are apportioned to and recovered from Transpek Industry Limited, the holding company and other participating companies resulting in there being no profit and no loss.

7. DISCLOSURE UNDER THE COMPANIES ACT, 2013:

Information given below is pursuant to various disclosure requirements prescribed under the Companies Act, 2013 (hereinafter 'the Act') and the rules thereunder, to the extent applicable to the Company. Some of the disclosures have been included in appropriate places in the Corporate Governance Report as prescribed under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [hereinafter 'SEBI (LODR) Regulations'] which is a part of the Annual Report.

a) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed to this report as 'Annexure – I'.

b) EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The extract of the Annual Return in form no. MGT – 9 as per Section 134 (3) (a) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014 and Rule 12 of Companies (Management and Administration) Rules, 2014 is annexed to this report as 'Annexure – II'.

c) REMUNERATION POLICY AND INFORMATION REGARDING REMUNERATION:

Particulars of the Company's Remuneration Policy and information pursuant to Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report as 'Annexure – III'.

d) PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the year under review, your Company has not directly or indirectly -

- a) given any loan to any person or other body corporate other than usual advances envisaged in a contract for supply of

DIRECTORS' REPORT...

materials or equipment, if any;

- b) given any guarantee or provided security in connection with a loan to any other body corporate or person; and
- c) acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

e) **RELATED PARTY TRANSACTIONS:**

During the year under review, all the Related Party Transactions were in the ordinary course of the business and on an arm's length basis. As required under the SEBI (LODR) Regulations and the Act prior approval and/or omnibus approval of the Audit Committee were availed and approval of the Board was also availed.

The transactions with M/s. Anshul Life Sciences, a related party, were material related party transactions as per Regulation 23 of the SEBI (LODR) Regulations, but in the ordinary course of business and on an arm's length basis as per Section 188 (1) of the Act. Requisite approval of the shareholders was obtained at the 49th Annual General Meeting of the Company held on 21st September, 2015 for a period of three years from 1st October, 2015 to 30th September, 2018. Details relating to these transactions have been given in **Annexure - IV** to this report in the prescribed form AOC - 2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act read with Rule 8 (2) of the Companies (Accounts) Rules, 2014.

During the year, the Company had entered into transactions with TML Industries Limited (TML), a related party. The said transactions were not material and the amount did not exceed the sums prescribed under the applicable rules and the same were approved by the Audit Committee as well as the Board of Directors of the Company.

The policy on materiality of related party transactions etc. as approved by the Board is placed on the Company's website on the link: www.transpek.com.

Your Directors draw attention of the members to Note no.29(C) to the financial statement which sets out related party disclosures.

f) **RISK MANAGEMENT:**

The Company has formulated a policy to identify and evaluate business risks and opportunities in compliance with the provisions of Section 134 (3) (n) of the Act and Regulation 21 of SEBI (LODR) Regulations. This policy framework ensures transparency, minimizes adverse impact on the business objectives and enhances the Company's competitive advantage.

On the basis of ISO: 31000 standards, the Company has adopted the Risk Management Procedures and has also put a mechanism in place for managing risk factors in technical and commercial areas.

The Company has voluntarily constituted a Risk Management Committee, comprising of the following Directors and a Senior Executive to monitor and review the Risk Management Plan of the Company though Regulation 21 of the SEBI (LODR) Regulation is not applicable:

1. Shri Bimal V. Mehta : Executive Director & Chairman of the Committee
2. Shri Ravi A. Shroff : Promoter Director & member of the Committee
3. Shri R.B.Shetty : Senior President – Technical & member of the Committee

g) **EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES OF DIRECTORS AND INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of Sections 134 and 178 of the Act and Regulation 17 of SEBI (LODR) Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as of the working of its Audit, Nomination & Remuneration and other Committees of the Board. The manner in which the evaluation has been carried out has been explained in the 'Corporate Governance Report' which forms a part of this Annual Report.

h) **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

There were no material changes and commitments that have affected the financial position of the Company which have occurred between the financial year ended on 31st March, 2017 and the report dated 27th May, 2017.

DIRECTORS' REPORT...

i) ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has laid down adequate and effective Internal Financial Controls with reference to financial statements. During the year, such controls were tested and upgraded and no reportable material weaknesses in the design or operation were observed.

j) LEGAL COMPLIANCE:

The Board has devised proper systems to commensurate with the size and operations of the company to monitor and ensure compliance of all applicable laws and the said system is found adequate and operating effectively.

k) CORPORATE SOCIAL RESPONSIBILITY:

Your Company has been contributing in the development of the surrounding areas since its inception. The Company supports and contributes to activities relating to promotion of education, sports, medical and health care, vocational skill development and livelihood enhancement and programmes and activities relating to environment sustainability, etc. During the year 2016-2017, your Company has enhanced its CSR activities to a larger community in order to provide maximum benefit to the surrounding villages.

These CSR projects and activities are in compliance with Schedule VII of the Act.

In the field of education, your Company continued to impart basic computer literacy to students of several primary schools situated in the vicinity of the Company's factory premises. Your Company has installed an educational software viz. 'Learning Delight' in those primary schools as a result of which, more than 6000 students studying in Stds. I to VII were imparted education during the year.

Your Company has continued to provided support to Shroffs Foundation Trust (SFT) in running a fully equipped Mobile Medical Unit for providing door step medical services in the tribal area of Chhotaudepur district. With this initiative the tribal residents of Chhotaudepur have benefitted and their several health issues could be attended to and resolved.

The Company has made substantial contribution in the upgradation of training facilities at the Industrial Training Institute (ITI) at Padra and also conducted short term courses on plumbing and wiring for the inmates of the Vadodara Central Jail and equipped them to earn their livelihoods in a dignified manner after their release from jail.

Females in nearby villages were given training and skill development for self employment such as running Beauty Parlour, making home products, gift articles etc., and 81 female members and their families have benefitted with improved earning capabilities.

Your Company has continued to spend on rural sanitation and cleanliness. Several toilets were built in the villages and schools in the vicinity of the Company's factory premises, which is supportive of the Government of India's 'Swachh Bharat Mission'.

During the year under review, your Company won three prestigious awards from Federation of Gujarat Industries, Indian Chemical Council and Gujarat Corporate Social Responsibility Authority for its commendable and effective CSR activities.

A brief outline of the policy and the Annual Report on CSR Activities is annexed to this report as '**Annexure –V**'.

l) PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Act read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as '**Annexure – VI**' and forms part of this report.

m) SECRETARIAL AUDITOR AND SECRETARIAL AUDITOR'S REPORT:

Pursuant to the provisions of Section 204 of the Act and the Rules made thereunder, the Board of Directors has appointed CS Vijay L. Vyas, Practising Company Secretary (FCS: 1602; CP No. 13175), Vadodara, as the Secretarial Auditor of the Company to conduct Secretarial Audit for the year ended 31st March, 2017. The Secretarial Auditor has submitted his Report on Secretarial Audit conducted by him which is annexed to this report as '**Annexure – VII**'. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Shri Ravi A. Shroff, Director of the Company will retire by rotation at the ensuing Annual General Meeting and, being eligible,

DIRECTORS' REPORT...

offers himself for re-appointment. The Directors recommend his re-appointment.

Shri Atul G. Shroff, Managing Director and Shri Bimal V. Mehta, Executive Director of the Company are the Key Managerial Personnel of the Company. On completion of the tenure of the last reappointment Shri Atul G. Shroff as Managing Director of the Company, on 30th November, 2016 the Board of Directors of the Company had at its meeting held on 30th November, 2016 re-appointed him as the Managing Director for a further period of one year w.e.f. 1st December, 2016. Approval of the members is being sought at this Annual General Meeting.

During the year under review Shri Ashok P. Shah, the Vice President and Chief Financial Officer of the Company retired from service on 31st December, 2016 and the Board has commended his contributions to the Company during his tenure with the Company. Shri Alak D. Vyas had been appointed as the 'Company Secretary', designated as Dy. Company Secretary and Compliance Officer of the Company as required under Section 203 of the Act w.e.f. 1st June, 2015.

9. BUY-BACK OF SHARES:

The members of the Company had approved by a Special Resolution passed on 30th September, 2016, through a Postal Ballot the buyback of the equity shares by the Company by using funds upto a limit of Rs.13,50,00,000/- i.e. upto 25% of the networth of the Company as at 31st March, 2016 for a price not exceeding Rs.475/- per share.

The Company had bought back 2,86,471 equity shares and utilized Rs.13,49,97,618/- during the period from 17th October, 2016 to 28th November, 2016. The buyback had been declared as closed on 28th November, 2016.

These equity shares were acquired through Stock Exchange in demat form and were subsequently extinguished resulting in reduction of issued and paid-up share capital of the Company from 58,72,040 equity shares of Rs.10/- each to 55,85,569 equity shares of Rs.10/- each.

10. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134 (3) (c) of the Act, with respect to Directors' Responsibility Statement, the Directors state that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act as well as under Regulation 25 of SEBI (LODR) Regulations.

12. CORPORATE GOVERNANCE:

A separate report on Corporate Governance as required under Regulation 34 of the SEBI (LODR) Regulations, 2015 is included in this Report along with a certificate of the Auditor confirming its compliance with the conditions of Corporate Governance stipulated under the said Regulation.

DIRECTORS' REPORT...

13. AUDITORS AND AUDITORS' REPORT

a) STATUTORY AUDITORS:

The members of the Company had, at their 49th Annual General Meeting held on 21st September, 2015, appointed M/s. CNK & Associates, LLP, Chartered Accountants, Vadodara, as Statutory Auditors of the Company for a period of five years i.e. from the conclusion of the 49th Annual General Meeting upto the conclusion of the 54th Annual General Meeting as prescribed under Section 139 (2) of the Act and relevant rules framed thereunder, subject to their appointment being ratified every year by the members of the Company.

Accordingly, M/s. CNK & Associates, LLP, Chartered Accountants, Vadodara have given a letter to the Company certifying that their appointment as Auditors would be in conformity with the limits specified in Section 139 (2) of the Act, for ratifying their appointment as Statutory Auditors for the financial year 2017-2018. The Company has placed the matter of ratification of their appointment as Statutory Auditors of the Company for the financial year 2017-2018 for the approval of the members at this Annual General Meeting.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

b) COST AUDIT COMPLIANCE:

The Board has re-appointed M/s. Y.S.Thakar & Co., Cost Accountants, as the Cost Auditors for conducting cost audit of cost records of the Company for the Financial Year 2017-2018.

Pursuant to Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, Cost Audit Report for the financial year ended 31st March, 2016 was submitted to the Central Government on 17th August, 2016.

14. DISCLOSURES:

a) AUDIT COMMITTEE:

Details of the composition of the Audit Committee of Directors of the Company have been mentioned in the Corporate Governance Report.

During the year under review, there were no such instances wherein the Board of Directors of the Company did not accept the recommendations of the Audit Committee.

More details about all the Committees of Directors are given in the Corporate Governance Report.

b) MEETINGS OF THE BOARD:

During the year under review 6 (Six) Board meetings were held. For further details, please refer to the Report on Corporate Governance.

c) VIGIL MECHANISM:

The Company has a Whistle Blower Policy to report genuine concerns or grievance details of which have been given in the Corporate Governance Report. The Whistle Blower Policy has been posted on the website of the Company and accessed at link – <http://www.transpek.com/pdf/whistle-blower-policy.pdf>

15. CHANGE IN THE NATURE OF BUSINESS:

During the year under review, there was no change in the nature of the business of the Company.

16. FIXED DEPOSITS:

During the year under review, your Company has accepted deposits amounting to Rs.7,66,77,000/- (includes new Deposits and Renewals during the FY 2016-2017). The deposits that remained unpaid or unclaimed as at 31st March, 2017 amount to Rs.4,85,000/-. The Company has sent written reminders to the Depositors to take appropriate action in this regard.

The deposits and interest which remained unclaimed for last 7 years have been transferred to the Investors Education and Protection Fund as required under the Act.

DIRECTORS' REPORT...

During the year, there has been no default in repayment of deposits or payment of interest thereon. Also, during the year, there were no deposits accepted by the Company which did not comply with the requirements of Chapter V of the Act.

17. STOCK EXCHANGE:

The Company's equity shares are listed on the BSE Limited and the Listing Fees of the Company for the Financial Year 2016-2017 have been paid. The address of the said Exchange is as under:

BSE Limited:

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai – 400 001.

Scrip ID: 'transpek'; Scrip Code: 506687; Group/Index: 'XC'; ISIN: INE687A01016

18. HEALTH CARE AND WELFARE OF EMPLOYEES:

Employees' Welfare Schemes such as subsidized food in the Company's canteen at the factory, medical facilities, Group Mediclaim insurance and Group Accident insurance continued to be maintained by the Company. Sports and cultural activities were also given due importance company has also set up a place for yoga and a gym for the employees. Monetary support is also given to employees who wish to acquire higher educational qualifications.

Merit awards are also given to employees' children. The Company promotes innovation, rewards performance and provides opportunities for people to grow. In addition, your Company has put in place a range of initiatives for attracting and retaining a high performance work force. The Company also rewards exemplary performances of employees.

19. DISCLOSURE UNDER THE SEXUAL HARASSMENT AT WORK-PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has been employing a number of women in various cadres. It has put in place a Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An internal committee of women employees is also set up to redress complaints received which are monitored by women supervisors who are fully aware of the Policy and redressal mechanism. All employees of the Company, those of contractors as well as trainees are covered under this Policy. No complaint was received from any employee during the financial year 2016-2017 and hence no complaint is outstanding as on 31st March, 2017 for redressal.

20. MANAGEMENT DISCUSSION AND ANALYSIS:

The report on Management Discussion and Analysis dealing with the Operations, Business Performance, etc. is given separately and it forms part of this Annual Report.

ACKNOWLEDGEMENTS

Your Directors wish to acknowledge the co-operation and assistance extended to the Company by the Company's Bankers and State Government agencies. Your Directors also wish to place on record their appreciation of the contribution made by employees at all levels towards the growth of the Company. Your Directors also acknowledge with gratitude the support of the shareholders, other investors, customers and suppliers for the faith reposed in the Company and its management.

BY ORDER OF THE BOARD

PLACE: Vadodara

DATED: 27th May, 2017

A. C. SHROFF

CHAIRMAN

ANNEXURE – I : TO THE DIRECTORS' REPORT:

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo under section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014.

A) CONSERVATION OF ENERGY:

(i) Steps taken for conservation of energy and for utilizing alternative sources of energy:

DIRECTORS' REPORT...

1. Installation of sky pipes on roofs.
 2. Use of RO rejected water in scrubber area.
 3. Installation of less HP submersible pump instead of centrifugal pump.
 4. Installation of pre-heater to maximize steam generation.
 5. Use of agro waste boiler and oil heating system to reduce Furnace Oil consumption as natural resource conservation.
 6. Installed screw compressor based brine water system for saving power.
 7. Replacement of steam traps to increase condensate recovery and reduction in loss of steam.
 8. Installation of temperature controller in Process Cooling Tower for saving power.
 9. Installation of LED flood lights and LED street lights in place of conventional lights in various plant and street areas.
 10. Applied different grades of insulation to reduce heat losses and saved thermal energy.
- (ii) The investment in various energy conservation activities was Rs.30.00 lakhs and the estimated annual saving works out to Rs.13.27 Lakhs. (After the pre-heater for steam generation becomes operational, the estimated additional annual savings would work out to Rs.45.00 lakhs).

B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption:

The Company has been making substantial efforts in reduction of process waste and effluent. Over the years, there has been a significant reduction in the generation of waste by adopting better process methodology at the source.

(ii) Benefits derived:

The Company has been able to derive benefits through R & D activities in manufacturing of Pharmaceutical Intermediates, new Acid Chlorides with multiple end uses, new organic chlorides with multiple uses, intermediates of personal care chemicals, etc. During the year, the Company also developed several new products and also started their commercial production and supply. Also, the Company improved process efficiency by using better catalysts.

(iii) Information regarding imported technology (Imported during last three years):

Your Company has not imported any technology during the last three years.

C) Expenditure incurred on R & D:

	(Rs. in Lakhs)	
	Current year (2016-2017)	Previous year (2015-2016)
Capital	77.00	76.17
Recurring	180.50	167.32
Total	257.50	243.49
Total R & D Expenditure as a % of total turnover	0.79	0.85

D) FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(Rs. in Lakhs)	
	Current year (2016-2017)	Previous year (2015-2016)
a) Earned by way of export of goods and claims	20158.90	17744.79
b) Used by way of Imports (Capital/Revenue)	9730.78	8652.08

DIRECTORS' REPORT...

ANNEXURE – II: TO THE DIRECTORS REPORT

Extract of the Annual Return as provided under sub-section (3) of Section 92:

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details

CIN	L23205GJ1965PLC001343
Registration Date:	6th October, 1965
Name of the Company	Transpek Industry Limited
Category/Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	6th Floor, Marble Arch, Race Course, Vadodara – 390007. Contact No: (0265) 2335444
Whether Listed Company	Yes, Listed on BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, B-102 & 103 Shangrila Complex, 1st Floor, Near Radhakrishna Char Rasta, Akota, Vadodara – 390020 Phone: (0265) 2356794, 2356573; Email: vadodara@linkintime.co.in ; alpesh.gandhi@linkintime.co.in .

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
Chemicals	'20299' – Manufacture of various other chemical products n.e.c. (anti-knock preparations, anti-freeze preparations, liquids for hydraulic transmission, composite diagnostic or laboratory reagents, writing or drawing ink, chemical substance used in manufacturing of pesticides and other chemical products)	100
	'20119' - Manufacture of organic and inorganic chemical compounds n.e.c.	

III. Particulars of Holding, Subsidiary and Associate Companies

Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
Transpek Industry (Europe) Limited	Foreign Company	Wholly Owned Subsidiary	100	Section 2(87) read with Section 2(11)

DIRECTORS' REPORT...

IV. Shareholding Pattern (Equity Share Capital Break up as a percentage of total equity)

i) category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
(a) Individual/ HUF	986967	-	986967	16.81	763894	-	763894	13.68	(3.13)
(b) Central Govt/State Govt.	-	-	-	-	-	-	-	-	-
(c) Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
(d) Others (Bodies Corporate)	1806831	-	1806831	30.77	2309904	-	2309904	41.36	10.58
Sub-total (A)(1)	2793798	-	2793798	47.58	3073798	-	3073798	55.04	7.46
(2) Foreign									
(a) Individuals (non Resident Individuals / Foreign Individual	11710	-	11710	0.20	11710	-	11710	0.20	0.00
(b) Government	-	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
(e) Any other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	11710	-	11710	0.20	11710	-	11710	0.20	0.00
Total Shareholding of Promoter (A)									
= (A) (1) + (A) (2)	2805508	-	2805508	47.78	3085508	-	3085508	55.24	7.46
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	450	450	0.05	-	450	450	0.05	0.00
(b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(c) Alternate Investment Fund	-	-	-	-	-	-	-	-	-
(d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(e) Foreign Portfolio Investors	-	300	300	0.00	-	300	300	0.00	0.00
(f) Financial Institutions/ Banks	1313	1606	2919	0.05	1313	1606	2919	0.05	0.00
(g) Insurance Companies	237165	-	237165	4.04	208415	-	208415	3.73	(0.31)
(h) Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-
(i) Any Other (Specify) (Bodies Corporate)	-	2450	2450	0.04	-	2450	2450	0.04	0.00
Sub-total (B) (1)	238478	4806	243284	4.14	209728	4806	214534	7.91	3.77

DIRECTORS' REPORT...

IV. Shareholding Pattern (Equity Share Capital Break up as a percentage of total equity)

(cont'd...)

i) category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(2) Central Govt(s) /State Govt(s)/ President of India	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	0	0	0	0	0	0	0	0	0
(3) Non-Institutions									
(a) Individuals									
(i) Individuals shareholders holding nominal share capital upto Rs.2 Lakh	1046109	247138	1293247	22.02	1010266	233464	1243730	22.27	0.25
(ii) Individuals shareholders holding nominal share capital in excess of Rs.2 Lakhs	493264	-	493264	8.40	360383	-	360383	6.45	1.95
(b) NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
(c) Employee Trusts	-	-	-	-	-	-	-	-	-
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
Any Other (please specify)	1024177	12560	1036737	17.66	668872	12542	681414	12.20	5.46
Sub-total (B) (3)	2563550	259698	2823248	48.08	2039521	246006	2285527	40.92	(7.16)
Total Public Shareholding (B) = (B) (1) + (B) (2) + (B) (3)	2802028	264504	3066532	52.22	2249249	250812	2708476	48.83	(3.39)
C. Shares held by custodian for ADR & GDR	-	-	-	-	-	-	-	-	-
Grand Total A+B+C	5607536	264504	5872040	100.00	5334757	250812	5585569*	100.00	0.00

* The Paid up Capital of the Company was reduced from 5872040 equity shares of Rs.10/- each to 5585569 Equity Shares of Rs.10/-, consequent upon the Company having bought back 286471 equity, which were subsequently extinguished. Certain changes in the percentage of shareholding are mainly because of this reason. Compliances relating to this change has duly made with BSE Limited at the time of buy - back.

DIRECTORS' REPORT...

ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	
1	Kamaljyot Investments Limited	702703	11.97	0.00	702703	12.58	0.00	0.61
2	Utkarsh Global Holdings Pvt. Ltd.	818367	13.94	0.00	1321440	23.66	0.00	9.72
3	Shruti A. Shroff	305725	5.21	0.00	305725	5.47	0.00	0.26
4	Atul G. Shroff	261190	4.45	0.00	38117	0.68	0.00	(3.77)
5	Chanda Kantisen Shroff	89597	1.53	0.00	0	0	0.00	(1.53)
6	Vishwa Atul Shroff	78386	1.33	0.00	78386	1.40	0.00	0.07
7	Madison Investments Pvt. Ltd.	73193	1.25	0.00	73193	1.31	0.00	0.06
8	Shrodip Investments Pvt. Ltd.	72000	1.23	0.00	72000	1.29	0.00	0.06
9	UPL Limited	41150	0.70	0.00	41150	0.74	0.00	0.04
10	Kantisen C. Shroff	40690	0.69	0.00	40690	0.73	0.00	0.04
11	Hyderabad Chemical Products Private Ltd.	40150	0.68	0.00	40150	0.72	0.00	0.04
12	Chetna P. Saraiya	38966	0.66	0.00	38966	0.70	0.00	0.04
13	Dipesh K. Shroff	37662	0.64	0.00	37662	0.67	0.00	0.03
14	Shalil S. Shroff	30867	0.53	0.00	30867	0.55	0.00	0.02
15	Dipkanti Investments and Finance Pvt. Ltd.	30501	0.52	0.00	30501	0.55	0.00	0.03
16	Pritami Investments Pvt. Ltd.	27004	0.46	0.00	27004	0.48	0.00	0.02
17	Shaila S. Shroff	22800	0.39	0.00	22800	0.41	0.00	0.02
18	Anshul A. Bhatia	21659	0.37	0.00	21659	0.39	0.00	0.02
19	Dilipsinh G. Bhatia	10800	0.18	0.00	10800	0.19	0.00	0.01
20	Hrishit A. Shroff	7086	0.12	0.00	7086	0.13	0.00	0.01
21	Ravi A. Shroff	7086	0.12	0.00	7086	0.13	0.00	0.01

DIRECTORS' REPORT...

ii) Shareholding of Promoters

(cont'd...)

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	
22	Chaitanya D. Shroff	6746	0.11	0.00	6746	0.12	0.00	0.01
23	Hiral T. Dayal	6600	0.11	0.00	6600	0.12	0.00	0.01
24	Chinmayi D. Shroff	6278	0.11	0.00	28678	0.51	0.00	0.40
25	K.C.Shroff – HUF	6050	0.10	0.00	6050	0.11	0.00	0.01
26	Usha A. Shroff	5532	0.09	0.00	5532	0.10	0.00	0.01
27	Tushar C. Dayal	5005	0.09	0.00	5005	0.09	0.00	0.00
28	Kirit Vidyasagar Dave	4035	0.07	0.00	4035	0.07	0.00	0.00
29	Ashwin C. Shroff	3919	0.07	0.00	3919	0.07	0.00	0.00
30	Praful M. Saraiya	1088	0.01	0.00	1088	0.02	0.00	0.01
31	Vibrant Greentech India Private Limited	1663	0.03	0.00	1663	0.03	0.00	0.00
32	Sandra R. Shroff	910	0.02	0.00	910	0.02	0.00	0.00
33	Prakhyati Investments and Finance Pvt. Ltd.	100	0.00	0.00	100	0.00	0.00	0.00
34	Ami Kantisen Shroff	0.00	0.00	0.00	22400	0.40	0.00	0.40
35	Krishni Dipesh Shroff	0.00	0.00	0.00	22400	0.40	0.00	0.40
36	Preeti Dipesh Shroff	0.00	0.00	0.00	22397	0.40	0.00	0.40
Total		2805508	47.78	0.00	3085508	55.24	0.00	7.46

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of the Promoter whose shareholding changed	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Utkarsh Global Holdings Pvt. Ltd.				
a.	At the beginning of the year	818367	13.94		
b.	Changes during the year				
	Date	Reason			
	15/04/2016	Acquired	280000		
	29/04/2016	Acquired	223073		
c.	At the end of the year	-	-	1321440	23.66
2.	Atul G. Shroff				
a.	At the beginning of the year	261190	4.45		
b.	changes during the year				

DIRECTORS' REPORT...

	Date	Reason				
	29/04/2016	Sold	(223073)	3.80		
	c. At the end of the year		-	-	38117	0.68
3.	Kantisen Chaturbhuj Shroff					
	a. At the beginning of the year		40690	0.69		
	b. changes during the year					
	Date	Reason				
	07/10/2016	Acquired	89597	1.60		
	13/01/2017	Sold	(89597)	(1.60)		
	c. At the end of the year		-	-	40690	0.73
4.	Chanda Kantisen Shroff					
	a. At the beginning of the year		89597	1.53		
	b. changes during the year					
	Date	Reason				
	07/10/2016	Sold	(89597)	(1.53)		
	c. At the end of the year		-	-	0	0.00
5.	Chinmayi Dipesh Shroff					
	a. At the beginning of the year		6278	0.11		
	b. changes during the year					
	Date	Reason				
	13/01/2017	Acquired	22400	0.40		
	c. At the end of the year		-	-	28678	0.51
6.	Ami Kantisen Shroff					
	a. At the beginning of the year		-	-		
	b. changes during the year					
	Date	Reason				
	13/01/2017	Acquired	22400	0.40		
	c. At the end of the year		-	-	22400	0.40
7.	Krishni Dipesh Shroff					
	a. At the beginning of the year		-	-		
	b. changes during the year					
	Date	Reason				
	13/01/2017	Acquired	22400	0.40		
	c. At the end of the year		-	-	22400	0.40
8.	Preeti Dipesh Shroff					
	a. At the beginning of the year		-	-		
	b. changes during the year					
	Date	Reason				
	13/01/2017	Acquired	22397	0.40		
	c. At the end of the year		-	-	22397	0.40

In case of shareholding of other Promoters there is no change in the number of shares held by them. However, upon reduction of paid up sharecapital their percentage holding has increased as mentioned in the details given above in (ii) Shareholding of promoters.

DIRECTORS' REPORT...

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs):

Sr. No.	Names of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1.	Finquest Securities Pvt. Ltd. – Client Beneficiary A/c.					
a.	At the beginning of the year	0	0.00	0	0.00	
b.	changes during the year					
	Date	Reason				
	08/04/2016	Acquired	5330	0.09	5330	0.09
	15/04/2016	Sold	(4477)	0.08	853	0.01
	05/08/2016	Acquired	49	0.00	902	0.01
	21/10/2016	Acquired	839	0.01	1741	0.03
	28/10/2016	Sold	(1179)	0.02	562	0.01
	04/11/2016	Sold	(62)	0.00	500	0.01
	11/11/2016	Acquired	300	0.00	800	0.01
	18/11/2016	Acquired	34200	0.58	35000	0.59
	25/11/2016	Sold	(13579)	0.23	21421	0.36
	13/01/2017	Sold	(21298)	0.38	123	0.00
	20/01/2017	Acquired	133	0.00	256	0.00
	27/01/2017	Sold	(130)	0.00	126	0.00
	03/02/2017	Acquired	366	0.00	492	0.00
	10/03/2017	Acquired	104313	1.86	104805	1.88
	31/03/2017	Acquired	191257	3.42	296062	5.30
c.	At the end of the year	-	-	296062	5.30	
2.	Bharat Jayantilal Patel					
a.	At the beginning of the year	244828	4.17	-	-	
b.	changes during the year			No Change during the year		
c.	At the end of the year	-	-	244828	4.38	
3.	Patel Laxmikant C.					
a.	At the beginning of the year	244721	4.17	-	-	
b.	changes during the year			No Change during the year		
c.	At the end of the year	-	-	244721	4.38	
4.	Life Insurance Corporation of India					
a.	At the beginning of the year	208415	3.55	-	-	
b.	changes during the year			No Change during the year		
c.	At the end of the year	-	-	208415	3.73	
5.	Jyotsna J Bhatt					
a.	At the beginning of the year	49321	0.84	-	-	
b.	changes during the year			No Change during the year		
c.	At the end of the year	-	-	49321	0.88	
6.	Meenal Rajesh Kapadia					
a.	At the beginning of the year	30000	0.51	-	-	
b.	changes during the year					

DIRECTORS' REPORT...

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs):

Sr. No.	Names of the Top Ten Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Date	Reason				
	30/06/2016	Sold	(1590)	0.02	28410	0.48
	01/07/2016	Sold	(1000)	0.01	27410	0.47
	08/07/2016	Sold	(1000)	0.02	26410	0.45
c.	At the end of the year		-	-	26410	0.45
7.	Sarah Faisal Hawa					
a.	At the beginning of the year		0	0.00	-	-
b.	changes during the year					
	Date	Reason				
	13/01/2017	Acquired	1875	0.03	1875	0.03
	20/01/2017	Acquired	2895	0.05	4770	0.08
	27/01/2017	Acquired	3689	0.07	8459	0.15
	03/02/2017	Acquired	6793	0.12	15252	0.27
	10/02/2017	Acquired	347	0.00	15599	0.27
	24/02/2017	Acquired	1000	0.02	16599	0.29
	10/03/2017	Acquired	5954	0.11	22553	0.40
	24/03/2017	Acquired	318	0.00	22871	0.40
	31/03/2017	Acquired	2000	0.04	24871	0.44
c.	At the end of the year		-	-	24871	0.44
8.	Nimish P. Desai					
a	At the beginning of the year		40115	0.68	-	-
b.	changes during the year					
	Date	Reason				
	18/11/2016	Sold	(35000)	0.60	5115	0.08
c.	At the end of the year		-	-	5115	0.08
9.	D.S. Shah –HUF					
a.	At the beginning of the year		52621	0.90	-	-
b.	Changes during the year					
	Date	Reason				
	08/04/2016	Sold	(52620)	0.90	1	0.00
c.	At the end of the year		-	-	1	0.00
10.	PAT Financial Consultants Private Limited					
a.	At the beginning of the year		513554	8.75	-	-
b.	Changes during the year					
	Date	Reason				
	08/04/2016	Acquired	200	0.00	513754	8.75
	15/04/2016	Sold	(20623)	0.35	493131	8.40
	03/06/2016	Acquired	8219	0.14	501350	8.54
	17/06/2016	Acquired	1519	0.02	502869	8.56

DIRECTORS' REPORT...

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs):

Sr. No.	Names of the Top Ten Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	07/10/2016	Sold	(100000)	1.70	402869	6.86
	11/11/2016	Sold	(402869)	6.86	0	0.00
c.	At the end of the year		-	-	0	0.00
11.	Rupesh Bhaidas Mehta					
a.	At the beginning of the year		100000	1.70	-	-
b.	changes during the year					
	Date	Reason				
	08/04/2016	Sold	(100000)	1.70		
c.	At the end of the year		-	-	0	0.00
12.	Moneybee Securities Pvt Ltd					
a.	At the beginning of the year		56000	0.95	-	-
b.	changes during the year					
	Date	Reason				
	08/04/2016	Acquired	205120	3.49	261120	4.44
	15/04/2016	Sold	(261120)	4.44	0	0.00
c.	At the end of the year		-	-	0	0.00
13.	ACIRA Consultancy Private Limited					
a.	At the beginning of the year		35172	0.60	-	-
b.	changes during the year					
	Date	Reason				
	28/10/2016	Sold	(9043)	0.15	26129	0.45
	04/11/2016	Sold	(12190)	0.20	13939	0.23
	25/11/2016	Sold	(13939)	0.23	0	0.00
c.	At the end of the year		-	-	0	0.00

DIRECTORS' REPORT...

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Shri Ashwin C. Shroff				
	At the beginning of the year	3919	0.07	-	-
	Date wise Increase/ Decrease in Promoters' Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)			No Change during the year	
	At the end of the year	-	-	3919	0.07
2.	Shri Atul G. Shroff				
	At the beginning of the year	261190	4.45	-	-
	Changes during the year				
	Date Reason				
	22/04/2016 Sold	223073	3.80		
	At the end of the year	-	-	38117	0.68
3.	Shri Dipesh K. Shroff				
	At the beginning of the year	37662	0.64	-	-
	Date wise Increase/ Decrease in Promoters' Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)			No Change during the year	
	At the end of the year	-	-	37662	0.64
4.	Shri Ravi A. Shroff				
	At the beginning of the year	7086	0.12	-	-
	Date wise Increase/ Decrease in Promoters' Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)			No Change during the year	
	At the end of the year	-	-	7086	0.12
5.	Shri Ninad D. Gupte				
	At the beginning of the year	106	0.00	-	-
	Date wise Increase/ Decrease in Promoters' Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)			No Change during the year	

DIRECTORS' REPORT...

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the end of the year	-	-	106	0.00
6.	Shri Alak D. Vyas	01	0.00	-	-
	Date wise Increase/ Decrease in Promoters' Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)		No Change during the year		
	At the end of the year	-	-	01	0.00

V. Indebtedness

Indebtedness of the Company including outstanding/accrued but not due for payment (Rs.in Lakhs)

	Secured Loans excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	1426.39	175.00	1860.11	3461.50
(ii) Int. due but not paid	-	-	-	-
(iii) Int. accrued but not due	-	-	140.00	140.00
Total (i + ii + iii)	1426.39	175.00	2000.11	3601.50
Change in the Indebtedness during the financial year				
• Addition	1000.00	250.00	520.28	1770.28
• Reduction	524.00	15.00	117.75	656.75
Net Change	476.00	235.00	402.35	1113.53
Indebtedness at the end of the financial year				
(i) Principal Amount	1902.39	410.00	2262.64	4575.03
(ii) Int. due but not paid	-	-	179.58	-
(iii) Int. accrued but not due	-	-	-	-
Total (i + ii + iii)	1902.39	410.00	2442.22	4575.03

DIRECTORS' REPORT...

VI. Remuneration of Directors and Key Managerial Personnel for F.Y. 2016-17:

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (In Rs.)
		Shri Atul G. Shroff Managing Director	Shri Bimal V. Mehta Executive Director	
1.	Gross Salary	1,32,00,000	82,50,667	2,14,50,667
	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961			
	(b) Value of Perquisites u/s. 17 (2) of the Income-tax Act, 1961	9,29,600	5,58,400	14,88,000
	(c) Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Performance Incentive / Commission*			
	- as % of profit	70,18,000	46,79,000	1,16,97,055
	- others, specify	(1.5% of PBT)	(1% of net profit)	
5.	Others, please specify			
	Total (A)	2,11,47,655	1,34,88,067	3,46,35,72
	Ceiling as per the Act	Rs. 4,67,90,000 (being 10% of the net profits of the company calculated as per Section 198 of the Companies Act, 2013.)		

* Payable upon adoption of the Audited Financial Statements for the year ended 31st March, 2017 by the members of the company at the Annual General Meeting scheduled to be held on 10th August, 2017.

Note : The remuneration of the Managing Director and Executive Director in the above table has been calculated as per Section 17(1) of the Income-tax Act, 1961. As a result, the figures representing Remuneration paid/payable to them as per Section 2(78) and 197 and 'Schedule-V' of the Companies Act, 2013, mentioned elsewhere in this Report differ.

B. Remuneration to other Directors for F.Y. 2016-17:

Particulars of Remuneration	Name of Directors					Total Amount (In Rs.)
	Independent Directors					
	Shri Ninad Gupte	Dr. Bernd Dill	Shri Nimish Patel	Smt. Geeta Goradia	Shri Hemant Bhatt	
Fees for attending Board / Committee Meetings	2,20,000	1,00,000	4,30,000	2,20,000	3,10,000	12,80,000
Commission *	7,25,000	5,00,000	5,00,000	5,00,000	5,00,000	27,25,000
Others, please specify	-	-	-	-	-	-
Total (1)	9,45,000	6,00,000	9,30,000	7,20,000	8,10,000	40,05,000

DIRECTORS' REPORT...

B. Remuneration to other Directors for F.Y. 2016-17:

Particulars of Remuneration	Name of Directors Non-Independent Directors			Total Amount (In Rs.)
	Shri Ashwin Shroff	Shri Dipesh Shroff	Shri Ravi Shroff	
Fees for attending Board/Committee Meetings	80,000	2,80,000	1,60,000	5,20,000
Commission *	6,00,000	6,00,000	5,00,000	17,00,000
Others, please specify	-	-	-	-
Total (2)	6,80,000	8,80,000	6,60,000	22,20,000
Total (B) = Total (1) + (2)				
Total Managerial Remuneration				62,25,000 (Rs.44,25,000 excluding fees for attending meetings)
Ceiling as per the Act -	Rs.46,79,000 excluding fees for attending meetings. (being 1% of the Net Profits of the Company.)			

* Payable upon adoption of the Audited Financial Statements for the year ended 31st March, 2017 by the members of the Company at the Annual General Meeting scheduled to be held on 10th August, 2017.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD for F.Y. 2016-17: (In Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	Not Applicable	5,97,271	22,97,218	28,94,489
	(b) Value of Perquisites u/s. 17(2) of the Income-Tax Act, 1961	Not Applicable	-	14,732	14,732
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	Not Applicable	-	-	-
2	Stock Option	Not Applicable	-	-	-
3	Sweat Equity	Not Applicable	-	-	-
4	Commission				
	- as % of profit				
	- others, specify	Not Applicable	-	-	-
5	Others, please specify	Not Applicable	-	-	-
	Total	Not Applicable	5,97,271	23,11,950	29,09,221

DIRECTORS' REPORT...

VII. Penalties/Punishment/Compounding of Offences:

There was no penalty or punishment inflicted upon the Company or its Directors and KMPs.

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD/NCLT /Court]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment			-----NIL-----		
Compounding					
B. Directors					
Penalty					
Punishment			-----NIL-----		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			-----NIL-----		
Compounding					

ANNEXURE – III TO THE DIRECTORS' REPORT:

Policy for Remuneration to Directors, Key Managerial Personnel and Senior Management and Other Employees.

Preamble

This policy is made to define criteria and methodology for determining remuneration of Directors, Key Managerial Personnel and Senior Management Personnel and other employees.

Definitions

For the purpose of this policy the meaning of the terms 'Directors', 'Key Managerial Personnel' shall be as defined in the Companies Act, 2013 and the terms 'Senior Management Personnel' and 'Other Employees' shall be construed in the manner commonly understood in industrial enterprises.

The remuneration shall include salary, perquisites, commission, incentives and any other benefits.

Guiding Principle

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel (KMP), Senior Management Personnel and other employees.

Determination of Remuneration

The Committee will determine individual remuneration packages for Directors, KMPs and Senior Management Personnel of the Company taking into account factors it deems relevant, including but not limited to market conditions, business performance, practices in comparable companies, having due regard to the financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

The remuneration shall be linked to performance and will comprise of Fixed Pay and Incentive.

Fixed remuneration shall be competitive and based on the individual's responsibilities and performance.

The Committee may recommend fixed salary as well as variable salary, which may be calculated as a percentage of profits and may also have an overall ceiling limit for total variable salary payable to the individual.

The Committee may, at its sole discretion, conduct Remuneration Surveys in order to determine appropriate amount of

DIRECTORS' REPORT...

remuneration for Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

The Committee shall give due consideration to the views and recommendations of whole-time Directors in determining the remuneration payable to Key Managerial Personnel and Senior Management Personnel.

Stock Options:

The Company may offer Stock Options to whole-time Directors and employees.

The Committee shall be responsible to formulate, implement and monitor the scheme of Stock Options.

Remuneration of Other Employees:

For deciding the remuneration of other employees the Company Management shall broadly consider the factors it deems relevant, including but not limited to the nature of work, responsibilities, relevant educational qualifications, length and type/quality of experience required, availability of such personnel, need of the Company, cost to the Company, financial and commercial health of the Company, practice followed in other comparable companies, market conditions, applicable laws, industrial conditions etc.

GENERAL:

Deviations from this policy:

Deviations on elements of this policy will be made in extraordinary circumstances, or when deemed necessary in the interests of the Company, or if there are specific reasons to do so in an individual case.

Disclosure in the Board's Report under Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014

Sr. No.	Particulars	Director's Name	Ratio to median Remuneration
(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-2017		
		Shri Ashwin C. Shroff	2.13:1
		Shri Atul G. Shroff	66.23:1
		Shri Bimal V. Mehta	42.24:1
		Shri Dipesh K. Shroff	2.76:1
		Shri Ravi A. Shroff	2.07:1
		Shri Ninad D. Gupte	2.96:1
		Dr. Bernd Dill	1.88:1
		Shri Nimish U. Patel	2.91:1
		Smt. Geeta A. Goradia	2.25:1
		Shri Hemant J. Bhatt	2.54:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year	Directors'/CFO/CEO/CS /Manager Name	% increase in Remuneration
		Shri Ashwin C. Shroff, Chairman	19.30%
		Shri Atul G. Shroff, Managing Director	11.30%
		Shri Bimal V. Mehta, Executive Director	21.84%
		Shri Dipesh K. Shroff, Director	20.55%
		Shri Ravi A. Shroff, Director	6.45%
		Shri Ninad D. Gupte, Independent Director	0.53%
		Dr. Bernd Dill, Independent Director	22.45%

DIRECTORS' REPORT...

	Shri Nimish U. Patel, Independent Director	13.41%
	Smt. Geeta A. Goradia, Independent Director	20.00%
	Shri Hemant J. Bhatt, Independent Director	3.85%
	Shri Ashok P. Shah, Vice President & CFO	5.96%
	Shri Alak D. Vyas, Dy. Company Secretary & Compliance Officer	14.83%
(iii)	Percentage increase in the median remuneration of employees in the financial year 2016-2017	10.86%
(iv)	Number of employees on the rolls of the Company	As on 31.03.2017 As on 31.03.2016 566 564
(v)	Average percentile increase in the salaries of employees other than Managerial Personnel in last financial year and its comparison with the percentile increase in the managerial remuneration. Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average increase in employees' salary during the year 2016-17 is 10.85% and the average increase in managerial remuneration is 15.18%. The Profit Before Tax for the year ended 31.03.2017 increased by 32.35%. Normal industry standards are followed for increase in Managerial Remuneration. Increase of Managerial Remuneration by 15.18% includes 9.87% increment on account of fixed salaries whereas the remaining accounts for profit linked variable component given to Directors.

The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.

ANNEXURE – IV: TO THE DIRECTORS REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of Contracts or arrangements or transactions not at arm's length basis:

Sr. No.	Particulars	Remarks
a.	Name of the related party and nature of relationship	TML Industries Limited (TML). Shri Ravi A. Shroff, a Director of the Company is also a Director of TML and holds, along with his relatives, more than 2% of the paid-up share capital of TML.
b.	Nature of contracts/arrangements/transactions	Acquisition of two windmills - one each at Village Navadra and Village Satapar in Jamnagar District of Gujarat from TML.
c.	Duration of the contracts/arrangements/transactions	The windmill at Satapar is transferred on 17th March, 2017 and the windmill at Navadra is expected to be transferred by 27th November, 2017.

DIRECTORS' REPORT...

d.	Salient terms of the contracts or arrangements or transactions including the value, if any	The two windmills will be transferred by TML at a price of Rs. 210 Lakhs each.
e.	Justification for entering into such contracts or arrangements or transactions	Existing operative windmills located at sites in Gujarat having good wind velocity at a lower cost. Will help use of green power.
f.	Date(s) of approval by the Board	14th November, 2016
g.	Amount paid as advances, if any	Rs. 14.50 Lakhs for the windmill at Navadra.
h.	Date on which the resolution was passed in general meeting as required under first proviso to section 188	Not Applicable. The total value of the assets is less than ten percent of the turnover of the Company.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Remarks
a.	Name of the related party and nature of relationship	M/s. Anshul Life Sciences. Shri Ashwin C. Shroff and Shri Ravi A. Shroff, Directors of the Company are partners in M/s. Anshul Life Sciences.
b.	Nature of contracts/arrangements/transactions	Availing and rendering of any services pursuant to Section 188 (1) (d) of the Act.
c.	Duration of the contracts/arrangements/transactions	Three years w.e.f. 1st October, 2015 to 30th September, 2018
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	The terms and conditions of the contract are the same as those with other non-related agents of the Company. The percentage of commission payable to them is at a rate not exceeding three percent of the basic sales value which is at par with the other non-related agents of the Company. The total transaction may exceed ten percent of the annual consolidated turnover of the Company. The transactions with M/s. Anshul Life Sciences are in the ordinary course of business and on arm's length basis.
e.	Date(s) of approval by the Board	27th July, 2015
f.	Amount paid as advances, if any	NIL

ANNEXURE – V: TO THE DIRECTORS REPORT

Annual Report on Corporate Social Responsibilities (CSR) Activities:

- A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.
CSR policy is stated herein below.
Web-link: <http://transpek.com/pdf/csr-policy.pdf>
- The composition of the CSR Committee:
 - Smt. Geeta A. Goradia : Independent Director & Chairperson of the Committee
 - Shri Dipesh K. Shroff : Promoter, Non-executive Director
 - Shri Atul G. Shroff : Managing Director
- Average net profit of the Company for last three financial years: Rs.2318.88 Lakhs.

DIRECTORS' REPORT...

4. Prescribed CSR Expenditure (%) of the amount as mentioned in item 3 above: Rs.46.38 Lakhs.

5. Details of CSR spent during the financial year:

a. Total amount to be spent for the financial year : Rs.46.38 Lakhs.

b. Amount unspent, if any: Rs. NIL.

c. Manner in which the amount spent during the financial year is detailed below:

(1) Sr. No.	(2) CSR project or activity identified.	(3) Sector in which the Project is covered (clause no. of Schedule VII of Co. Act, 2013 as amended).	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise (Amt. in Rs.)	(6) Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2)Overheads. (Amt. in Rs.)	(7) Cumulative expenditure upto to the reporting period. i.e. FY 2016-2017 (Amt. in Rs.)	(8) Amount spent: Direct or through implementing agency
1.	Providing Financial Assistance to Shroffs Foundation Trust for operating Mobile Medical Unit in Tribal Area	Cl.(i) promoting healthcare including preventive health care.	Chhotaudepur, Gujarat	22,00,000/-	22,75,290/-	22,75,290/-	Through implementing agency – Shroffs Foundation Trust.
2.	Amount spent towards Youth Development, Kalrav, Vocational Training, Education Programme for education facilities provided to Primary Schools, livelihood enhancement projects	Cl. (ii) Promoting Education	Vadodara, Gujarat	14,00,000/-	14,46,623/-	14,46,623/-	Directly Spent by the Company.
3.	Amount spent towards health awareness programme and sanitation facilities	Cl.(i) promoting healthcare including preventive health care and sanitation.	Vadodara, Gujarat	11,00,000/-	11,68,177/-	11,68,177/-	Directly spent by the Company.
4.	Amount spent for Women empowerment programme	Cl. (iii) empowering women	Vadodara, Gujarat	3,00,000/-	57,599/-	57,599/-	Directly spent by the Company.
Total CSR Expenses Incurred				50,00,000	49,47,689	49,47,689	

DIRECTORS' REPORT...

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report : **Not Applicable.**
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and Policy of the Company: Statement is given below:

RESPONSIBILITY STATEMENT:

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the Company.'

Sd/-

Atul G. Shroff
Managing Director

Sd/-

Geeta A. Goradia
Chairman of the CSR Committee

Corporate Social Responsibility Policy

Introduction:

Transpek Industry Limited ("TIL"), a part of Shroff Group of organizations and a listed company, engaged in the development and manufacturing of chemical products, has been serving the community towards improving the quality of life of all its stakeholders since its inception, much before the legal framework of CSR was announced by the Govt. of India through the Companies Act, 2013 ('the Act').

Philosophy:

TIL recognizes that business enterprises are the vital instruments of an economy and contribute significantly towards the well-being of the nation. TIL believes that the success of a company is measured not only in terms of financial results but also in terms of its commitment and contribution towards social and environmental performance which can generate multiplier impact towards enhancing societal sustainability and foster inclusive and equitable growth.

TIL's CSR strategy is a holistic, long term strategy that aligns with the group's core values of "Customer Focus", "Innovation", "Passion to Win" and "Fair play" for all stakeholders. This entails understanding the needs of communities, addressing them through need based projects and making them work together to help create game changing development for sustainable growth.

Vision:

To actively contribute towards creating innovative and sustainable solutions in the fields of health, education, vocational training and skill building and in doing so, build a better sustainable way of life for the weaker sections of the society.

Objectives:

1. Transpek will make significant contribution in improving quality of education by establishing innovative models in under-served schools in the State of Gujarat.
2. Transpek will encourage / nurture development of human capital by providing inclusive and vocational education through demonstrated models of excellence in technical training and skill building to help enhance the employability of aspiring students.
3. Transpek will drive measurable improvements in health and hygiene standards in communities in which it operates by supporting primary healthcare initiatives.

CSR Policy:

1. TIL is committed to manage its business with integrity, align business values with operations seeking to enrich the society in which it operates.
2. To undertake CSR programmes which largely fall within the State of Gujarat.
3. To engage in vocational training and skill building to enhance employability and help create livelihood for the society.
4. To provide preventive healthcare, sanitation and drinking water for the disadvantaged sections of the society and help

DIRECTORS' REPORT...

improve their health and hygiene standards.

5. To promote awareness towards "Safety" and "Environment" while working closely with the communities.
6. To develop the required capability and self-reliance of women at the grass root level, enable empowerment and provide opportunities to promote gender equality.
7. To promote collaborative partnership with government authorities, village panchayats, NGO's and Industry associations in order to have a multiplier impact. TIL will also be responsible in times of natural calamities and disasters.
8. To ensure an increased commitment at all levels in the organization and operate its business in an economically, socially and environmentally sustainable manner while recognizing the interests of all its stakeholders.

Governance Structure:

The governance structure for driving TIL's CSR Policy will incorporate the requirements under the law and also take into account the optimal structure required for maximizing impact. The CSR policy will be in compliance with the provisions of Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Section 135 and Schedule VII of the Companies Act, 2013 ('CSR Regulations').

Governance:

The Board will set up a committee of Directors known as 'Corporate Social Responsibility Committee' ("CSR Committee") which will be a responsible body for formulating policy and driving the strategy to fulfill its objectives.

TIL will seek to identify suitable programmes for implementation in line with the CSR objectives of the Company and CSR Regulations. The CSR Committee may assign the task of implementation of the specified CSR Plan/ project/ programmes within specified budgets and timeframes to such trust, society or company (established under section 25 of the Companies Act, 1956 or under section 8 of the Act by the Company, either singly or along with its holding or subsidiary or associate Company, or along with any other Company or holding or subsidiary or associate Company of such other Company, or otherwise) which would execute the said CSR Plan/ project/ programmes.

In case of programme execution by NGO's / Voluntary organizations, the following minimum criteria would need to be ensured:

1. The NGO / Agency has a permanent office / address in India, preferably in Gujarat.
2. The NGO is a professionally managed registered society under Societies Registration Act or a non-profit entity under Section 25 of the Companies Act, 1956 / Section 8 of the Companies Act, 2013 or a Trust registered under the laws applicable to charitable trusts and has an established track record of minimum three years in undertaking similar programmes or projects ;
3. Possesses a valid Income Tax Exemption Certificate;
4. The NGO shall execute /implement the Company's specified CSR Plan/ project/ programmes within specified budgets with modalities of utilization of funds, timeframes and monitoring and reporting mechanism;
5. The capacity building expenditure including administrative overheads shall not exceed five percent of the total CSR Expenditure of the Company;
6. The antecedents of the NGO / Agency are verifiable / subject to confirmation.
7. The Company can collaborate with any Private or Public Company incorporated under the Companies Act, 1956 or Companies Act, 2013 as may be permissible under the CSR Regulations for carrying out CSR activities.

The CSR Committee/Board of the Company will approve flagship programmes, periodically monitor the progress of activities and review strategy.

Ethical business is given priority at Transpek. We strictly follow and practise the principle of accountability, honesty and integrity in all aspects of our business and diligently comply with all applicable laws and regulations. We are additionally committed to provide equal opportunities in all respects of employment and will not engage in workplace conduct that can be construed as discrimination, intimidation and harassment.

DIRECTORS' REPORT...

ANNEXURE – V TO THE DIRECTORS' REPORT:

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(g) OF THE ACT READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

Name of the Employee	Age (Yrs)	Designation / Nature of Duties	Qualification	Total Experience (Yrs)	Remuneration paid/payable (Rs. in lakhs)	Date of commencement of employment	Last employment
Atul G. Shroff	69	Managing Director	S.S.C.	48	211.54	01.12.1981	Excel Industries Ltd.
Bimal V. Mehta	52	Executive Director	Chartered Accountant	29	143.58	09.04.2010	Nibbana Limited

NOTES:

- 1) The nature of employment of the Managing Director and the Executive Director are contractual for a period of one year and five years respectively.
- 2) Remuneration mentioned above includes Salary, Perquisites, Provident Fund, Superannuation Fund, Gratuity and Performance Incentive payable in the case of Shri Atul G. Shroff and Salary, Perquisites, Provident Fund, Superannuation Fund, Gratuity and Commission in the case of Shri Bimal V. Mehta.
- 3) The Performance Incentive/Commission payable to Shri Atul G. Shroff and Shri Bimal V. Mehta respectively are as per their terms of re-appointment.
- 4) The employees are not relatives of any of the Directors of the Company.
- 5) The Managing Director held more than 2% of the equity of the Company at the beginning of the financial year 2016-2017 but his shareholding was 0.68% at the end of the year.

ANNEXURE VI: TO THE DIRECTORS' REPORT:

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

27th May, 2017

To,
The Members,
TRANSPEK INDUSTRY LIMITED
VADODARA 390 007

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TRANSPEK INDUSTRY LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **TRANSPEK INDUSTRY LIMITED's** books, papers, minute books, certificates, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

DIRECTORS' REPORT...

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - *Not applicable as the Company did not issue any security during the financial year under review;*
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2015; - *Not applicable as the Company has not granted any Options to its employees during the financial year under review;*
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable as the Company did not issue or listed any debt securities during the financial year under review;*
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - *Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review;* and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; .
During the year the Company has bought back 2,86,471 equity shares through Stock Exchange and has complied with the said regulations.
- (vi) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (vii) Employees State Insurance Act, 1948;
- (viii) Employer's Liability Act, 1938;
- (ix) Environment Protection Act, 1986 and other environmental laws;
- (x) Explosives Act, 1864;
- (xi) Factories Act, 1948;
- (xii) Hazardous Wastes (Management and Transboundary Movement) Rules, 2016;
- (xiii) Industrial Disputes Act, 1947;
- (xiv) Maternity Benefits Act, 1961;
- (xv) Minimum Wages Act, 1948;
- (xvi) Payment of Bonus Act, 1965;
- (xvii) Payment of Gratuity Act, 1972;
- (xviii) Payment of Wages Act, 1936;
- (xix) Public Liability Insurance Act, 1991; and

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

DIRECTORS' REPORT...

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, including woman Director. During the period under review no change in the composition of the Board of Directors took place;

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Urgent business, if any, is considered at a shorter notice with the consent of the Directors present including Independent Director.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. I have relied on the representations made by the Company and its officers in respect of the systems and processes and mechanism formed for compliances under the laws at (vi) to (xix) above and other applicable laws.

I further report that during the audit period, there were no instances of:

- i) Public / Rights / Preferential issue of shares / debentures / sweat equity;
- ii) Merger / amalgamation / reconstruction etc.;
- iii) Foreign technical collaborations.

I further report that during the financial year 2016-17, the Members have passed Special Resolution at the Annual General Meeting held on 5th August, 2016 in pursuance to Section 197 and Schedule V of the Act regarding increase in the remuneration of Shri Bimal V. Mehta, Executive Director of the Company.

The Company has also passed a Special Resolution by Postal Ballot on 30th September, 2016 for buy-back of equity shares of the Company. The Company has completed the buy-back of 2,86,471 shares on 28th November, 2016.

CS VIJAY L VYAS

COMPANY SECRETARY IN PRACTICE

FCS No.: 1602 ; C P No.: 13175

Place : VADODARA

Date : 27th May, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report includes discussion on the following matters within the limits set by the Company's competitive position:

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Company's products are used in many applications including polymers, plastics, performance materials, agrochemicals, coatings, pharmaceuticals, personal care, flavours and fragrance. Your Company focuses mainly on chlorinated products where it has technical expertise and excellent relationships with customers including many global chemical giants. Together with this, the market in all regions of the world developed by the Company helps maintain a balanced and sustained business.

Your Company's product portfolio comprises of various products which are used in a very broad range of applications. Through Chlorination, the Company manufactures many Acid Chlorides and Alkyl Chlorides besides the key raw material Thionyl Chloride. Acid Chlorides and Alkyl Chlorides form basic building blocks for a very broad range of products and are being used in very large quantities by many chemical manufacturers including global giants.

The Industry segment in which your Company operates is vast and hence there is good potential for continued growth of business.

DIRECTORS' REPORT...

POLYMERS AND SPECIALITY PLASTICS AND PERFORMANCE MATERIALS:

As the need for strong, durable but light weight materials, especially plastics and polymers is constantly growing, many innovations are continuously happening. Your Company makes some very critical materials that are used in manufacturing of Polymers and Speciality Plastics. The Company supplies such materials to global manufacturers. The Company has been expanding its business volume constantly in this segment and is poised to increased volumes substantially.

PHARMA PRODUCTS:

Your Company has built an excellent reputation as a reliable supplier to many leading Pharma companies. In the light of the Company enjoying a strong relationship with its customers in this segment, the customers have been demanding more products from the Company. Due to its specific requirements to comply with regulatory aspects, it takes a little longer time for commercial supply to start. However, in the coming years, we expect Pharma products to be a good contributor to future growth.

Due to various regulatory setbacks that many Pharma companies recently had, the short terms growth in this segment for Company's products is expected to be slow. However, as the Pharma companies improve their systems and processes to meet with the stringent requirements, the demand for products of your Company is expected to substantially increase in the longer run.

AGROCHEMICALS & DYESTUFF:

The overall agrochemical market was subdued during the year due to uneven rainfall.

Your Company is focusing on developing value added products for Agrochemical segment in the coming period. This is expected to generate good growth in the longer run.

FLAVOURS AND FRAGRANCES:

Your Company has also started to cater to the needs of personal care product manufacturers. This area of business is expected to grow over the next few years.

OPPORTUNITIES AND THREATS:

Opportunities:

While there is negative economic outlook in many countries, the Chemical and Pharmaceutical industries, due to their inherent nature, have been growing and are expected to grow at a steady pace.

This, combined with low crude prices, may provide a good opportunity for your Company for good growth.

The customers have been demanding strong EHS performance from suppliers. Your Company has a good reputation for EHS with customers. This can provide further opportunities for growth.

Threats:

Increased competition may affect your Company's capability in sustaining profits. Imported raw materials may be affected if the Rupee weakens.

If the crude prices go substantially up suddenly, many customers may be affected resulting in lower revenue and margins for your Company.

If the Rupee becomes too strong, it may affect the Company's margins as your Company has substantial export business.

RISKS AND CONCERNS:

Your Company is constantly watching the factors like increase in input cost, lowering value of the Rupee and increased competition and taking steps to mitigate the risks as much as possible. A structured risk management process is in place to capture and mitigate risks at all times.

OUTLOOK:

Over the existence of more than 50 years, your Company has built a solid reputation for quality, EHS and Delivery in the Chemical Industry and especially with global giants. This combined with product portfolio containing key materials for various critical applications who provide growth at a steady pace while maintaining largely the current level of margins.

Your Company has been discussing long term supply contracts with various customers and has signed one contract recently. This is

DIRECTORS' REPORT...

expected to provide stable growth in the coming years.

SEGMENT WISE PERFORMANCE:

The Company has only one business segment, namely "Chemicals". The information in respect of secondary segment as per the Accounting Standard (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India is given under Note No. 29 (B) in the Notes forming part of the Consolidated Financial Statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company maintains an adequate and effective internal control system commensurate with its size and complexity. The internal control systems are supplemented through an extensive internal audit programme and periodic review by management.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The net sale of the Company for the year under review is Rs.306.66 crores as compared to Rs.278.34 crores in the previous year, an increase of 10.17%. During the financial year 2016-17, the Company registered net profit of Rs.29.41 crores as against net profit of Rs.21.28 crores in the previous year.

HUMAN RESOURCES:

The Company has significantly invested in the Human Capital and has helped Transpek family members to nurture their skills and unlock their potentialities by providing myriads of Training and Development Programmes, be it in the field of Technical, Environment, Health and Safety and Soft Skills. These training programmes have gone a long way in helping employees attain higher performance and improve their overall productivity and output. These training programmes are identified through Performance Management System by synchronizing individual needs with organisational needs.

The Company's Human Resources strategies and people - centric HR policies have led to a significant rise in manpower strength. The Company recruited 87 employees in Financial Year 2016-2017. The Company also took a leap forward and included employees who are physically challenged beyond statutory employment rate. The Company also observed a rise in the number of women employees.

HR policies of the Company have proved to be a major impetus in ameliorating employee bonding within the organisation and promoting work life balance, thereby increasing employee retention.

Your Company also undertook several employee engagement initiatives during the year such as providing gym and meditation room at its Registered Office, Yoga sessions on alternate days, Health and Fitness Awareness Programme which derived excellent results, Technology driven systems like dissemination of information and communication, training, retraining and more training and effective utilisation of outside experts. The Company also sponsored many employees for a comprehensive stress management programme.

COMMUNITY ENGAGEMENT AND ENVIRONMENT MANAGEMENT:

The Company strongly believes that organisations and businesses can play a significant role in creating a sustainable and inclusive future with its stakeholders. It believes in a cohesive, inclusive and integrated society in which all individuals have access to opportunities for personal and economic growth. For several decades, the Company has consistently demonstrated its concern for the community (both internal and external) and a respect for its environment and the local ecology. It has been associated with a scalable, sustainable and integrated development of communities in and around its location at Ekalbara in District Vadodara.

Sustainability concerns are an integral part of the Company's value system. Over the years, the Company has embedded these values into its operations in a variety of ways, such as promoting rural development, undertaking and establishing programmes and processes for greening and conservation and promotion of volunteerism within the organization.

An integrated approach is adopted towards development, wherein creating social capital within the communities that it serves is given prime importance. People participation is vital to the success of the programmes and it forms the basis of all the projects.

Through its focused initiatives and participatory approach like Quality Circle meetings and Open General Meeting it is ensured that the employees become the real managers and owners and work towards their own development and that of the society at large. Communication of the Company's performance and objectives and goals to employees at all levels by Management has become a culture of the Company.

DIRECTORS' REPORT...

TRAINING PERFORMANCE:

To develop the skills and instil behavioural and personality development traits in all supervisory staff and managerial cadre, the Company organized a number of training programmes during the year. These training programmes are identified through the Performance Management System by synchronizing organizational needs with individual needs. In these diverse programmes, 11041 man-hours of training was imparted to employees.

Apart from in-house training programmes, employees were also nominated for attending external training programmes on subjects of importance for business and area of responsibility.

INDUSTRIAL RELATIONS:

Industrial peace and harmony based on healthy employee relations have continued throughout the year. The Management and the Union of employees enjoy a very cordial and mutually respectful relationship. The grievances/issues raised by the employees /Union were given due attention. The issues brought up by them were settled through regular meetings and interactions between the Management and the Union and action as mutually agreed was taken to settle them.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis relating to the Company's objectives, projections, estimates, expectations or prediction may be forward looking within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results might differ materially from those expressed or implied depending upon factors such as climatic conditions, global and domestic demand-supply conditions, finished goods prices, raw materials cost and availability, foreign exchange market movements, changes in Government regulations and tax structure, economic and political developments within India and the countries with which the Company has business and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
TRANSPEK INDUSTRY LIMITED

We have examined the compliance of conditions of corporate governance by Transpek Industry Limited for the year ended March 31, 2017, as stipulated in Clause E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For CNK & Associates, LLP
Chartered Accountants
FRN: 101961W/W-100036

Pareen Shah
Partner
M. No. : 125011

Place: Vadodara
Date: 27th May, 2017

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2017, in terms of Regulation 34 read with Schedule – V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is interwoven in the ethical governance practices followed by the Company commensurate with its size, complexity, international operations and traditional ethical values. We believe that success and sustainability can be achieved only with the highest standards of corporate conduct towards all stakeholders – employees, shareholders, consumers and the community at large – by following the principles of accountability, integrity and responsibility in dealings with them.

The Company has complied with all the requirements of Corporate Governance in terms of Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Regulations, 2015) ('SEBI Listing Regulations') and the best practices are followed to achieve its goals on Corporate Governance.

2. BOARD OF DIRECTORS:

(a, b & c) Composition and attendance of Directors at the meetings of the Board and at Annual General Meeting and their other Directorships etc.:

During the financial year 2016-17 the Board of Directors comprised the Managing Director, an Executive Director and eight non-executive directors including the Chairman. The Chairman of the Board is a promoter – non-executive Director. Five of the eight non-executive Directors are Independent Directors as defined in Regulation 16 (1) (b) of the SEBI Listing Regulations, 2015 and section 149 (6) of the Companies Act, 2013.

The composition and categories of Directors on the Board during the period 1st April, 2016 to 31st March, 2017 and details about meetings of the Board and various Committees held and attended by them, attendance in last AGM, directorships in other companies, Chairmanship/Membership in Committees of other companies, and web link where details of familiarisation programmes imparted to Independent Directors are given in the following table.

Sr. No.	Name of Director	Category of Directorship*	Number of Board Meetings (April, 2016 to March, 2017)		Attendance in last AGM held on 05.08.2016	No. of other Directorships held as at 31st March, 2017**	No. of Board Committee positions held as at 31st March, 2017 (including Transpek Industry Limited)	
			Held	Attended			Chairman	Member
1.	Shri Ashwin C. Shroff	PD/NED	7	4	Present	9	2	-
2.	Shri Atul G. Shroff	PD/MD	7	6	Absent	4	1	2
3.	Shri Bimal V. Mehta	NPD/ ED	7	7	Present	1	-	1
4.	Shri Dipesh K. Shroff	PD/NED	7	4	Absent	14	-	3
5.	Shri Ravi A. Shroff	PD/NED	7	7	Present	12	-	2
6.	Dr. Bernd Dill	NED/ID	7	5	Present	1	-	-
7.	Shri Ninad D. Gupte	NED/ID	7	5	Present	2	2	3
8.	Shri Nimish U. Patel	NED/ID	7	7	Present	4	1	3
9.	Smt. Geeta A. Goradia	NED/ID	7	5	Present	6	1	9
10.	Shri Hemant J. Bhatt	NED/ID	7	7	Present	1	1	3

* PD - Promoter Director; MD - Managing Director; ED – Executive Director; NED - Non-Executive Director; ID - Independent Director as defined in the SEBI Listing Regulations, 2015.

** Number of other Directorships includes Directorships held in private limited companies, Section 8 companies under the Companies Act, 2013 and foreign companies.

REPORT ON CORPORATE GOVERNANCE...

Detailed agenda notes were made available to the Directors in respect of the matters listed in Part-A of Schedule-II of the SEBI Listing Regulations, 2015, at least 7 (seven) days prior to the date of Meetings, as required under Secretarial Standard - 1 – 'Meeting of the Board of Directors'.

COMMITTEES OF THE BOARD:

Currently, the Board has the following committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Finance & Capex Committee

The Non-Executive Directors are paid sitting fees for attending the meetings of the above Committees. These Committees meet as and when the need arises and the minutes of their meetings are placed before the Board in its next meeting for the Board to take note thereof.

The constitution and terms of reference of all the mandatory Committees are decided by the Board in line with the applicable provisions of the Act, Rules and the SEBI Listing Regulations.

(d) Attendance of Directors in Board Meetings held during the year:

Date of the Board Meeting	24.05.2016	05.08.2016	12.08.2016	14.11.2016	30.11.2016	10.02.2017	31.03.2017
Board Strength	10	10	10	10	10	10	10
No. of Directors Present	7	8	8	9	7	10	8

(e) Disclosure of relationship between directors inter-se:

Shri Ravi A. Shroff, Director is the son of Shri Ashwin C. Shroff, Chairman, and they are relatives. None of the other Directors are relative of any Director.

(f) The Shareholding of the Directors as on 31st March, 2017:

Sr. No.	Name of the Director	Shares held (Nos.)	% to total capital
(1)	Shri Ashwin C. Shroff	3,919	0.07
(2)	Shri Atul G. Shroff	38,117	0.68
(3)	Shri Bimal V. Mehta	-	-
(4)	Shri Dipesh K. Shroff	37,662	0.67
(5)	Dr. Bernd Dill	-	-
(6)	Shri Ravi A. Shroff	7,086	0.13
(7)	Shri Ninad D. Gupte	106	0.00
(8)	Shri Nimish U. Patel	-	-
(9)	Smt. Geeta A. Goradia	-	-
(10)	Shri Hemant J. Bhatt	-	-

(g) The Details of Familiarisation Programme imparted to Independent Directors are disclosed on the Website of the Company i.e. www.transpek.com/pdf/independent-director-familiarisation-prog.pdf.

REPORT ON CORPORATE GOVERNANCE...

3. AUDIT COMMITTEE:

(a) Brief description of Terms of Reference of the Audit Committee:

- Recommendation for appointment, remuneration and terms of appointment of Statutory Auditors, Cost Auditors, Internal Auditors and Secretarial Auditors of the Company;
- Review and monitor the Auditors' independence and performance and effectiveness of Audit process;
- Examination of the financial statement and the Auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Omnibus approval of Related Party Transactions;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters

(b) Composition, names of members and Chairperson:

The Audit Committee of the Board consists of the following three Independent Directors and one Promoter- Non-Executive Director:

1. Shri Ninad D. Gupte : Independent Director (Chairman of the Committee)
2. Shri Nimish U. Patel : Independent Director
3. Shri Hemant J. Bhatt : Independent Director
4. Shri Dipesh K. Shroff : Promoter, Non-Executive Director

All the members of the Audit Committee have accounting or financial management expertise by virtue of their having been Chief Executive Officers or possessing the requisite professional qualification or certification in accounting and management.

(c) Meetings and attendance during the year:

Details of meetings held and attended by the aforesaid Directors are as under:

Date of Audit Committee Meeting	Shri Ninad D. Gupte (Chairman) (ID/NED)	Shri Nimish U. Patel (ID/NED)	Shri Hemant J. Bhatt (ID/NED)	Shri Dipesh K. Shroff (PD/NED)
24.05.2016	Present	Present	Present	Absent
05.08.2016	Present	Present	Present	Absent
14.11.2016	Absent	Present	Present	Present
30.11.2016	Absent	Present	Present	Present
10.02.2017	Present	Present	Present	Present
31.03.2017	Present	Present	Present	Absent

The Dy. Company Secretary & Compliance Officer of the Company acts as the Secretary of this Committee.

Audit Committee meetings are also attended by the Executive Director and the Chief Financial Officer as invitees. Statutory Auditors, Internal Auditors and Cost Auditors of the Company are also invited to the meetings and discussions are held with them, as and when required. When the Chairman of the Audit Committee could not attend the meeting, another Independent Director and member of the Committee had chaired the meeting.

The minutes of the meetings of the Audit Committee are circulated to the members of the Board, discussed and taken note of and the recommendations of the Audit Committee are accepted by the Board.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 05th August, 2016.

REPORT ON CORPORATE GOVERNANCE...

4. NOMINATION & REMUNERATION COMMITTEE:

(a) Brief description of Terms of Reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Performance of Independent Directors and the Board and carrying out evaluation;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

(b) Composition, names of members & Chairman:

The Nomination and Remuneration Committee of the Board consists of the following two Independent Directors and one Promoter, Non-Executive Director:

1. Shri Ninad D. Gupte: Independent Director (Chairman of the Committee)
2. Shri Nimish U. Patel: Independent Director
3. Shri Dipesh K. Shroff: Promoter, Non-Executive Director

(c) Data on meetings of the Committee & attendance during the year:

Date of Nomination & Remuneration Committee Meeting	Shri Ninad D. Gupte (Chairman) (ID/NED)	Shri Nimish U. Patel (ID/NED)	Shri Dipesh K. Shroff (PD/NED)
24.05.2016	Present	Present	Absent
14.11.2016	Absent	Present	Present
30.11.2016	Absent	Present	Present
10.02.2017	Present	Present	Present

When the Chairman of the Nomination and Remuneration Committee could not attend the meeting, another Independent Director and member of the Committee had chaired the meeting.

The Dy. Company Secretary & Compliance Officer of the Company also acts as the Secretary of this Committee.

(d) Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and sub-regulation (4) of Regulation 19 of the SEBI Listing Regulations, 2015, the Nomination and Remuneration Committee laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and its Committees and inputs were obtained from the Directors in structured questionnaires. The criteria for Performance Evaluation cover the areas relevant to their functioning as Director on the Board of the Company and as member of the Committees of the Board. An exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as oversight of Management, Interaction with Senior Management, Adequacy of Information & Timeliness, Board Dynamics, Stakeholders' Management, discharge of responsibility, conduct of meetings, composition and skills, preparedness and attendance at meetings, understanding the Company's operations and Key Competency/ area of knowledge, contribution at Board Meetings/Quality of inputs, interpersonal skills, confidentiality etc. The performance evaluation of the Independent Directors had also been carried out by the other Directors on the Board. The Directors expressed their satisfaction with the evaluation process.

REPORT ON CORPORATE GOVERNANCE...

5. REMUNERATION OF DIRECTORS:

- (a) During the year under review, there were no pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company. The details of payment of sitting fees and commission made to the non-executive directors are given below. The details of related party transactions are given separately in this report and in the Notes on Accounts in the Annual Report.
- (b) The non-executive Directors are paid sitting fees for attending meetings of the Board and of Committees of Directors. In addition, as approved by the members of the Company, a commission not exceeding in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, in such proportion and manner as the Chairman may decide shall be payable to non-executive Directors of the Company.

The non-executive Directors were paid sitting fee of Rs. 20,000/- for each meeting of the Board and various Committees except in the case of meetings of Stakeholders Relationship Committee where the sitting fee paid was Rs. 10,000/- for each meeting. The non-executive Directors were also paid commission upto 1% in the aggregate for the year 2016-2017 as detailed below:

Name of Non-executive Directors	Sitting fees paid during the year 2016-2017 for attending Board and Committee Meetings. (In Rs.)	Commission to be paid for the year 2016-2017. (In Rs.)
Shri Ashwin C. Shroff	80,000	6,00,000
Shri Dipesh K. Shroff	2,80,000	6,00,000
Dr. Bernd Dill	1,00,000	5,00,000
Shri Ravi A. Shroff	1,60,000	5,00,000
Shri Ninad D. Gupte	2,20,000	7,25,000
Shri Nimish U. Patel	4,30,000	5,00,000
Shri Hemant J. Bhatt	3,10,000	5,00,000
Smt. Geeta A. Goradia	2,20,000	5,00,000

Commission to Non-executive Directors for the year 2016-17 will be paid upon adoption of the audited financial statements for the year ended 31st March, 2017 by the members of the Company at the Annual General Meeting scheduled to be held on 10th August, 2017.

5(c)(i) & (ii) All elements of remuneration package of individual executive directors for the F.Y. 2016-17 summarized under major groups, such as salary, benefits, bonuses, stock options, pension, etc;

Particulars	Shri A.G.Shroff, MD (Amt. in Rs.)	Shri B.V. Mehta, ED (Amt. in Rs.)	Note
Fixed Components			
1. Total Salary	1,21,50,000	83,52,308	
Range approved	6,00,000	3,10,000 to 4,50,000	
Present Salary	6,00,000	3,45,000	
2.Total Perquisites	19,86,404*	13,26,600*	
Variable Component	70,18,000**	46,79,000 **	
Performance Incentive/Commission			

* Perquisites include contributions to Provident Fund, Superannuation and Gratuity in addition to the other perquisites equivalent to the amount of Salary.

**The Managing Director of the Company is paid a performance incentive linked with the performance of the Company at the rate of 1.5% of PBT and the Executive Director is paid a commission at the rate of 1% of the Net Profits as calculated under Section 198 of the Companies Act, 2013.

REPORT ON CORPORATE GOVERNANCE...

The above remuneration of the executive directors is within the limits approved by the shareholders.

5(c)(iii) Service contracts, notice period, severance fees:

The employment of the Managing Director is contractual for a period of one year whereas that of the Executive Director is for a period of five years. Their services are terminable by either party by giving three months' advance notice. As per the terms of contract, in the event of non-renewal or premature termination of the contract by the Company, both Managing Director and the Executive Director are entitled to receive compensation equivalent to 12 months' salary and perquisites as applicable at the time of such termination.

5(c)(iv) Stock option details, if any, and whether issued at a discount as well as the period over which accrued and over which exercisable:

The Company does not have any Stock Option Scheme and did not issue any Stock Options during the Financial Year 2016-2017.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

- (A) Stakeholders' Relationship Committee as constituted by the Board pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, is being headed by Shri Nimish U. Patel, Non-executive Independent Director of the Company. Other members of the Committee include Shri Atul G. Shroff, Managing Director of the Company and Shri Hemant J. Bhatt, Non-executive Independent Director of the Company.
- (B) Shri Alak D. Vyas, Dy. Company Secretary and Compliance Officer of the Company also acts as the Secretary of this Committee.
- (C) During the year under review six complaints were received, which were disposed off to the satisfaction of the aggrieved shareholders before 31.03.2017. Hence, there were no outstanding complaints pending as at 31.03.2017, the details of which are as under.

Sr. No.	Particulars	Nos. of Complaints
1	No. of complaints pending at the beginning of the year (01-04-2016)	-
2	No. of complaints received during the year 2016-17	6
3	No. of complaints resolved/ redressed during the year	6
4	No. of complaints pending as on 31-03-2017	-

7. GENERAL BODY MEETINGS:

(A): Location, date and time, where the last three annual general meetings were held:

Sr. No.	General Body Meeting	Date & time when held	Place where held
1	48th Annual General Meeting	18-09-2014 at 3.30 p.m.	Hotel Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara 390 020
2	49th Annual General Meeting	21-09-2015 at 3.00 p.m.	Hotel Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara 390 020
3	50th Annual General Meeting	05-08-2016 at 3.30 p.m.	Hotel Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara 390 020

REPORT ON CORPORATE GOVERNANCE...

(B): The Following Special Resolution were passed during the preceding three financial years:

Sr. No.	Year	Matters on which resolutions on special business were passed
1.	2015-2016 AGM DATE: 05-08-2016	To approve increase in the remuneration of Shri Bimal V. Mehta, Executive Director of the Company, for the period from 9th April, 2016 to 8th April, 2018.
2.	2014-2015 AGM DATE: 21-09-2015	1. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. 2. To consider and approve related party transaction under Clause 49(VII) of the Listing Agreement.
3.	2013-2014 AGM DATE: 18-09-2014	1. To borrow money, together with the moneys already borrowed in excess of the aggregate of the paid-up capital and free reserves, not exceeding Rs.100 crores apart from temporary loans. 2. Company's contribution to bona fide and charitable funds etc. up-to Rs.60 lakhs or 5% of the average net profits for last three years, whichever is greater. 3. To consider and approve the acceptance of Fixed Deposits from the members of the Company to the extent of 25% of the aggregate of paid up capital and free reserves of the Company 4. To consider the payment to Non-Executive Rotational Directors as well as the Non Rotational Non-Executive Independent Directors, such sum by way of remuneration not exceeding 1% (one percent)/3% (three percent) of the net profits of the Company in a financial year. 5. Alteration of Article 150 of the Articles of Association of the Company. 6. Alteration of the terms and conditions of the Original Agreement entered into by and between the Company and Shri Bimal V. Mehta, Whole-time Director designated as Executive Director of the Company.

(C&D) SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT LAST YEAR:

During the year 2016-17, the Company had passed a Special Resolution for the approval of the members of the Company as required under Section 68 of the Companies Act, 2013 to buy-back its own equity shares, through Postal Ballot.

The pattern of voting on the postal ballot was as under:-

Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of votes polled on outstanding (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes - against (5)	% of votes in favour of valid votes polled (6) = [(4)/(2)]*100	% of votes against of valid votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	3085508	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-voting	1411797	42349	3.00	42349	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		42349	3.00	42349	0	100.00	0
Public-Non Institutions	E-voting	1374735	288683	21.00	288683	0	100.00	0.00
	Postal Ballot		19626	1.43	19626	0	100.00	0.00
	Total		308309	22.43	308309	0	100.00	0.00
Total		5872040	350658	25.43	350658	0	100.00	0.00

The Postal Ballot process was conducted by CS Vijay L Vyas, Company Secretary in Practice.

REPORT ON CORPORATE GOVERNANCE...

(E & F): None of the resolutions proposed to be passed at the ensuing AGM to be held on 10th August, 2017, is required or proposed to be put through postal ballot.

8. MEANS OF COMMUNICATION:

(A & B) The un-audited quarterly and summarized annual audited results have been submitted to the BSE Limited and are also published in two newspapers- (one English newspaper and one vernacular) - from among Business Standard (all editions); Vadodara Samachar (Vadodara edition); Indian Express (Vadodara edition) and Financial Express (all editions).

(C) The financial results are also placed on the Company's Website – 'www.transpek.com/financial-results.htm' and are also available on the website of BSE Ltd. 'www.bseindia.com'.

(D) The Company has not issued any press note during the year.

(E) The Company has not held any analyst meet/investors conference during the year and no presentations were made to Institutional Investors or to analysts.

9. GENERAL SHAREHOLDER INFORMATION:

a. **Date, time and venue of Annual General Meeting:** On Friday, the 10th August, 2017 at 03.30 P.M. at Hotel Grand Mercure - Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara – 390 020.

b. **Financial calendar:**

- i. Financial year: 1st April to 31st March
- ii. First quarter results: on or before 15th September, 2017
- iii. Half yearly results: on or before 15th December, 2017
- iv. Third quarter results: on or before 15th February, 2018
- v. Results for the F.Y.2017-2018: on or before 30th May, 2018

c. **Dividend Payment date:** within 30 days after 10th August, 2017 (i.e. the date of 51st AGM), on or before 9th September, 2017.

d. **Stock Exchange Listings:** The BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

The Company has paid Annual Listing Fees to the BSE Limited for the F.Y. 2016-17.

e. Stock code: '506687'; or 'Transpek'

ISIN No.: INE687A01016 for dematerialization.

f. **Market price data – high, low during each month in last financial year:**

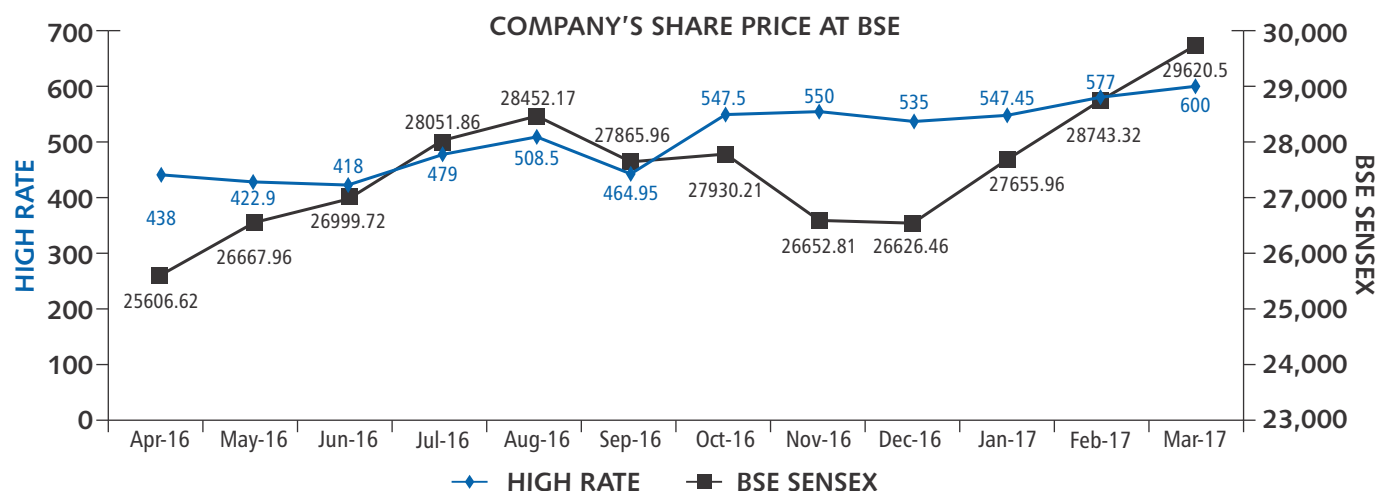
Monthly High, Low, Closing Market Price and number of shares traded during each month in the last financial year on the BSE Ltd., is furnished below:

MUMBAI (BSE)

2016-2017 (12 months)	Open Price (Rs. Per share)	Highest Price (Rs. per share)	Lowest Price (Rs. per share)	Closing Market price (Rs. per share)	Volume of Trade (No. of shares)
April, 2016	396.20	438.00	380.00	384.10	340251
May, 2016	381.00	422.90	351.10	373.75	59738
June, 2016	379.80	418.00	302.00	404.25	42790
July, 2016	404.95	479.00	385.25	464.20	68766
August, 2016	462.00	508.50	402.00	432.40	84465
September, 2016	431.50	464.95	415.60	447.00	45196
October, 2016	462.00	547.50	410.00	537.85	111613
November, 2016	540.00	550.00	415.65	510.40	364387
December, 2016	525.00	535.00	464.00	493.60	35833
January, 2017	495.00	547.45	465.00	517.85	41492
February, 2017	507.05	577.00	500.00	556.35	50232
March, 2017	558.00	600.00	523.15	590.35	35186

REPORT ON CORPORATE GOVERNANCE...

g. Share price performance in comparison to Broad-based Index BSE SENSEX



h. During the year, the security of the Company was not suspended from trading in the market.

i. Registrar to an issue and Share Transfer Agent:

The Company's Registrar & Share Transfer Agent is M/s. Link Intime India Private Limited. The address of the Company's RTA is as under:

(i) Registered Office:

Link Intime India Private Limited,
C-101, 247 Park,
LBS Marg, Vikhroli (W),
Mumbai 400 083
Phone: +91 22 49186270
Website www.linkintime.co.in

(ii) Branch Office:

Link Intime India Private Limited
B – 102 & 103 Shangrila Complex
1st Floor, Nr. Radhakrishna Char Rasta
Akota, Vadodara - 390020
Phone: 0265- 2356794, 2356573
Fax : 0265- 2356791
Email: alpesh.gandhi@linkintime.co.in
mansi.bakshi@linkintime.co.in
vadodara@linkintime.co.in

j. Share Transfer System:

All the transfer requests received are processed by the Registrar and Share Transfer Agent and are approved by the Committee of Sr. Officials of the Company, which meets every ten days. Share transfers are registered and returned within a maximum of 15 working days from the date of lodgement if documents are complete in all respects.

k. Distribution of shareholding as on 31st March, 2017:

Category I Share Range	No. of Shareholders	Percentage to Total No. of Shareholders	No. of Shares	Percentage to Capital
1 -500	7,327	93.6119	5,63,725	10.0925
501 -1,000	230	2.9385	1,66,915	2.9883
1,001-2,000	126	1.6098	1,80,224	3.2266
2,001-3,000	36	0.4599	90,023	1.6117
3,001-4,000	17	0.2172	58,582	1.0488
4,001-5,000	17	0.2172	74,017	1.3251
5,001-10,000	36	0.4599	2,36,778	4.2391
10,001-and above	38	0.4855	42,15,305	75.4678
TOTAL	7,827	100.0000	55,85,569	100.0000

REPORT ON CORPORATE GOVERNANCE...

I. Dematerialization of Shares and liquidity:

The Company has entered into agreements with both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) whereby shareholders have an option to dematerialize their shares with either of the depositories. As on 31st March, 2017, 5334757 nos. of equity shares representing 95.51% of the paid up capital are held by 3894 shareholders in dematerialized form and 250812 nos. of equity shares representing 4.49% of the paid up capital are held by 3933 shareholders in physical form. The shares of the Company are regularly traded in electronic mode on the BSE Ltd., which has nationwide online trading facility and which provides adequate liquidity.

m. There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments.

n. Commodity price risk or foreign exchange risk and hedging activities: The Company has framed a Foreign Exchange Risk Management Policy for hedging activities which takes care of foreign exchange risk.

o. Plant locations:

Transpek Industry Limited
 At & Post -Ekalbara 391 440,
 Taluka Padra, Dist. Vadodara
 Telephone : 02662-244444, 244289, 244309, 244318, 244276
 Website : www.transpek.com

p. Address for correspondence:

Shri Alak D. Vyas
 Dy. Company Secretary & Compliance Officer
 Transpek Industry Ltd,
 6th Floor, Marble Arch,
 Race Course, Vadodara 390 007.
 Telephone : 0265-2335444, 2335446, 2335447, 2334141, 2358236, 2335757, 2342262
 Fax : 0265-2335758
 E-mail : investorrelations@transpek.com;
 Website : www.transpek.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

10. OTHER DISCLOSURES:

a. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the listed entity at large:

Among the related party transactions are contracts or arrangements made by the Company from time to time in the ordinary course of business and on arm's length basis with the companies in which the Directors are interested. All these contracts or arrangements are entered in the 'Register of Contracts in which Directors are interested' maintained under Section 189 of the Companies Act, 2013 and the Register is placed before the Audit Committee and the Board from time to time and signed by the Directors. Prior omnibus approval of the Audit Committee had also been obtained for entering into certain Related Party Transactions. During the year, the Company had entered into related party transactions with M/s. Anshul Life Sciences and the same are in line with the approval accorded by the shareholders for such material related party transactions at the 49th Annual General Meeting held on 21st September, 2015. Also, the Company has entered into related party transactions with TML Industries Limited for doing job work of its existing products at its premises situated at Karakhadi and Piludra and acquired two windmills from them located at Village Navadra and Satapar respectively, with the approval of the Audit Committee and the Board of Directors. Details of transactions with Anshul Life Sciences as well as with TML Industries Limited have been mentioned in Form AOC-2, annexed to the Directors' Report.

The Company has also framed a Related Party Transactions Policy pursuant to the provisions of the Companies Act, 2013 read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

REPORT ON CORPORATE GOVERNANCE...

Regulations, 2015 SEBI (LODR) Regulations, 2015 and the same is available on the Company's website 'www.transpek.com'.

Particulars of transactions between the Company and related parties as per the Accounting Standard 18 "Related Party Disclosures" notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Audit and Accounts) Rules, 2014 are given under Note No.29(C) of the Standalone Annual Accounts for the financial year 2016-17.

b. Statutory Compliance, Penalties and Strictures:

There has neither been any non-compliance of any of the provisions of law by the Company nor any penalty or stricture imposed by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets during the last three years.

c. Whistle Blower Policy:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has adopted a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct. The confidentiality of those reporting violations shall be maintained and they will not be subjected to any discriminatory practice. The Company affirms that no personnel have been denied access to the Audit Committee. Vigil Mechanism/Whistle Blower Policy is available on the Company's website and can be accessed at link - www.transpek.com/pdf/whistle-blower-policy.pdf.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements and has not adopted non-mandatory requirements under the SEBI (LODR) Regulations, 2015.

e. The Company does not have any material subsidiary company and hence policy for determining material subsidiaries has not been adopted.

f. Policy on dealing with related party transactions is available on the website of the Company and can be accessed at link - 'www.transpek.com/pdf/policy-on-related-party-transactions.pdf'.

g. Commodity price risks and commodity hedging activities: As informed above, the Company has framed a Foreign Exchange Risk Management Policy for hedging activities which takes care of foreign exchange risk.

11. The Company has complied with the requirements of corporate governance report of sub-paras (2) to (10) above.

12. Compliance of Discretionary requirements under Part E of Schedule II of the SEBI (LODR) Regulations, 2015.

1. **The Board:** The Chairperson does not maintain his separate office at the Company's expense.
2. **Shareholder Rights:** The Company publishes the financial results in newspapers and places on its website. The Company does not send it to the shareholders.
3. **Modified opinion(s) in audit report:** The Audit opinion received by the Company has not been modified.
4. **Separate posts of chairperson and chief executive officer:** The Company already has two separate persons for the post of Chairperson and Chief Executive Officer (Managing Director).
5. **Reporting of internal auditor:** The Internal Auditors of the Company directly report to the Audit Committee of the Company, and their Internal Audit Reports are presented at the meetings of the Audit Committee.

13. Compliance with Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

The Company has complied with Corporate Governance requirements as specified in Regulations 17 to 27 relating to Board of Directors; Audit Committee; Nomination and Remuneration Committee; Stakeholders Relationship Committee; Risk Management Committee (voluntarily constituted); Vigil Mechanism; Related Party Transactions, Corporate Governance Requirements with respect to subsidiary Company (The Company has one subsidiary incorporated outside India which is not a material subsidiary company); obligations with respect to Independent Directors, other Directors and Sr. Management; the

REPORT ON CORPORATE GOVERNANCE...

Company has submitted quarterly compliance reports on Corporate Governance together with the details of all material transactions with related parties duly signed by the Compliance Officer. The information and documents specified under clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, have been placed on the website of the Company.

D. CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

This is to confirm and certify that the Company has adopted a Code of Conduct for Board Members and Senior Management Personnel. As provided under sub-regulation (3) of Regulation 26 of the SEBI (LODR) Regulations, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March, 2017.

Place: Vadodara

Date: 27th May, 2017

Transpek Industry Ltd.

Sd/-

Atul G. Shroff

Managing Director

- E. During the year under review, there were no shares held in the demat suspense account/unclaimed suspense account. The Company has sent reminders to the Shareholders to claim their shares returned undelivered and lying in physical form with the Company.

COMPLIANCE CERTIFICATE OF THE AUDITORS:

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to the Directors' Report.

TEN YEARS HIGHLIGHTS

(₹ in Lakhs)

	2016-2017	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08
I CAPITAL ACCOUNTS										
A Share Capital	558.56	587.20	587.20	587.20	587.20	587.20	587.20	587.20	559.30	532.67
B Reserves	10106.69	8487.26	6889.54	6136.04	5588.04	4770.66	5802.52	4797.22	4360.34	3587.52
C Shareholders' Fund (A+B)	10665.25	9074.46	7476.74	6723.24	6175.24	5357.86	6389.72	5384.42	4919.64	4120.19
D Borrowings*	6987.46	5644.21	7158.35	5906.59	6789.16	6579.04	6566.50	5047.26	4670.52	3284.89
E Fixed Assets										
i Gross Block	20660.09	17548.16	16823.37	16188.85	15703.11	14931.21	13897.66	11426.75	10902.73	9278.33
ii Net Block	11710.29	9391.44	9227.04	9297.79	9444.09	9286.53	8853.61	6902.39	6846.64	5631.93
F Debt-Equity Ratio	0.65:1	0.62:1	0.96:1	0:88:1	1.10:1	1.23:1	1.03:1	0.94:1	0.95:1	0.80:1
II REVENUE ACCOUNTS										
A Sales Turnover**										
i Domestic	9649.92	10085.89	9587.62	9139.03	7622.96	7055.86	7795.81	4974.46	5953.71	4725.42
ii Export	20448.97	18002.56	16150.96	14256.67	13079.49	8299.24	10434.44	6366.28	10707.29	5954.56
TOTAL	30098.89	28088.45	25738.58	23395.70	20702.45	15355.10	18230.25	11340.74	16661.00	10679.98
B Profit after tax	2940.76	2127.78	1105.80	719.75	1023.46	(1031.85)	1278.27	454.60	789.93	114.83
C Return on Shareholders' Fund %	27.57	23.45	14.79	10.71	16.57	(19.26)	20.01	8.44	16.06	2.79
III EQUITY SHAREHOLDERS' EARNINGS										
A Earning per Equity Share Rs.	50.90	36.24	18.83	12.26	17.43	(17.57)	21.77	7.80	14.81	2.26
B Dividend per Equity Share # Rs.	9.00	7.50	5.00	2.50	3.00	-	4.00	2.50	2.50	1.50
C Dividend Payout Ratio %	20.57	24.91	31.86	23.86	20.14	-	21.36	37.66	20.71	81.41
D Net Worth per Equity Share Rs.	190.94	154.54	127.33	114.50	105.16	91.24	108.82	91.70	87.96	77.35
E Market price of Share as on 31st March	590.35	396.20	241.20	119.45	60.00	85.05	137.05	63.50	47.05	62.50

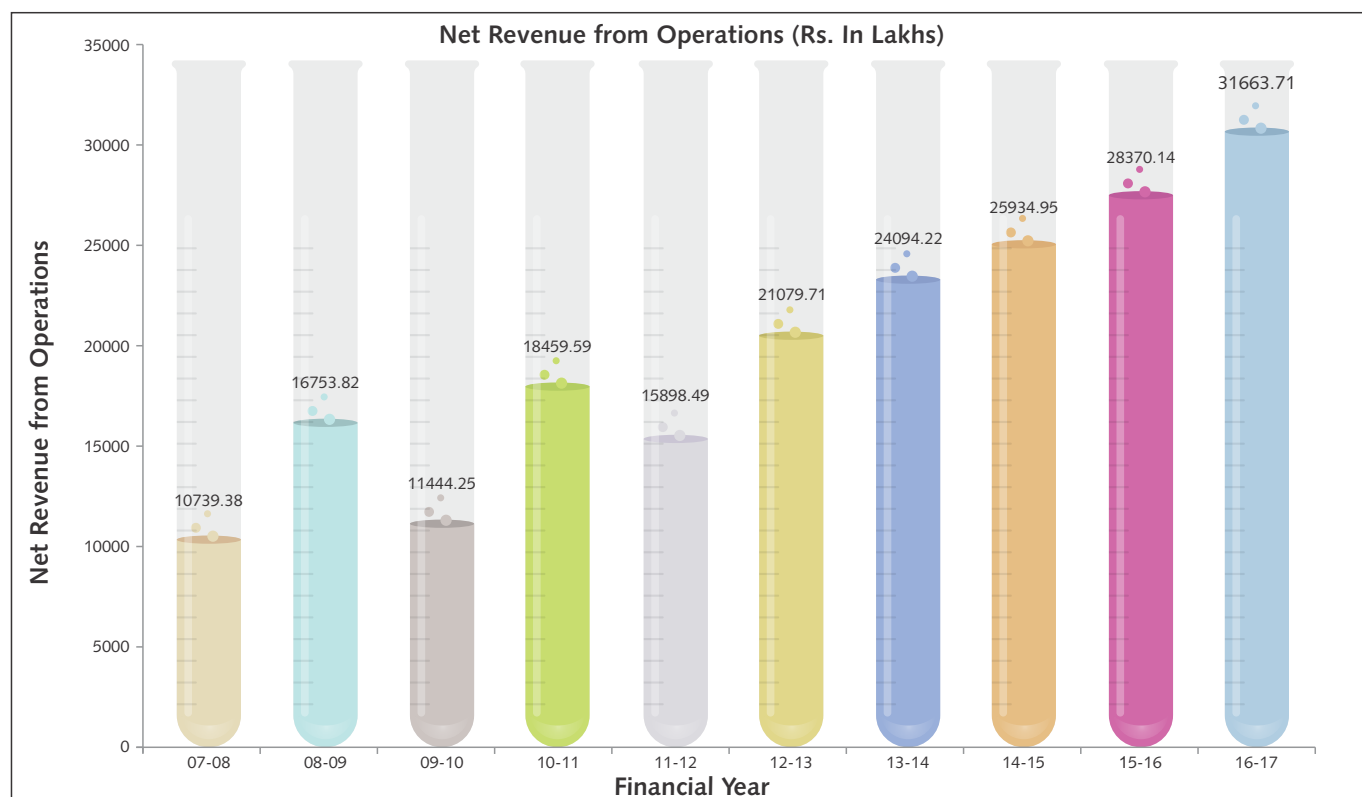
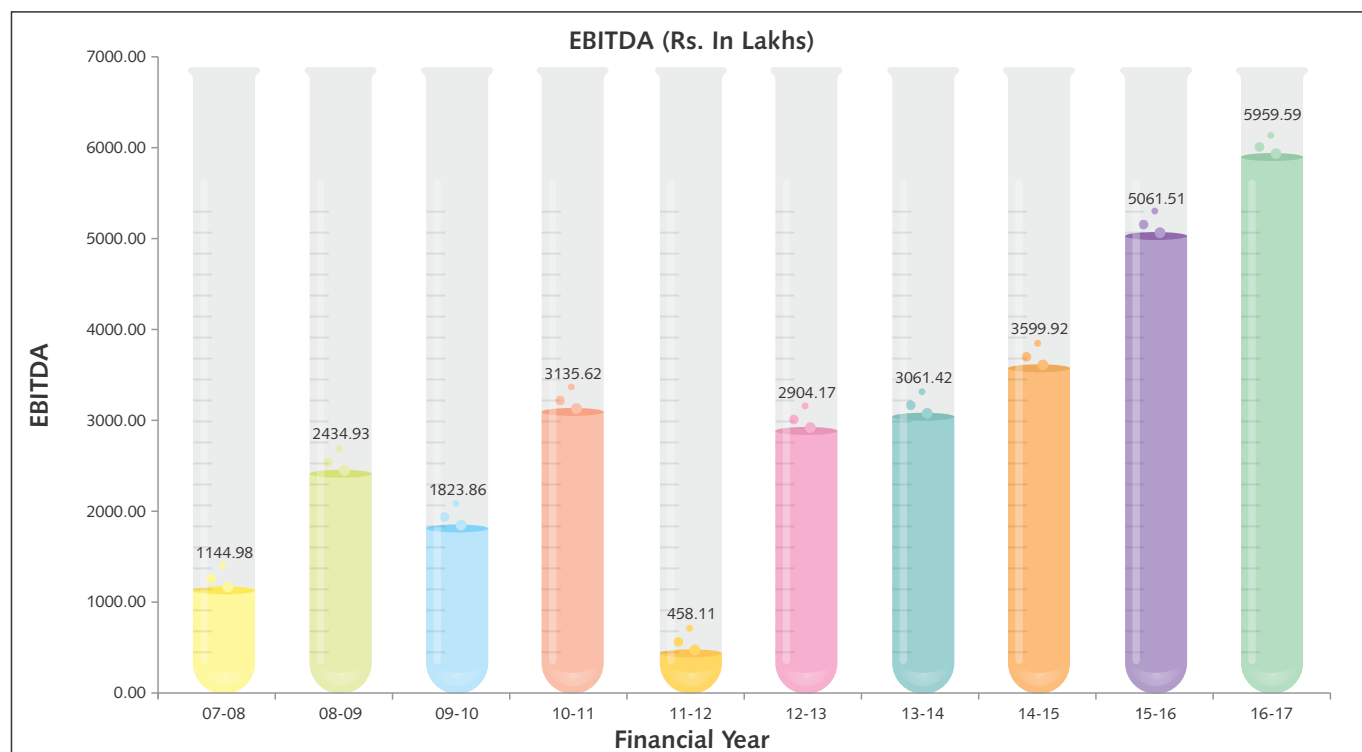
* Borrowing is net of Cash and Bank balance

** Sales Turnover is after reducing discounts/rebates and it does not include trading sales.

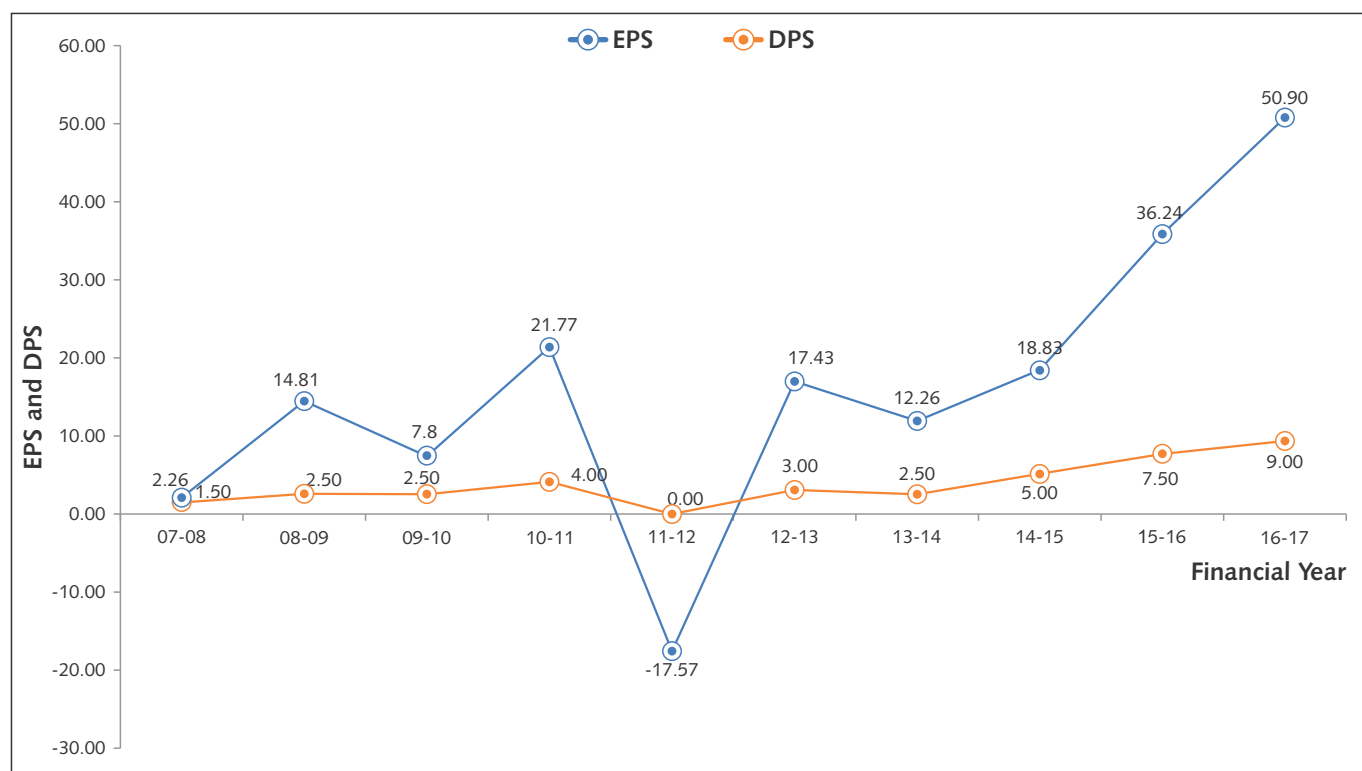
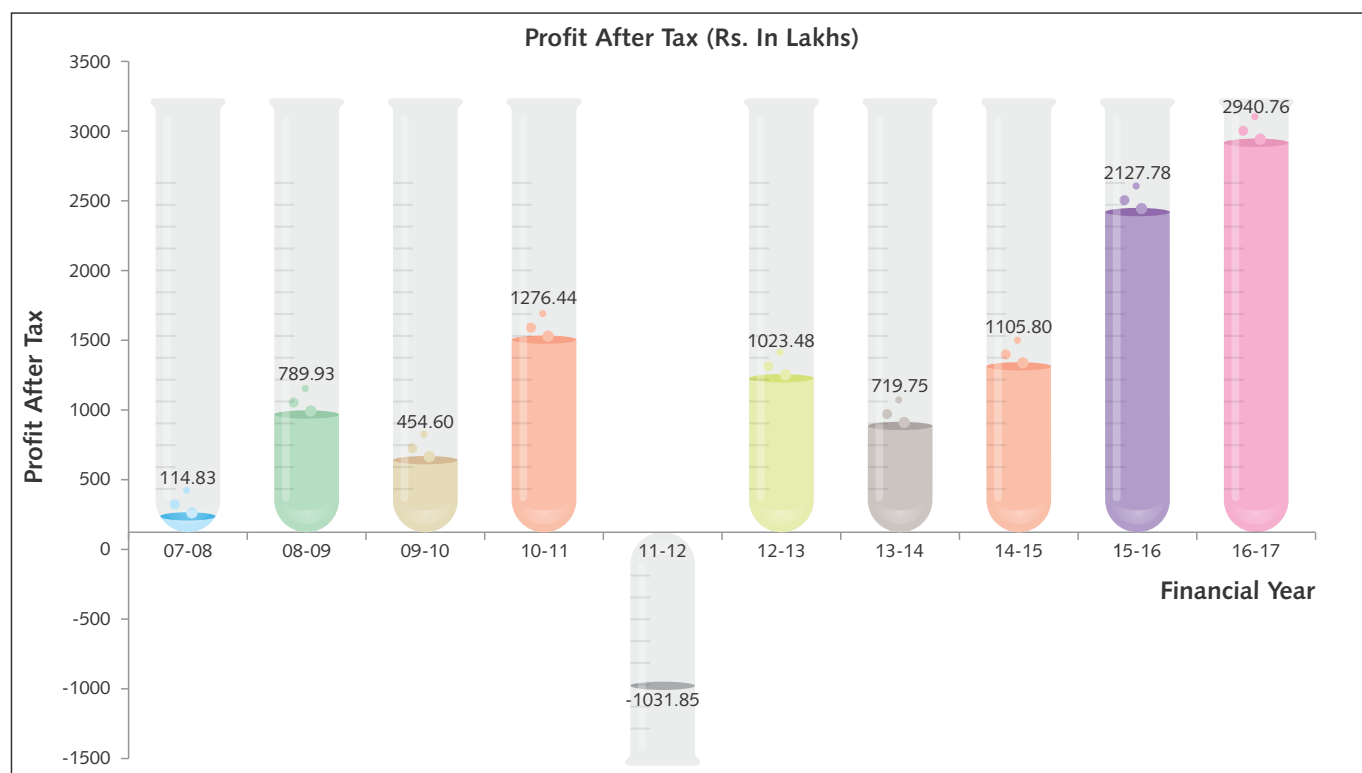
Equity Share of Face Value of Rs. 10/- each

Previous year figures have been regrouped/rearranged wherever necessary

PERFORMANCE - AN OVERVIEW



PERFORMANCE - AN OVERVIEW...



INDEPENDENT AUDITOR'S REPORT

To the Members of Transpek Industry Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Transpek Industry Limited ('The Company'), which comprises the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement(s), whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement(s).

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement(s) of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") Issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

INDEPENDENT AUDITOR'S REPORT...

- (b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Companies Act 2013;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give in "Annexure B" our separate report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28(A) (a) & (b) to the financial statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. the Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 30(F) to the standalone financial statements.

For C N K & Associates, LLP
Chartered Accountants
FRN: 101961W/W-100036

Pareen Shah
Partner
M. No: 125011
Vadodara, May 27, 2017

INDEPENDENT AUDITOR'S REPORT...

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2017.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipments;
- (b) As informed to us, the company has a phased programme of physical verification of its fixed assets so as to cover all assets once in three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets;
- (c) According to the Information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- (ii) (a) As per the information and explanations given to us, the inventories held by the company have been physically verified by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable;
- (b) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory and the discrepancies noticed on physical verification of the same were not material in relation to the operations of the Company and the same have been properly dealt with in the books of accounts;
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnership or any other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause 3(a), 3(b) and 3(c) are not applicable for the year;
- (iv) In our opinion and according to the information and explanations given to us, provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities have been complied with;
- (v) In our opinion and as explained to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under for the deposits accepted by the company;
- (vi) We have broadly reviewed the cost records maintained by the Company as prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained by the company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- (vii) (a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, wealth-tax, service tax, custom duty, excise-duty, value added tax, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2017, for a period of more than six months from the date they became payable. We are informed that the provisions relating to employee's state insurance are not applicable to the company;
- (b) According to the information and explanations given to us and the records examined by us, there are no dues of income tax, sales tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax or cess that has not been deposited on account of disputes except the following:

INDEPENDENT AUDITOR'S REPORT...

Name of the Statute	Nature of dues	Amount (₹In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act ,1961	Income tax(including interest thereon)	3.12	2012- 2013	Commissioner of Income Tax(Appeals), Vadodara
Income Tax Act ,1961	Income tax(including interest thereon)	16.96	2013 -2014	Commissioner of Income Tax(Appeals), Vadodara
Central excise act, 1944	Excise duty (including penalty)	97.17	2002 to 2012	CESTAT, Ahmedabad
Service tax	Service tax (including penalty)	74.02	2009 to 2015	Commissioner (Appeals), Vadodara
Service tax	Service tax (including penalty)	371.96	2008 to 2015	CESTAT, Ahmedabad
Central excise act, 1944	Custom duty (including penalty)	25.64	2007 to 2014	CESTAT, Mumbai

Note: Amounts paid under protest and not charged to profit and loss statement have not been included above.[Refer Note no. 28(A)(b) of Notes forming part of the financial statements]

- (viii) Based on our audit procedure and according to the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions or banks, Government or dues to debenture holders;
- (ix) According to the information and explanations given to us, no moneys were raised by way of initial public offer or further public offer (including debt instruments) and the term loans were applied for the purpose for which the loan were obtained during the year;
- (x) During the course of our examination of the books of account and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither came across any incidence of fraud on or by the company noticed or reported during the year, nor we have been informed of any such case by the management;
- (xi) According to the information and explanation given to us and based on our examination of the records of the company, the company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Act;
- (xii) In our opinion and according to the information and explanation given to us, the provisions related to Nidhi Company are not applicable;
- (xiii) According to the information and explanations given to us, all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of the Companies Act, 2013 have been complied with;

INDEPENDENT AUDITOR'S REPORT...

(xvi) According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For C N K & Associates, LLP

Chartered Accountants

FRN: 101961W/W-100036

Pareen Shah

Partner

M. No: 125011

Vadodara, May 27, 2017

ANNEXURE B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of TRANSPEK INDUSTRY LIMITED ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

INDEPENDENT AUDITOR'S REPORT...

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For C N K & Associates, LLP

Chartered Accountants

FRN: 101961W/W-100036

Pareen Shah

Partner

M. No. : 125011

Vadodara, May 27, 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

₹ in Lakhs

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	3	558.56	587.20
(b) Reserves and surplus	4	10,106.69	8,487.26
		10,665.25	9,074.46
2 Non-current liabilities			
(a) Long-term borrowings	5	2,500.23	2,600.04
(b) Deferred tax liabilities (Net)	6	1,704.67	1,540.00
(c) Long-term provisions	7	290.30	265.75
		4,495.20	4,405.79
3 Current liabilities			
(a) Short-term borrowings	8	4,487.23	3,044.17
(b) Trade payables	9		
(A) Total outstanding dues of Micro and small enterprises		164.51	207.74
(B) Total outstanding dues of creditors other than micro and small enterprises		3,222.17	1,819.92
(c) Other current liabilities	10	2,661.53	1,589.26
(d) Short-term provisions	11	404.26	772.12
		10,939.70	7,433.21
	TOTAL	26,100.15	20,913.46
II ASSETS			
Non - Current assets			
1 (a) Property, Plant and equipment	12		
(i) Tangible assets		11,710.29	9,391.43
(ii) Intangible assets		-	-
(ii) Capital work in progress		1,302.59	1,006.91
		13,012.88	10,398.34
(b) Non - current investments	13	527.88	527.88
(c) Long term loans & advances	14	383.08	454.09
		13,923.84	11,380.31
2 Current assets			
(a) Inventories	15	3,715.02	3,776.52
(b) Trade receivables	16	6,805.62	4,604.53
(c) Cash and Bank balances	17	350.38	362.51
(d) Short-term loans and advances	18	1,270.89	731.19
(e) Other current assets	19	34.39	58.40
		12,176.31	9,533.15
	TOTAL	26,100.15	20,913.46
Notes forming part of the financial statements	1&2		

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036

Parveen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupta (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

₹ in Lakhs			
Particulars	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
I. Revenue from operations	20	31,663.71	28,370.14
II. Other income	21	750.79	387.45
III. Total Revenue (I + II)		32,414.50	28,757.59
IV. EXPENSES			
Cost of materials consumed	22	13,905.11	13,890.82
Purchases of Stock-in-Trade	23	672.26	14.72
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	283.77	(1,474.77)
Employee benefits expenses	25	3,560.54	3,205.33
Finance costs	26	906.34	1,063.88
Depreciation and amortization expense		861.14	830.26
Other expenses	27	8,033.23	8,059.98
Total expenses (IV)		28,222.39	25,590.22
V. Profit before tax (III- IV)		4,192.11	3,167.37
VI. Tax expense:			
Current tax		1,087.66	1,059.00
Deferred tax		164.67	(29.27)
Income Tax adjustments for earlier years		(0.98)	9.86
VII. Profit for the year (V-VI)		2,940.76	2,127.78
VIII. Earnings per equity share:			
Basic		50.90	36.24
Diluted		50.90	36.24
Notes forming part of the financial statements	1&2		

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036

Pareen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupte (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

₹ in Lakhs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional items, prior period items and tax:	4,192.11	3,167.37
Adjustments for :		
Depreciation /amortization	861.14	830.26
Loss/(Profit) on disposal of Property, Plant and Equipments	65.81	139.12
Gain on foreign currency transactions/translations	(7.72)	(36.59)
Interest received	(42.79)	(57.26)
Dividend Received	(535.26)	(17.18)
Interest Expense	906.34	1,063.88
	<u>1,247.52</u>	<u>1,922.23</u>
Operating Profit before working capital changes	5,439.63	5,089.60
Adjustments for:		
(Increase)/Decrease in Loans and Advances	(453.49)	(253.43)
(Increase)/Decrease in Trade receivables	(2,243.06)	3,584.54
(Increase)/Decrease in Inventories	61.49	(1,040.02)
(Increase)/ Decrease in Other Current Assets	10.23	23.16
(Increase)/Decrease in Trade Payables	1,408.71	(2,519.48)
(Increase)/Decrease in Other Liabilities and Provisions	(1.51)	95.93
	<u>(1,217.61)</u>	<u>(109.30)</u>
Cash generated from Operations	4,222.02	4,980.30
Less : Direct taxes paid	956.33	592.26
Net cash from Operating Activities (A)	<u>3,265.69</u>	<u>4,388.04</u>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipments	(3,549.00)	(1,715.15)
Proceeds from sale of Property, Plant and Equipments	7.49	55.12
Decrease / (Increase) in fixed deposits with a maturity period of more than 90 days	(141.37)	(38.33)
Interest received	56.57	69.73
Dividend received	535.26	17.18
Net Cash used in Investing Activities (B)	<u>(3,091.04)</u>	<u>(1,611.45)</u>
C CASH FLOW FROM FINANCING ACTIVITIES		
Receipt/(Repayment) of Borrowings (net)	2,414.42	(1,349.10)
Interest Paid	(866.59)	(989.21)
Dividend Paid	(436.33)	(291.36)
Payment towards buy back of shares (Refer Note 4(i))	(1,349.98)	-
Dividend distribution Tax Paid	(89.66)	(58.70)
Net cash used Financing Activities (C)	<u>(328.14)</u>	<u>(2,688.37)</u>
Net increase in cash and cash equivalents (A+B+C)	<u>(153.49)</u>	<u>88.22</u>
Cash and cash equivalents at the beginning of the year	219.60	131.38

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017...

	₹ in Lakhs	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Cash and cash equivalents at the end of the year	66.11	219.60
Components of Cash & Cash Equivalents		
Cash on hand	12.65	13.90
Balances with scheduled banks:		
On Current Accounts	24.52	160.65
On unclaimed interest on fixed deposit account	8.31	28.49
On Margin money accounts	59.18	56.55
On Deposit accounts	225.09	86.36
On unclaimed dividend account	18.92	14.85
On Right issue application money account	1.71	1.71
Cash and Cash Equivalents as per Note No.17	350.38	362.50
Less: Fixed deposits not considered as cash equivalents	284.27	142.91
Cash and Cash Equivalents as per Cash Flow Statement	66.11	219.60

Note:-

1. Cash and cash equivalents includes Fixed Deposits pledged with government authorities ₹1.09 Lakhs (Previous year ₹1.00 Lakhs), Unclaimed dividend accounts ₹ 18.92 Lakhs (Previous year ₹ 14.85 Lakhs) and Right issue application money account ₹ 1.71 Lakhs (Previous year ₹ 1.71 Lakhs), which are not available for use by the Company.
2. Figures in the brackets represents cash outflow

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036

Pareen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupte (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. Nature of Operations

Transpek Industry Limited ('TIL', 'the Company') is into the manufacturing and export of a range of chemicals servicing the requirements of customers from a diverse range of industries - Textiles, Pharmaceuticals, Agrochemicals, advanced Polymers, etc.

2. Statement on Significant Accounting Policies

a) Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other pronouncement of ICAI. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The company has ascertained its Operating Cycle as 12 months for the purpose of current / non current classification of assets and liabilities. This is based on nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalent.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statement and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c) Property, Plant and Equipment

Initial Recognition:

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation, and impairment loss, if any. Cost includes purchase price, including non-refundable duties and taxes, expenditure that is directly attributable to bring the assets to the location and condition necessary for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees, and for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policies. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Spare parts are treated as capital assets when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment.

Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognised in the Statement of Profit or Loss.

Subsequent Expenditure:

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

De-Recognition:

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising from its de-recognition is measured as the difference between the

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss when the asset is de-recognised.

Depreciation methods, estimated useful lives and residual value:

Depreciation on property, plant and equipment is provided using the straight-line method based on the life and in the manner prescribed in Schedule II to the Companies Act, 2013, and is generally recognized in the statement of profit and loss. Freehold land is not depreciated.

Depreciation on property, plant and equipment is provided based on the useful life and in the manner prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, where the useful life of the property, plant and equipment have been determined by the Management based on the technical assessment / evaluation:

Category of Property, Plant and Equipment	Useful Life in Years	
	As per Schedule II	As per Company's Assessment
Plant & Machinery (Continuous Process Plant)	25	20

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Capital work in progress:

Capital work-in-progress is carried at cost, comprising direct cost and related incidental expenses.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Long Term Loans and advances" and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

d) Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any.

Research costs are expensed as incurred. Product development expenditure incurred on individual product project is recognized as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the asset and use or sell it;
- its ability to use or sell the asset;
- how the asset will generate probable future economic benefits;
- the availability of adequate resources to complete the development and to use or sell the asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during development.

Any expenditure capitalized as technical knowhow is amortized on a straight-line basis not exceeding over a period of ten years from the month of addition of the underlying product.

De- recognition of Intangible Assets:

Intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss when the asset is de-recognized.

e) Impairment of Tangible and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists,

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

An intangible asset not yet available for use is tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

f) Assets Held for Disposal

Items of Property, Plant and Equipments that have been retired from active use and are held for disposal are stated at the lower of their net book value or net realizable value.

g) Inventories

Inventories are measured at lower of cost and net realizable value. Cost of inventories is determined on a First in First Out (FIFO) (as mentioned below), after providing for obsolescence and other losses as considered necessary. Cost includes expenditure incurred in acquiring the inventories, reduction and conversion costs and other costs incurred in bringing them to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

Items of Inventory are valued on the principle laid down by the AS 2 on Inventories:

(a) Raw Materials (that are not capitalized) and Fuel	Lower of cost (determined on First In First Out Basis) and net realizable value.
(b) Packing Material	Lower of cost (determined on FIFO basis) and net realizable value.
(c) Finished Goods/Semi Finished	Goods Cost is determined on absorption costing basis. Cost of finished goods includes excise duty.
(d) Trading Goods	Lower of cost and net realizable value.

h) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

i) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Sale of goods:

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Gross turnover includes excise duty but does not include sales tax and VAT.

Conversion Charges:

Income is recorded on accrual basis on dispatch of material and as per terms of agreement.

Income from Sale of Wind Operated Power:

Income from Sale of Wind Operated Power is accounted on accrual basis on confirmation of units generated and supplied to the State Electricity Board as per the agreement.

Sale of Scrap:

Revenue from sale of scrap is recognized as and when scrap is sold.

j) Other income

Interest:

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends:

Dividend income is recognized when the unconditional right to receive the income is established.

Insurance Claims:

Insurance claims are accounted on accrual basis when there is reasonable certainty of realisability of the claim amount.

Commission Income:

Income on account of commission is accounted on accrual basis based on the Terms of Agreement.

k) Export Benefits

Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and the net benefit/obligation is accounted by making suitable adjustments in raw material consumption.

The benefits accrued under the duty drawback scheme as per the Import and Export Policy in respect of exports made under the said scheme have been included under the head 'Export Incentives'.

l) Foreign Currency Transactions

Initial Recognition:

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange Differences:

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Forward Exchange Contracts not intended for trading or speculation purposes:

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

m) Operating Lease

Where the Company is the lessee:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as Operating Leases. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight line basis over the lease term.

n) Taxation

Tax expense comprises current and deferred taxes. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

The Company avails credit for Minimum Alternative Tax if there is reasonable certainty that the same would be set off in the eligible period.

o) Borrowing Costs

Borrowing Costs that are directly attributable to the acquisition of qualifying asset are capitalised for the period until the asset that are necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expenses in the period in which they are incurred.

p) Segment Reporting Policies

Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the geographical location of the customers wherever required.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items:

Includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies:

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

q) Employee Benefits

- i. Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- ii. Superannuation Fund is a defined contribution scheme and contributions to the scheme are charged to the Statement of profit and loss in the year when the contributions are due. The scheme is funded with an insurance company in the form of a qualifying insurance policy. There are no other obligations other than the contribution payable to the respective trusts.
- iii. The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation made based on Projected unit credit method at the end of the financial year. The scheme is funded with an insurance company in the form of a qualifying insurance policy.
- iv. The Company has other long term employee benefits in the form of leave encashment. The liability in respect of leave encashment is provided for on the basis of actuarial valuation made based on Projected unit credit method at the end of the financial year. The aforesaid leave encashment is not funded.
- v. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

r) Provisions

A provision is recognized when an enterprise has a present obligation as result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the best current estimates.

s) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

t) Cash and Cash Equivalents

Cash and cash equivalents for the purposes of the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

u) Cash Flow Statement

Cash flows are reported using the Indirect Method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No 3 : Share capital

Note No 3 (a) : Details of share capital

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
Authorized				
Equity shares of ₹ 10 each with voting rights	75,00,000	750.00	75,00,000	750.00
Preference shares of ₹ 100/- each	5,00,000	500.00	5,00,000	500.00
Issued				
Equity shares of ₹ 10 each with voting rights	5,585,569	558.56	5,872,040	587.20
Subscribed & Fully Paid up				
Equity shares of ₹ 10 each with voting rights	5,585,569	558.56	5,872,040	587.20

Note No 3(b) :- Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
At the beginning of the year	58,72,040	587.20	58,72,040	587.20
Add / (Less) : Buy back of Shares during the year by the company	(2,86,471)	(28.65)	-	-
At the end of the year	55,85,569	558.56	58,72,040	587.20

Note 3(c):- The rights, preferences and restrictions attaching to each class of shares :

Equity shares with voting rights :

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any remaining assets of the company , after distribution of all preferential amounts and repayment towards Preference share holders, if any.

Note 3(d) :- Details of Shares held by each Shareholder holding more than 5% Shares.

Class of shares/Name of share holder	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	Extent of holding	Number of shares	Extent of holding
Equity shares with voting rights				
Kamaljiyot Investments Ltd.	7,02,703	12.58%	7,02,703	11.97%
Shruti A. Shroff	3,05,725	5.47%	3,05,725	5.21%
Utkarsh Global Holdings Pvt. Ltd.	13,21,440	23.66%	8,18,367	13.94%
PAT Financial Consultants Pvt. Ltd.	-	-	5,13,554	8.75%

Note 3(e):- Details of Shares bought back by the company in immediately preceding five years from the date of Balance sheet

(i) The Company has bought back 2,86,471 shares in the current year. The details of the same is as under:

Year	Shares (Number)	Face Value per share	Total Face Value (₹) In Lakhs	Premium per share	Total Premium (₹) In Lakhs	Grand Total (₹) In Lakhs
2016-17	2,86,471	10	28.65	461.25	1,321.33	1,349.98

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no 4 : Reserves and surplus

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Capital Reserve (On amalgamation of subsidiary company)		
As per last Balance Sheet	19.00	19.00
(b) Capital Redemption Reserve		
As per last Balance Sheet	-	-
Add: Transfer from General Reserve on buyback of shares (Refer below Note (i))	28.65	-
Balance at the end of the year	28.65	-
(c) Securities Premium Account		
As per last Balance Sheet	1,524.08	1,524.08
Add/(Less): Utilised for buyback (Refer below Note (i))	(1,321.33)	-
Balance at the end of the year	202.75	1,524.08
(d) General Reserve		
As per last Balance Sheet	3,446.36	3,146.36
Add/ (Less): Transfer to Capital Redemption Reserve on buyback of shares (Refer below Note (i))	(28.65)	300.00
Balance at the end of the year	3,417.71	3,446.36
(e) Surplus		
As per last Balance Sheet	3,497.82	2,200.10
(+) Net Profit for the Year	2,940.76	2,127.78
(-) Proposed dividend (Refer below Note (ii))	-	440.40
(-) Tax on proposed dividend	-	89.66
(-) Transfer to general reserve	-	300.00
Balance at the end of the year	6,438.58	3,497.82
Total	10,106.69	8,487.26

Note

- (i) The Company had during the year bought back 2,86,471 Equity Shares of face value of ₹ 10/- each utilizing a total of ₹1349.98 Lakhs from Public through Open Market Mechanism of Stock Exchange under SEBI (Buyback of Securities) Regulations, 1998. As a result of this Buyback, there has been a reduction in the paid up equity share of the Company of ₹28.65 Lakhs and balance amount i.e. ₹1321.33 Lakhs has been adjusted from the Securities Premium Account. Further, pursuant to section 69 of the Companies Act, 2013 the Company has transferred nominal amount of value of shares i.e. ₹28.65 Lakhs from General reserve to Capital Redemption Reserve Account.
- (ii) The Board of Directors have proposed a dividend of ₹ 9/- per equity share subject to the approval of members of the company at the forthcoming Annual General Meeting. In terms of the revised Accounting Standard (AS) – 4 'Contingencies and Events occurring after Balance Sheet date' as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, dated March 30, 2016, the Company has not accounted for proposed dividend as liability as at March 31, 2017. The proposed dividend as on March 31, 2016 was accounted for liability in accordance with erstwhile Accounting Standard 4 - Contingencies And Events occurring after the Balance Sheet date.

If approved by the members of the Company, the amount of dividend (including dividend distribution tax) shall be ₹605.04 Lakhs.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. 5 : Long - term borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Term Loans		
- Secured		
From Banks (Refer note (i) and (ii))	1,211.15	911.30
(b) Deposits		
- Unsecured		
Deposits from members (Refer note - (iii) and (iv) below)	1,129.08	1,513.74
(c) Unsecured Loans from Related Parties		
- Inter Corporate Deposits	110.00	110.00
- Deposits from Directors	45.00	60.00
- Deposits from Relative of Director	5.00	5.00
(Refer Note - (v) below)	160.00	175.00
Total	2,500.23	2,600.04

(i) Nature of security:

The above Term loans/capex loans are secured by first charge by way of hypothecation of all the movable machinery financed or to be financed under the said term/capex loans by the respective banks. The above loans are further secured by first charge by way of an equitable mortgage on the whole of the immovable assets of the Company, both present and future, on pari passu basis. They are further secured by second charge by way of hypothecation over entire current assets including stock and book debts with current charge holders on pari passu basis. The Corporate working capital term loans are secured by way of pari passu first hypothecation charge over entire current assets of the company, present and future, ranking pari passu with other term lenders.

(ii) Maturity profile of Secured Term loans are set out below:

₹ in Lakhs

	Interest rate range	Maturity Profile			
		1-2 years	2-3 years	3-4 years	4-5- year
Term loans - from Banks	10.50 % to 12.50 %	690.95	711.15	333.33	166.67

(iii) Deposits from members are repayable within a period of 2-3 years from the date of acceptance. The interest rate for the same ranges from 9.00% to 10.52 %.

(iv) Deposits from members includes deposits from related parties amounting to ₹28.36 Lakhs (P.Y. ₹ 10.61 Lakhs).

(v) Intercompany Deposits and unsecured Loan from Related Parties aggregating to ₹ 160.00 Lakhs (Previous Year ₹ 175.00 Lakhs) are repayable within a period of 2-3 years. The company has accepted the above loans as per stipulation of banks. The interest rate for the same ranges from 11.25% to 12.00%.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no 6 : Deferred Tax liabilities (Net)

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
Deferred tax liabilities		
Related to Property, Plant and Equipments	1,823.67	1,639.42
Total	1,823.67	1,639.42
Deferred tax assets		
Disallowances under the Income Tax Act ,1961	119.00	99.42
Total	119.00	99.42
Net deferred tax (liability) / asset	1,704.67	1,540.00

Note No. 7 : Long term provisions

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
(a) Provision for employee benefits:		
(i) Provision for compensated absences (Refer note 29 (A) (b))	290.30	265.75
Total	290.30	265.75

Note No. 8 : Short term borrowings

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
(a) Secured		
- Loans repayable on demand from banks	2,447.44	1,906.06
- Acceptances from Bank (Refer note (i) below)	756.58	1,028.74
(b) Unsecured		
- Loans from banks (Refer note (ii) below)	1,000.00	-
- Acceptances from Bank	30.11	-
- Deposits from Directors (Refer note (ii) below)	250.00	-
- Deposits from members (Refer note (iii) below)	3.10	109.37
Total	4,487.23	3,044.17

Note:

- (i) The above cash/Export credit facilities, short term loan, Buyers credit and Bills discounting from Consortium bankers i.e. State Bank of India, Axis Bank Limited, Bank of Baroda and IDBI Bank Limited are secured by first charge by way of hypothecation of stocks of raw materials, packing materials, consumable stores, finished goods, semi-finished goods and book debts of the

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

company, on pari passu basis. The aforesaid credit facilities are further secured by way of charge on the all fixed assets of the company ranking second and subservient for the charges created in respect of borrowings obtained from them. The interest rate for the same ranges from 10.45 % to 13.50 %.

(ii) The Interest rate for unsecured short term loan and deposit from director is 9.90%.

(iii) The Interest rate for short term unsecured Deposits from members is 10.00% to 10.38%.

Note No. 9 : Trade Payables

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Trade payables		
- To Micro and small enterprises ((Refer note 30(A))	164.51	207.74
- To other than Micro and small enterprises	3,222.17	1,819.92
Total	3,386.68	2,027.66

Note No. 10: Other Current Liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Current maturities of long-term debt (Refer Note (i) below)	690.95	515.08
(b) Current maturities of unsecured deposits(Refer Note (ii) & (iii) below)	1,128.13	231.49
(c) Interest accrued but not due on borrowings	179.59	113.69
(d) Unpaid dividend(*)	18.92	14.85
(e) Application money received for allotment of securities and due for refund and interest accrued thereon	1.71	1.71
(f) Unpaid matured deposits and interest accrued thereon	5.47	32.96
(g) Other payables		
(i) Statutory remittances	156.64	141.62
(ii) Security deposits	11.05	11.05
(iii) Advances from customers	6.71	4.98
(iv) Salary and Wages payable	200.01	174.86
(v) Other payables	262.35	346.97
Total	2,661.53	1,589.26

(*) To be deposited with Investor Education and Protection Fund as and when they became due.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note (i): Current maturities of long-term debt (Refer Notes (i) in Note 5 - Long-term borrowings for details of security and guarantee):

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Secured Term loans from banks:	690.95	515.08
(The Interest rate for the same ranges from 10.50 % to 12.50%)		
Total	690.95	515.08

Note (ii) : Current maturities of unsecured deposits

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Current maturities of unsecured deposits	1,128.13	231.49
(The Interest rate for the same ranges from 9.00 % to 12.16%)		
Total	1,128.13	231.49

Note (iii) Deposits includes amount received from related parties amounting to ₹ 9.50 Lakhs (P.Y. ₹ 1.50 Lakhs)

Note No. 11: Short term provisions

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) <u>Provision for employee benefits:</u>		
(i) Provision for Bonus/exgratia	103.28	96.90
(ii) Provision for gratuity (net) (Refer Note 29 (A) (a))	88.01	109.77
(iii) Provision for compensated absences (Refer Note 29 (A) (b))	50.55	18.52
	241.84	225.19
(b) <u>Other Provisions:</u>		
(i) Provision for proposed dividend (Refer Note 4 (ii))	-	440.40
(ii) Provision for tax on proposed dividend (Refer Note 4 (ii))	-	89.66
(iii) Provision for income tax (net of taxes paid in advance)	162.42	16.87
	162.42	546.93
Total	404.26	772.12

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no. 12 : Property, Plant and Equipment

₹ in Lakhs

Particulars	Gross Block			Accumulated Depreciation				Net Block	
	Balance as at 1st April, 16	Additions	Disposals	Balance as at 31st March, 17	Balance as at 1st April, 16	Depreciation charge for the year	On disposals	Balance as at 31st March, 17	Balance as at 31st March, 17
(i) Tangible Assets									
(a) Land- (Free Hold)	312.09	-	-	312.09	-	-	-	-	312.09
(b) Buildings									
- Factory Building	1,160.91	188.66	-	1,349.57	506.98	81.99	-	588.97	760.60
- Office Building	144.39	-	-	144.39	22.01	2.36	-	24.37	120.01
(c) Electric Installations	248.28	19.77	-	268.05	146.53	21.75	-	168.28	99.77
(d) Plant and Equipment	13,993.15	2,599.31	121.40	16,471.06	6,602.79	625.17	57.55	7,170.41	9,300.65
(e) Data Processing Machines	258.15	22.97	-	281.12	204.16	21.27	-	225.43	55.69
(f) Research and Development Equipment	644.47	77.00	-	721.47	229.26	34.45	-	263.71	457.76
(g) Furniture and Fixtures	266.47	25.08	-	291.55	165.90	26.54	-	192.44	99.11
(h) Vehicles	346.78	83.49	20.00	410.27	126.69	40.11	10.54	156.26	254.01
(i) Office equipment	131.10	16.55	-	147.65	112.82	6.40	-	119.22	28.43
(j) Wind Power Generators	-	220.50	-	220.50	-	0.85	-	0.85	219.65
(k) Technical Books	42.37	-	-	42.37	39.60	0.25	-	39.85	2.52
Total	17,548.16	3,253.33	141.40	20,660.09	8,156.74	861.14	68.09	8,949.79	11,710.29
(ii) Intangible Assets									
Technical Know How	439.09	-	-	439.09	439.09	-	-	439.09	-
Reach Product Registration	10.26	-	-	10.26	10.26	-	-	10.26	-
Total	449.35	-	-	449.35	449.35	-	-	449.35	-
(iii) Capital Work In Progress	1,006.91	3,328.48	3,032.80	1,302.59	-	-	-	-	1,302.59
Total	1,006.91	3,328.48	3,032.80	1,302.59	-	-	-	-	1,302.59
Total	19,004.42	6,581.81	3,174.20	22,412.03	8,606.09	861.14	68.09	9,399.14	13,012.88

Note : (i) The amount of Capital stores includes of Rs. 86.21 Lakhs reclassified from inventories of stores and spares to Property, Plant and Equipment in view of Accounting Standard 10 (Revised) - 'Property, Plant and Equipment'.

Note no. 12 : Property, Plant and Equipments

₹ in Lakhs

Particulars	Gross Block			Accumulated Depreciation				Net Block	
	Balance as at 1st April, 15	Additions	Disposals	Balance as at 31st March, 16	Balance as at 1st April, 15	Depreciation charge for the year	On disposals	Balance as at 31st March, 16	Balance as at 31st March, 15
(i) Tangible Assets									
(a) Land- (Free Hold)	312.09	-	-	312.09	-	-	-	-	312.09
(b) Buildings									
- Factory Building	1,127.26	33.65	-	1,160.91	407.70	99.28	-	506.98	653.93
- Office Building	144.39	-	-	144.39	19.65	2.36	-	22.01	122.39
(c) Electric Installations	242.70	5.58	-	248.28	121.81	24.72	-	146.53	101.74
(d) Plant and Equipment	13,333.73	924.17	264.75	13,993.15	6,208.22	528.02	133.45	6,602.79	7,390.36
(e) Computers and Data Processing Machines	223.59	34.56	-	258.15	186.32	17.84	-	204.16	53.96
(f) Research and Development Equipments	678.57	76.17	110.27	644.47	273.75	31.49	75.98	229.26	415.21
(g) Furniture and Fixtures	249.62	16.85	-	266.47	146.55	19.35	-	165.90	100.57
(h) Vehicles	349.55	80.70	83.47	346.78	143.82	37.72	54.85	126.69	220.09
(i) Office equipment	119.51	11.59	-	131.10	49.36	63.46	-	112.82	18.32
(k) Technical Books	42.37	-	-	42.37	39.14	0.46	-	39.60	2.77
Total	16,823.37	1,183.27	458.49	17,548.16	7,596.32	824.70	264.28	8,156.74	9,391.43
(ii) Intangible Assets									
Technical Know How	439.09	-	-	439.09	439.09	-	-	439.09	-
Reach Product Registration	10.26	-	-	10.26	4.70	5.56	-	10.26	-
Total	449.35	-	-	449.35	443.79	5.56	-	449.35	-
(iii) Capital Work In Progress	475.03	1,715.15	1,183.27	1,006.91	-	-	-	-	1,006.91
Total	475.03	1,715.15	1,183.27	1,006.91	-	-	-	-	1,006.91
Total	17,747.75	2,898.42	1,641.76	19,004.42	8,040.11	830.26	264.28	8,606.09	10,398.34

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no. 13 : Non-Current Investments

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
Long term Investments at cost, unless otherwise specified		
<u>Trade Investments (unquoted)</u>		
<u>Investment in equity instruments (fully paid up)</u>		
(i) <u>Subsidiaries</u>		
(a) 20(P.Y. : 20) equity shares of 1 GBP each of Transpek Industry (Europe) Limited	0.02	0.02
(ii) <u>Other Companies</u>		
(a) 10,000 (P.Y. : 10,000) Equity Shares of ₹ 100 each of Agrocel Industries Limited	10.00	10.00
(b) 9,49,315 (P.Y. : 9,49,315) Equity Shares of ₹ 10 each in Transpek-Silox Industry Private Limited	290.96	290.96
Total - (A)	300.98	300.98
<u>Trade Investments (quoted)</u>		
1,56,650 (P.Y. : 1,56,650) Equity Shares of ₹ 5 each in Excel Industries Limited	226.76	226.76
Total - (B)	226.76	226.76
<u>Other Investments (unquoted)- Non trade</u>		
(i) <u>Investments in equity instruments (fully paid up)</u>		
(a) 400 (P.Y.:400) Equity Shares of ₹ 25 each of Co-operative Bank of Baroda Limited	0.10	0.10
(b) 10 (P.Y.: 10) Equity Shares of ₹ 10 each of Pragati Sahakari Bank Limited	0.00	0.00
	0.10	0.10
(ii) <u>Investment in Government Securities</u>		
(a) 12 Years National Defence Certificate (Face Value: ₹ 1,400)	0.01	0.01
(b) 7 Years National Saving Certificate (Face Value: ₹ 2,500)	0.03	0.03
(deposited with authorities)	0.04	0.04
Total - (C)	0.14	0.14
Total - (A+B+C)	527.88	527.88
Aggregate value of unquoted investments	301.12	301.12
Aggregate value of quoted investments	226.76	226.76
Aggregate value of investments	527.88	527.88
Aggregate market value of quoted investments	595.90	340.09

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no. 14 : Long-term loans and advances

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Unsecured, considered good		
(a) Capital Advances	143.02	172.75
(b) Security deposits (Refer note (i) below)	108.76	134.57
(c) <u>Balances with government authorities</u>		
(i) Taxes paid in advance (net of provisions)	100.00	84.80
(ii) VAT recoverable	31.30	61.97
Total	383.08	454.09

Note (i): Security Deposit includes amount of ₹ 100.00 Lakhs to related party.

Note no. : 15 Inventories

(At lower of cost and net realizable value)

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Raw materials		
- Loose Sulphur	39.54	13.07
- Purified Isophthalic Acid	323.12	194.99
- Others	1,037.86	963.51
	1,400.52	1,171.57
(b) Semi Finished goods		
Chlorinated Compounds	38.57	104.91
(c) Finished goods		
Chlorinated Compounds	1,946.18	2,148.37
(Includes Stock in transit of ₹ 450.62 Lakhs(P.Y. ₹ 661.17 Lakhs)		
SO3 / Oleum	7.20	21.11
Process Residue /others	6.71	8.06
	1,960.10	2,177.54
(d) Stores and spares	244.98	247.82
(e) Packing Materials	39.09	56.82
(f) Stock of fuel	31.77	17.86
Total	3,715.02	3,776.52

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no.16 : Trade receivables

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Unsecured, considered good		
- Outstanding for a period exceeding six months from the date they were due for payment	67.45	101.99
- Other trade receivables	6,738.17	4,502.54
Total	6,805.62	4,604.53

Note no.17 : Cash and Bank Balances

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Cash and Cash Equivalents		
(a) Cash in hand	12.65	13.90
(b) Balances with banks		
(i) In current accounts	24.52	160.65
	37.17	174.55
Other Bank Balances		
(a) Deposits with bank with maturity of more than 3 Months(*)	225.09	86.36
(b) Balances held as margin money against letters of credit issued by banks and Bill Discounting	59.18	56.55
(c) In earmarked accounts		
- Balances held in unpaid dividend accounts	18.92	14.85
- Balances held in Right issue application money account	1.71	1.71
- Balances held in unpaid interest on fixed deposit accounts	8.31	28.49
	313.21	187.96
Total	350.38	362.51

(*) Notes :-

- Includes Fixed deposits with Banks of ₹ 224.00 Lakhs (P.Y. ₹ Nil) having maturity of more than 12 months with a scheduled Bank for the purpose of Deposit Repayment Reserve Account as required under section 73(5) of the Companies Act, 2013 and the rules made there under.
- Fixed Deposits pledged with government authorities ₹ 1.09 Lakhs(Previous year ₹ 1.00 Lakhs)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no. 18 : Short-term loans and advances

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Unsecured, considered good		
(a) Loans and advances to suppliers	81.82	32.97
(b) Advances to Subsidiary(Refer note 30 G)	23.00	5.29
(c) Security deposits to related party	47.50	-
(d) Loans and advances to employees and others	24.64	19.14
(e) Prepaid expenses	212.00	291.90
(f) Balances with Excise authorities	881.93	381.89
Total	1,270.89	731.19

Note No. 19 : Other current assets

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Accruals		
(i) Interest accrued on deposits	1.26	15.04
(b) Others		
(i) Assets held for sale	-	15.76
(ii) Service Tax credit receivable	33.13	27.60
Total	34.39	58.40

Note no. 20 : Revenue from Operations

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Sale of products	31,778.34	28,919.25
Less:		
Excise duty recovered on sale of products	1,112.26	1,085.68
	30,666.08	27,833.57
(b) Other Operating revenues	997.63	536.57
Total	31,663.71	28,370.14

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note- 20 (i) Sale of products comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
<u>Manufactured goods</u>		
Chlorinated Compounds	27,861.62	25,881.26
SO3 / Oleum	1,584.87	1,320.81
Process Residue /others	1,219.59	631.50
Total - Sale of manufactured goods	30,666.08	27,833.57
Total Sale of Products	30,666.08	27,833.57

Note- 20(ii) Other Operating Revenue comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(i) Job Work Income	133.70	278.37
(ii) Income from sale of scrap and other items	71.66	81.03
(iii) Export Incentives and Duty drawbacks	792.27	177.17
Total - Other operating revenues	997.63	536.57

Note no. 21 : Other Income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Interest Income	42.79	57.26
(b) Dividend Income		
- From Long Term Investments	535.26	17.18
(c) Other Non-Operating Income	172.74	313.01
Total	750.79	387.45

Note- 21 (i) Interest Income Comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(i) Interest on :		
- Bank deposits	32.92	11.73
- Other Deposits	8.71	18.12
(ii) Interest on Tax refunds	1.16	27.41
Total - Interest income	42.79	57.26

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note- 21(ii) Other Non- Operating Income Comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(i) Insurance claims	0.15	10.10
(ii) Sundry Balance Written back (net)	-	1.40
(iii) Sale of Technical know how	33.83	30.80
(iv) Net gain on foreign currency transactions/translations	136.06	221.09
(v) Liabilities no longer payable written back (Refer note 30 D)	-	49.62
(vi) Commission Income	2.70	-
Total	172.74	313.01

Note No. 22 : Cost of materials consumed

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Raw Material Consumption		
Opening Stock	1,171.57	1,660.73
Add: Purchases	14,134.06	13,401.66
	15,305.63	15,062.39
Less: Closing stock	1,400.52	1,171.57
Cost of Material Consumed(Refer Note 28(E))	13,905.11	13,890.82
Total	13,905.11	13,890.82

Note no. 23 : Purchase of Traded goods

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Organic Chemicals	672.26	14.72
Total	672.26	14.72

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no. 24 : Changes in Inventories of finished goods, Work in Progress and Stock - in - Trade

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Inventories at the beginning of the year:		
Finished Goods	2,177.53	795.19
Semi Finished Goods	104.91	12.48
	2,282.44	807.67
(b) Inventories at the end of the year:		
Finished Goods	1,960.10	2,177.53
Semi Finished Goods	38.57	104.91
	1,998.67	2,282.44
Net Change in Inventories	283.77	(1,474.77)

Note no. 25 : Employee Benefit expenses

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Salaries, wages , bonus, allowances ,etc.	2,826.90	2,519.62
(b) Contributions to Provident and other funds	474.96	425.10
(c) Staff welfare expenses	258.68	260.61
Total	3,560.54	3,205.33

Note no. 26 : Finance Costs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(i) Interest expense		
(a) Borrowings	715.37	758.38
(b) Others	2.77	38.13
(ii) Other borrowing costs	188.20	267.37
Total	906.34	1,063.88

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note no. 27 : Other Expenses

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Consumption of stores and spare parts	199.24	179.06
Power and fuel	1,723.56	1,833.54
Consumption of Packing Materials	573.93	603.23
Rent	294.53	307.95
<u>Repairs and maintenance</u>		
Repairs to buildings	73.93	86.81
Repairs to machinery	744.25	697.55
Repairs to Others	132.77	115.22
Insurance	78.47	92.18
Rates and taxes(other than taxes on income)	10.28	7.68
Freight and Forwarding charges	1,904.10	1,822.97
Commission expense	509.95	429.45
Travelling and Conveyance	218.01	225.15
Legal and Professional charges	232.24	194.17
Payment to Auditors (Refer note 28 G)	12.05	14.03
Donation and contribution to charitable organizations	122.29	51.06
Bad Debts / balances Written off (Net)	25.68	-
Loss on disposal of assets(Net)	65.81	139.12
Corporate Social Responsibility expenses(Refer note 30 E)	49.48	14.57
Miscellaneous expenses	1,062.66	1,246.24
Total	8,033.23	8,059.98

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. 28 : Additional information to the financial statements

(A) Contingent Liabilities and Commitments (to the extent not provided for):

Particulars	Year ended 31st March, 2017 ₹ in Lakhs	Year ended 31st March, 2016 ₹ in Lakhs
(a) Contingent Liabilities		
(i) Claims against the company not acknowledged as debts (on account of outstanding law suits)	370.38	133.25
(ii) Guarantees given by Banks to third parties on behalf of the company	181.71	20.69
(b) No provision has been made for following demands raised by the authorities since the company has reason to believe that it would get relief at the appellate stage as the said demand are excessive and erroneous		
(i) Disputed Income tax Liability	71.01	54.05
- Against Which amount already paid ₹ 51.51 Lakhs (P.Y ₹ 36.87 Lakhs)		
(ii) Disputed Sales tax Liability	6.63	40.74
- Against Which amount already paid ₹ 6.63 (P.Y ₹ 6.63 Lakhs)		
(iii) Disputed Excise & Service Tax Liability	592.93	600.72
- Against Which amount already paid ₹ 24.14 Lakhs (P.Y ₹8.69 Lakhs)		
Total	1,222.66	849.45
(c) Commitments		
(i) Estimated amount of contracts remaining to be executed on capital account & not provided for (Net of Advances ₹ 143.02 Lakhs P.Y. ₹172.74 Lakhs)		
- Tangible Assets	843.45	751.63

(ii) Other Commitments

The Company has entered into an agreement with one of its related party whereby the company has to pay fixed amount on monthly basis against the entire facility reserved by the above related party exclusively for the company for carrying manufacturing activities of its products.

(B) CIF Value of Imports (on accrual basis)

Particulars	Year ended 31st March, 2017 ₹ in Lakhs	Year ended 31st March, 2016 ₹ in Lakhs
Raw Materials	9,015.78	6,286.00
Stores and Spares	21.28	29.81
Capital goods	113.84	81.04
Total	9,150.90	6,396.85

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 28 Cont'd...

(C) Expenditure in foreign currency

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Travelling expenses	13.69	18.40
Export Sales commission	336.21	447.56
Tank Hire charges	280.69	357.08
Office expenses	42.17	46.43
Others	91.71	48.75
Total	764.47	918.22

(D) (a) Value of Imported and Indigenous raw materials consumed

Particulars	Year ended 31st March, 2017		Year ended 31st March, 2016	
	₹ in Lakhs	%	₹ in Lakhs	%
Imported	9730.78	69.98%	8652.08	62.29%
Indigenous	4,174.33	30.02%	5,238.74	37.71%
Total	13,905.11	100.00%	13,890.82	100.00%

(b) Value of Imported and Indigenous Stores and Spares consumed

Particulars	Year ended 31st March, 2017		Year ended 31st March, 2016	
	₹ in Lakhs	%	₹ in Lakhs	%
Imported	22.54	11.31%	34.96	19.52%
Indigenous	176.70	88.69%	144.11	80.48%
Total	199.24	100.00%	179.06	100.00%

(E) Details of Raw Materials Consumed*

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Sulphur	1,415.03	1,893.11
Mono Chloro Acetic Acid/ Isophthalic Acid	2,798.18	2,695.06
Gamma Butyrolactone	608.41	879.30
Purified Terephthalic Acid	754.73	910.89
Others	8328.77	7,512.47
Total	13,905.11	13,890.82

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 28 Cont'd...

*The above figures have been ascertained on the basis of opening stock plus purchases less closing stock and therefore include the adjustments of excesses and shortages ascertained on physical count, write off of unserviceable items etc.

Above values of Raw Material consumed is after considering cost of Raw material sold ₹10.32 Lakhs (Previous Year : ₹26.27 Lakhs).

(F) Earnings in foreign currency (on accrual basis)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
F.O.B. value of Exports	20,144.94	17,717.64
Technical Know How	12.97	27.15
Commission Income	0.99	-
Total	20,158.90	17,744.79

(G) Auditor's Remuneration

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Audit Fees(including for quarterly limited review)	9.40	9.40
For certification	1.29	2.37
Fees for other services	1.00	1.75
Out of pocket expenses	0.36	0.51
Total	12.05	14.03

(H) Amounts remitted in foreign currency during the year on account of dividend

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Amount of dividend remitted in foreign currency	Nil	Nil

Note no. :- 29 Disclosures under Accounting Standards as notified under section 133 of the companies act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014

(A) Disclosure as per Accounting Standard -15(Employee Benefits)

(a) Gratuity plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded. The following tables summaries the components of net benefit expense recognized in the Statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

Statement of Profit and loss

Net employee benefit expense

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Current service cost	55.88	50.61
Interest cost	88.25	77.83
Expected return on plan assets	(79.51)	(61.73)
Net actuarial(gain) / loss recognized in the year	63.59	43.41
Net (benefit)/ expense	128.21	110.12
Actual return on plan assets	90.95	76.67

Balance sheet

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Defined benefit obligation	1,276.08	1,108.64
Fair value of plan assets	1,188.07	998.87
Less: Unrecognized past service cost	-	-
Plan asset / (liability)	88.01	109.77

Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Opening defined benefit obligation	1,108.64	979.04
Interest cost	88.25	77.83
Current service cost	55.88	50.61
Benefits paid	(51.72)	(57.19)
Actuarial (gains) / losses on obligation	75.03	58.35
Closing defined benefit obligation	1,276.08	1,108.64

Changes in the fair value of plan assets are as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Opening Balance of Plan Assets	998.87	776.52
Return on Plan Assets	79.51	61.73
Contribution made during the year	149.97	202.87
Benefits paid	(51.72)	(57.19)
Actuarial (gains) / losses on obligation	11.44	14.94
Closing defined benefit obligation	1,188.07	998.87

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

The Company expects to contribute ₹ 82.97 Lakhs (P.Y. ₹ 147.19 Lakhs) to gratuity in F.Y. 2017-18.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016
	%	%
Investments with insurer (LIC)	100.00	100.00

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity for the Company's plan are shown below:

Particulars	As at 31st March, 2017	As at 31st March, 2016
Discount rate	7.39	7.96
Expected rate of return on assets	7.39	7.96
Increase in Compensation cost	8.00	8.00
Mortality Table	India Assured Lives Mortality (2006-08) Ultimate	India Assured Lives Mortality (2006-08) Ultimate
Proportion of employees opting for early retirement	2.00%	2.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous four annual periods are as follows:

₹ in Lakhs

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Defined benefit obligation	(1,276.08)	(1,108.64)	(979.04)	(827.64)	(751.60)
Plan Assets	1,188.07	998.87	776.53	756.28	661.84
Experience adjustments on plan liabilities*	-	-	-	-	-
Surplus/(Deficit)	(88.01)	(109.77)	(202.51)	(71.36)	(89.76)

*In the absence of availability of relevant information, experience adjustments on plan assets and liabilities have not been furnished above.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

(b) Other long term Benefit:

The Company's Long Term benefits includes Leave Encashment payable at the time of retirement subject to , policy of maximum leave accumulation of company. The scheme is not funded.

Changes in the present value of the obligation in respect of leave encashments

₹ in Lakhs

Benefit Paid	As at 31st March, 2017	As at 31st March, 2016
Obligation at the year beginning	284.27	226.36
Actuarial (gains) / losses on obligation	56.58	57.91
Obligation at the year end	340.85	284.27

(c) Defined Contribution plans:

Amounts recognized as expense for the period towards contribution to the following funds:

₹ in Lakhs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Employers contribution to:		
- Provident Fund	179.65	162.76
- Gujarat Labour Welfare Fund	0.03	0.06
- Superannuation Fund	166.27	148.63
Total	345.95	311.45

(B) Disclosure as per Accounting Standard - 17 (Segment Reporting)

Segment Information

As per para 4 of AS-17 " Segment Reporting" , Segment information has been disclosed in Consolidated Financial Statements.

(C) Disclosure as per Accounting Standard - 18 (Related Party Disclosures)

(a) Names of related parties and description of relationship with whom transactions have taken place:

Subsidiary Companies	Transpek Industry (Europe) Limited
Enterprises owned or significantly influenced by key management personnel or their relatives	Excel Industries Limited Excel Crop Care Limited TML Industries Limited Shroffs Engineering Limited Anshul Specialty Molecules Limited Anshul Life Science Madison Investments Private Limited Agrocel Industries Limited Transchem Agritech Limited Nectar Crop Sciences Pvt. Ltd. Kamaljiyot Investments Limited Shroffs Foundation Trust C.C. Shroff Research Institute

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

Key Management Personnel	Atul G. Shroff (Managing Director) Bimal V. Mehta (Executive Director)
Relatives of key management personnel	Ashwin C. Shroff Dipesh K. Shroff Vishwa A. Shroff Shruti A. Shroff Ravi A. Shroff Kumud V. Mehta

(b) Transactions with related parties for the year ended March 31, 2017 are as follows: (Previous Year's figures are shown in brackets)
(₹ in Lakhs)

Particulars	Subsidiary	Enterprises owned or significantly influenced by Key Managerial Personnel or their relatives	Key Managerial Personnel and their relatives	Total
Sale of Goods	-	87.57	-	87.57
	-	(436.32)	-	(436.32)
Services Rendered	-	12.11	-	12.11
	-	(3.65)	-	(3.65)
Dividend Received	-	19.05	-	19.05
	-	(16.26)	-	(16.26)
Dividend Paid	-	58.19	35.32	93.51
	-	(38.79)	(34.70)	(73.49)
Commission Paid	-	58.66	14.00	72.66
	-	(62.36)	(7.00)	(69.36)
Purchase of Goods	-	588.60	-	588.60
	-	-	-	-
Purchase of Fixed Asset	-	220.50	-	220.50
	-	-	-	-
Processing Charges	-	240.00	-	240.00
	-	-	-	-
Office Rent	-	1.33	-	1.33
	-	(1.31)	-	(1.31)
Services Availed	-	12.63	-	12.63
	-	(2.05)	-	(2.05)
Donations Paid	-	81.54	-	81.54
	-	(47.03)	-	(47.03)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

Particulars	Subsidiary	Enterprises owned or significantly influenced by Key Managerial Personnel or their relatives	Key Managerial Personnel and their relatives	Total
Corporate Social Responsibility Expense	-	33.29		33.29
	-	(12.00)		(12.00)
Trade Advance Given	-	200.00	-	200.00
	-	(5.29)	-	(5.29)
Capital Advance Given	-	14.50	-	14.50
	-	-	-	-
Inter Corporate Deposit Taken	-	-	-	-
	-	(20.00)	-	(20.00)
Inter Corporate Deposit Repaid	-	-	-	-
	-	(50.00)	-	(50.00)
Deposit Taken	-		250.00	250.00
	-	-	(0.50)	(0.50)
Deposit Repaid	-	-	15.00	15.00
	-	-	(10.00)	(10.00)
Interest Paid	-	13.26	20.34	33.60
	-	(18.66)	(6.23)	(24.89)
Interest Received	-	8.10	-	8.10
	-	-	-	-
Reimbursements charged to the company	42.17	17.75	-	59.92
	(48.73)	(5.46)	-	(54.19)
Remuneration to Executive Director	-	-	143.58	143.58
	-	-	(118.10)	(118.10)
Managerial Remuneration(*)	-	-	211.54	211.54
	-	-	(195.98)	(195.98)
Directors' Sitting Fees	-	-	5.20	5.20
	-	-	(5.20)	(5.20)
CSR Meeting Fees	-	-	0.60	0.60
	-	-	-	-

* As the liabilities for leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors is not separately determined and hence are not included in above.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

Balance Outstanding at the year end:

Accounts Payable	-	31.89	-	31.89
	-	(18.70)	-	(18.70)
Accounts Receivable including Trade Advance	23.00	346.40	-	369.40
	(5.29)	(23.61)	-	(28.90)
Agency Deposit	-	4.00	-	4.00
	-	(4.00)	-	(4.00)
Fixed Deposits	-	110.00	286.36	396.36
	-	(160.00)	(50.00)	(210.00)
Rent Deposit	-	0.60	-	0.60
	-	(0.60)	-	(0.60)
Remuneration payable to Executive Directors	-	-	53.80	53.80
	-	-	(43.35)	(43.35)
Remuneration payable to Managing Directors	-	-	82.18	82.18
	-	-	(67.07)	(67.07)

Related party transactions include transactions pertaining to the following parties with whom the percentage of transactions is 10% or more of the total of each of the above:

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
A) Transactions during the year		
Sale of Goods		
Agrocel Industries Limited	-	11.68
Nectar Crop Sciences Private Limited	78.89	414.48
Services Rendered		
Transchem Agritech Ltd.	12.11	-
Dividend Received		
Agrocel Industries Limited	12.00	10.00
Excel Industries Limited	7.05	6.27
Dividend Paid		
Atul G. Shroff	2.86	13.06
Shruti A. Shroff	22.93	15.29
TML Industries Ltd	-	4.36
Kamaljiyot Investments Limited	52.70	30.77
Purchase of Goods		
TML Industries Ltd	588.60	-
Purchase of Fixed Assets		
TML Industries Ltd	220.50	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Processing Charges		
TML Industries Ltd	240.00	-
Office Rent		
Excel Crop Care Limited	1.33	1.31
Deposit Taken		
Kumud V. Mehta	-	0.50
Atul G. Shroff	-	5.00
Ashwin Shroff	250.00	-
Deposit Repaid		
Bimal V. Mehta	15.00	10.00
Atul G. Shroff	-	5.00
Advances Given		
TML Industries Ltd	200.00	-
Capital Advance Given		
TML Industries Ltd	14.50	-
Inter Corporate Deposit Taken		
Madison Investments Private Ltd.	-	20.00
Inter Corporate Deposit Repaid		
Kamaljyot Investment Ltd	-	50.00
Services Availed		
Transchem Agritech Ltd.	12.63	2.05
Commission Paid		
Anshul Life Science	58.66	62.36
Donation Paid		
Shroffs Foundation Trust	81.54	35.03
Corporate Social Responsibility Expense		
Shroffs Foundation Trust	33.29	12.00
Reimbursements charged by the company		
Transchem Agritech Ltd.	-	3.65
Reimbursements charged to the company		
Anshul Life science	6.18	5.39
Transpek Industry (Europe) Ltd.	42.17	50.40
Managerial remuneration		
Atul G. Shroff	211.54	195.98
Bimal V.Mehta	143.58	118.10

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Director Sitting Fees		
Ashwin C. Shroff	0.80	1.20
Ravi Shroff	1.60	1.20
Dipesh K. Shroff	2.80	2.80
CSR Meeting Fees		
Shruti Shroff	0.60	-
Interest Paid		
Bimal V. Mehta	3.76	4.95
Shruti Shroff	0.63	0.75
Ashwin Shroff	15.36	-
Madison Investment Pvt.Ltd	3.94	3.82
Agrocel Industries Limited	9.00	8.99
Kamaljyot Investments Limited	-	5.84
Interest Received		
TML Industries Ltd	8.10	-
B) Closing Balance as at end of the year :		
Outstanding's Payables		
Agrocel Industries Limited	75.00	75.00
Madison Investments Private Limited	35.00	35.00
Bimal V. Mehta	25.00	40.00
Shruti A. Shroff	11.22	9.39
Vishwa A. Shroff	-	1.50
Kumud V. Mehta	4.25	3.50
Transchem Agritech Ltd.	8.76	-
Anshul Life Science	23.13	18.70
Receivables Including Trade Advance		
Excel Crop Care Limited	1.32	2.46
Transpek Industry (Europe) Limited	23.00	5.29
TML Industries Ltd.	250.70	21.48
Transchem Agritech Ltd.	13.01	-
Anshul Specialty Molecules Limited	0.79	0.28
Nectar Crop Science Pvt. Ltd	40.41	-
Indenting Agency Deposit		
Anshul Life Science	4.00	4.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 29 Cont'd...

(D) Disclosures under Accounting Standard 19 (Leases)

The Company has cancellable operating / leasing arrangements relate to office premises and equipments which are renewable by mutual consent and lease rentals payable are accordingly charged as rent. During the period, the Company has taken office premises under cancellable operating lease; the rentals for which are charged to the Statement of Profit and Loss for the period. The lease term is for 11 months for office premises and lease term for equipments range from one to three years and there are no sub - leases.

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Annual lease rent of office premises	7.16	6.87
Annual lease rent of equipments	287.37	301.08
Total	294.53	307.95

(E) Disclosures under Accounting Standard 20 (Earnings Per Share)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Profit available to Equity share holders(₹ in Lakhs)	2,940.76	2,127.78
Weighted average number of equity shares outstanding during the year	57,77,073	58,72,040
Basic and Diluted Earnings per Share (₹)	50.90	36.24
Nominal Value of Equity Share (₹)	10.00	10.00

Note No. 30 Other Disclosures :

(A) Disclosures related to the Micro, Small and Medium Enterprises.

Based on the information available with the company, the company has identified Micro ,Small and Medium enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006.The Company has made payments of dues to Micro, Small and Medium enterprises, generally within stipulated period of 45 days as prescribed under Micro, small and Medium Enterprises Development Act,2006.

The details relating to Micro, Small and medium enterprise is disclosed as under :

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Total outstanding dues of Micro, small and Medium enterprises	164.51	207.74
Interest paid and payment made to supplier beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment beyond appointed day	-	-
Interest accrued and remaining unpaid at the end of the year	-	0.08
Interest accrued and remaining due of the preceding years	-	-

(B) Research and Development costs (as certified by the management) debited to the statement of profit and loss are as under:

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
a) Revenue expenses debited to appropriate heads of account	146.05	135.83
b) Depreciation on Research and Development Assets	34.45	31.49
Total	180.50	167.32

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 30 Cont'd...

- (a) Capital Expenditure incurred during the year on Research and Development ₹ 77.00 Lakhs (Previous Year ₹ 76.17 Lakhs).
(b) The Company has been granted revised approval from 1st April 2016 to 31st March,2019 for claiming deduction u/s 35 (2AB) of the Income Tax Act,1961. Accordingly, the company has considered weighted deduction u/s 35 (2AB) while computing the tax liability under the Income Tax Act, 1961.

(C) Details of foreign currency exposures as at balance sheet date:

(i) Derivative Instruments and hedged foreign currency exposures.

Nature of Contract	Currency	As at 31st March, 2017	As at 31st March, 2016
Sales	US \$ (In Lakhs)	41.85	40.37
Purchases	US \$ (In Lakhs)	-	0.51

(ii) Particulars of unhedged foreign currency exposures are as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016
Trade receivables		
- USD (In Lakhs)	5.75	-
- CNY (In Lakhs)	34.70	-
Trade Payables		
- USD (In Lakhs)	21.74	13.03
- EURO (In Lakhs)	0.23	-

- (D) In the past the Company was eligible for a Sales tax incentive scheme amounting to ₹ 1084.03 Lakhs. Post completion of such incentive scheme, the Company has re-paid the amount of Sales tax deferred during the period the scheme was in force, and has applied to the Sales tax Department for a No dues certificate. Pending reconciliation of the amount with sales tax department, the balance of ₹ 49.62 Lakhs was till 31st March, 2015 been included in other current liabilities. In the Previous year, the company has received No due certificate from the sales tax department. In view of same, the balance of ₹49.62 Lakhs shown under the head Current liabilities was transferred to other Income in the previous year.

- (E) As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013.The details of amount required to be spent and actual expenses spent during the year is as under:

- (a) Gross amount required to be spent by the company during the year: ₹46.38 Lakhs (Previous Year ₹ 22.52 Lakhs)

- (b) Amount spent during the year on:

		₹ in Lakhs	
Sr No.	Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
1	Construction/Acquisition of Assets		
	- In cash	-	-
	- Yet to be paid in cash	-	-
2	On purpose other than (i) above		
	- In cash	49.48	14.57
	- Yet to be paid in cash	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS...

Note No. : 30 Cont'd...

- (c) Out of the above ₹ 33.29 Lakhs (Previous Year ₹ 12.00 Lakhs) has been paid to Shroffs Foundation Trust towards Financial Assistance for operating mobile medical units and household sanitation programme.
- (d) The short fall of ₹ 4.85 Lakhs for F.Y. 2015-16 is to be spent in subsequent year.

(f) Disclosure of Specified Bank Notes

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

₹ in Lakhs			
Particular	Specified Bank Notes*	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	7.11	21.35	28.46
(+) Permitted receipts	-	8.63	8.63
(-) Permitted payments	-	(12.97)	(12.97)
(-) Amounts deposited in Banks	(7.11)	-	(7.11)
Closing cash in hand as on 30.12.2016	-	17.01	17.01

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

(G) Disclosure as per section 186 (4) of Companies Act, 2013

The Company has made advances of ₹ 23.00 Lakhs (Previous Year ₹ 5.29 Lakhs) to its wholly own foreign subsidiary Transpek industry (Europe) Limited. The said advances is utilized by Transpek Industry (Europe) Limited to meet out its overall expenditure.

Note No.: 31 Previous Year's Figures

Previous year's figures have been regrouped wherever necessary to correspond with the current year's disclosure.

Signatures to Notes '1' to '31'

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036

Pareen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupta (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of Transpek Industry Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **TRANSPEK INDUSTRY LIMITED** (the "Company") and its subsidiary (collectively referred to as "the Group"), comprising of the consolidated balance sheet as at 31st March 2017, the consolidated statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified by the Institute of Chartered Accountant of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the unaudited financial statements of the subsidiary as noted below, the Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2017;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS...

Other Matters

We have relied on the unaudited financial statements of a subsidiary whose financial statements reflect total assets of ₹ 26.87 Lakhs and total revenue of ₹ NIL for the year then ended on that date. These unaudited financial statements have been furnished to us by the management and our report in so far as it relates to the amounts included in respect of this subsidiary is based solely on such unaudited financial statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the preparation of Consolidated Financial Statements;
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2017 taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013;
- (f) As per Guidance Note on 'Audit of Internal Financial Controls over Financial Reporting' issued in September 2015 by the Institute of Chartered Accountants of India, since the subsidiary is not incorporate in India, no reporting on the adequacy of the internal financial controls over financial reporting of the said subsidiary and operating effectiveness of such control is required. With respect to the adequacy of the internal financial controls over financial reporting of the Holding company and the operating effectiveness of such controls, refer to our report in Annexure 'B' of the standalone financial statements;
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its consolidated financial position of the Group – Refer Note 28(A) (a) & (b) to the Consolidated Financial Statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 30(F) to the consolidated financial statements.

For C N K & Associates, LLP
Chartered Accountants
FRN: 101961W/W-100036

Pareen shah
Partner
M. No. : 125011
Vadodara, May 27, 2017

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017

₹ in Lakhs

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	558.56	587.20
(b) Reserves and Surplus	4	10,106.71	8,487.28
		10,665.27	9,074.48
2 Non-current liabilities			
(a) Long-term borrowings	5	2,500.23	2,600.04
(b) Deferred tax liabilities (Net)	6	1,704.67	1,540.00
(c) Long-term provisions	7	290.30	265.75
		4,495.20	4,405.79
3 Current liabilities			
(a) Short-term borrowings	8	4,487.23	3,044.17
(b) Trade payables	9		
(A) Total outstanding dues of Micro and small enterprises		164.51	207.74
(B) Total outstanding dues of creditors other than micro and small enterprises		3,226.00	1,830.67
(c) Other current liabilities	10	2,661.53	1,589.26
(d) Short-term provisions	11	404.26	772.12
		10,943.53	7,443.96
TOTAL		26,104.00	20,924.23
II ASSETS			
Non - Current Assets			
1 (a) Property, Plant and equipment	12		
(i) Tangible Assets		11,710.29	9,391.43
(ii) Intangible Assets		-	-
(iii) Capital work in progress		1,302.59	1,006.91
		13,012.88	10,398.34
(b) Non - Current Investments	13	527.86	527.86
(c) Long term loans & advances	14	383.08	454.09
		13,923.82	11,380.29
2 Current Assets			
(a) Inventories	15	3,715.02	3,776.52
(b) Trade receivables	16	6,805.62	4,611.20
(c) Cash and Bank Balances	17	357.42	371.91
(d) Short-term loans and advances	18	1,267.73	725.91
(e) Other current assets	19	34.39	58.40
		12,180.18	9,543.94
TOTAL		26,104.00	20,924.23
Notes forming part of the financial statements	1 & 2		

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036
Pareen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupte (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

₹ in Lakhs

Particulars	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
I. Revenue from operations	20	31,663.71	28,370.14
II. Other income	21	750.79	387.45
III. Total Revenue (I + II)		<u>32,414.50</u>	<u>28,757.59</u>
IV. EXPENSES			
Cost of Materials consumed	22	13,905.11	13,890.81
Purchases of Stock-in-Trade	23	672.26	14.72
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	283.77	(1,474.77)
Employee benefits expenses	25	3,560.54	3,205.33
Finance costs	26	906.34	1,063.88
Depreciation and amortization expenses		861.14	830.26
Other expenses	27	8,033.23	8,059.98
Total expenses (IV)		<u>28,222.39</u>	<u>25,590.22</u>
V. Profit before Tax (III+IV)		4,192.11	3,167.38
VI. Tax expense:			
Current tax		1,087.66	1,059.00
Deferred tax		164.67	(29.27)
Income Tax adjustments for earlier years		(0.98)	9.86
VII. Profit for the year (V-VI)		<u>2,940.76</u>	<u>2,127.78</u>
VIII. Earnings per equity share:			
Basic		50.90	36.24
Diluted		50.90	36.24
Notes forming part of the financial statements	1 & 2		

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036

Pareen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupte (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

₹ in Lakhs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional items prior period items and tax:	4,192.11	3167.38
Adjustments for:		
Depreciation /amortization	861.14	830.26
Loss/(Profit) on disposal of Property, Plant and Equipments	65.81	139.12
Gain on foreign currency transactions/translations	(7.72)	(36.59)
Interest Received	(42.79)	(57.26)
Dividend Received	(535.26)	(17.18)
Interest Expense	906.34	1063.88
	<u>1247.52</u>	<u>1922.23</u>
Operating Profit before working capital changes	5439.63	5089.61
Adjustments for:		
(Increase)/Decrease in Loans and Advances	(455.60)	(251.02)
(Increase)/Decrease in Trade receivables	(2236.39)	3585.39
(Increase)/Decrease in Inventories	61.49	(1040.02)
(Increase)/Decrease in Other Current Assets	10.23	23.16
(Increase)/Decrease in Trade Payables	1401.79	(2521.35)
(Increase)/Decrease in Other Liabilities and Provisions	(1.51)	93.43
	<u>(1220.02)</u>	<u>(110.40)</u>
Cash generated from Operations	4219.61	4979.21
Less : Direct taxes paid	956.33	592.26
Net cash from Operating Activities (A)	<u>3263.28</u>	<u>4386.95</u>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipments	(3548.97)	(1715.15)
Proceeds from sale of Property, Plant and Equipments	7.49	55.12
Decrease / (Increase) in fixed deposits with a maturity period of more than 90 days	(141.37)	(38.33)
Adjustment on account of fluctuation reserve account	0.02	0.02
Interest received	56.57	69.73
Dividend received	535.26	17.18
Net Cash used in Investing Activities (B)	<u>(3090.99)</u>	<u>(1611.43)</u>
C CASH FLOW FROM FINANCING ACTIVITIES		
Receipt / (Repayment) of Borrowings (net)	2414.42	(1349.10)
Interest Paid	(866.59)	(986.71)
Dividend Paid	(436.33)	(291.36)
Payment towards buy back of shares (Refer Note 4(i))	(1,349.98)	-
Dividend distribution Tax Paid	(89.66)	(58.70)
Net cash used Financing Activities (C)	<u>(328.14)</u>	<u>(2685.87)</u>
Net increase in cash and cash equivalents (A+B+C)	<u>(155.85)</u>	<u>89.64</u>
Cash and cash equivalents at the beginning of the year	229.00	139.36
Cash and cash equivalents at the end of the year	<u>73.15</u>	<u>229.00</u>

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017...

₹ in Lakhs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Components of Cash & Cash Equivalents		
Cash on hand	12.76	14.04
Balances with scheduled banks:		
On Current Accounts	31.45	169.91
On unclaimed interest on fixed deposit account	8.31	28.49
On Margin money accounts	59.18	56.55
On Deposit accounts	225.09	86.36
On unclaimed dividend account	18.92	14.85
On Right issue application money account	1.71	1.71
Cash and Cash Equivalents as per Note No.17	357.42	371.90
Less: Fixed deposits not considered as cash equivalents	284.27	142.91
Cash and Cash Equivalents as per Cash Flow Statement	73.15	229.00

Note:

- Cash and cash equivalents includes Fixed Deposits pledged with government authorities ₹ 1.09 Lakhs (Previous year ₹1.00 Lakhs), Unclaimed dividend accounts ₹ 18.92 Lakhs (Previous year ₹ 14.85 Lakhs) and Right issue application money account ₹ 1.71 Lakhs (Previous year ₹ 1.71 Lakhs), which are not available for use by the Company.
- Figures in the brackets represents cash outflow.

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036

Pareen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupte (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Operations

Transpek Industry Limited ('TIL', 'the Company') is into the manufacturing and export of a range of chemicals servicing the requirements of customers from a diverse range of industries - Textiles, Pharmaceuticals, Agrochemicals, advanced Polymers, etc.

2. Consolidation

- a. The Consolidated financial statements comprise the financial statements of Transpek Industry Limited (herein after referred to as 'the Holding Company') and its subsidiary company, hereinafter collectively referred to as 'the Group'.
- b. Details of the subsidiary company considered in the Consolidated Financial statements are as under:

Name of the Company	Subsidiary/ Joint Venture/ Associate	Country of Incorporation	% Shareholding & Voting Power
Transpek Industry (Europe) Limited	Subsidiary	United Kingdom	100

c. Principles of Consolidation

The Consolidated Financial Statements of the Group have been prepared on the following basis:

- (i) The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"
- (ii) The financial statements of the parent company and subsidiary company are combined on a line-by-line basis by adding together the book values of like item of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions are also eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserve of subsidiaries.
- (iii) Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except where it is not practicable to do so.
- (iv) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiary.
- (v) The excess of cost to the company of its investment in the subsidiaries, on the acquisition dates over and above the company's share of equity in the subsidiaries, is recognised in the financial statements as Goodwill on consolidation. The said Goodwill is tested for impairment at each balance sheet date and the impairment loss, if any is provided for.
- (vi) Investment other than in Subsidiaries and associates have been accounted as per Accounting Standard 13 on "Accounting for Investment".

d. Other Significant accounting policies

These are set out under "Significant accounting policies" as given in the company's standalone financial statements.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no 3 : Share capital

Note 3 (a) : Details of share capital:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
Authorized				
Equity shares of ₹ 10 each with voting rights	75,00,000	750.00	75,00,000	750.00
Preference shares of ₹ 100/- each	5,00,000	500.00	5,00,000	500.00
Issued				
Equity shares of ₹ 10 each with voting rights	55,85,569	558.56	58,72,040	587.20
Subscribed & fully paid up				
Equity shares of ₹ 10 each with voting rights	55,85,569	558.56	58,72,040	587.20

Note 3 (b) : Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
At the beginning of the year	5,872,040	587.20	5,872,040	587.20
Add / (Less) : Buy back of Shares during the year by the company	(286,471)	(28.65)	-	-
At the end of the year	5,585,569	558.56	5,872,040	587.20

Note 3 (c) : The rights, preferences and restrictions attaching to each class of shares :

Equity shares with voting rights :

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any remaining assets of the company, after distribution of all preferential amounts and repayment towards Preference share holders, if any.

Note 3 (d) : Details of Shares held by each Shareholder holding more than 5% Shares.

Class of shares/Name of share holder	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	Extent of holding	Number of shares	Extent of holding
Equity shares with voting rights				
Kamaljyot Investments Ltd.	702,703	12.58%	702,703	11.97%
Shruti A. Shroff	305,725	5.47%	305,725	5.21%
Utkarsh Global Holdings Pvt. Ltd.	1,321,440	23.66%	818,367	13.94%
PAT Financial Consultants Pvt. Ltd.	-	-	513,554	8.75%

Note 3 (e) : Details of Shares bought back by the company in immediately preceding five years from the date of Balance sheet

(i) The Company has bought back 2,86,471 shares in the current year. The details of the same is as under:

Year	Shares (Number)	Face Value per share	Total Face Value (₹)	Premium per share	Total Premium (₹) in Lakhs	Grand Total (₹) in Lakhs
2016-17	286,471	10	28.65	461.25	1,321.33	1,349.98

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no 4 : Reserves and surplus

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
(a) Capital Reserve(On amalgamation of subsidiary company)		
As per last Balance Sheet	19.00	19.00
(b) Capital Redemption Reserve		
As per last Balance Sheet	-	-
Add: Transfer from General Reserve on buyback of shares (Refer below Note (i))	28.65	-
Balance at the end of the year	28.65	-
(c) Securities Premium Account		
As per last Balance Sheet	1,524.08	1,524.08
Add/(Less): Utilised for buyback (Refer below Note (i))	(1,321.33)	-
Balance at the end of the year	202.75	1,524.08
(d) General Reserve		
As per last Balance Sheet	3,446.36	3,146.36
Add/ (Less): Transfer to Capital Redemption Reserve on buyback of shares (Refer below Note (i))	(28.65)	300.00
Balance at the end of the year	3,417.71	3,446.36
(e) Foreign currency translation reserve		
As per last Balance Sheet	0.02	0.01
Add/ (Less): Transfer for the year	0.00	0.01
Balance at the end of the year	0.02	0.02
(f) Surplus		
As per last Balance Sheet	3,497.82	2,200.10
(+) Net Profit for the Year	2,940.76	2,127.78
(-) Proposed dividend (Refer below Note (ii))	-	440.40
(-) Tax on proposed dividend	-	89.66
(-) Transfer to general reserve	-	300.00
Balance at the end of the year	6,438.58	3,497.82
Total	10,106.71	8,487.28

Note

(i) The Company had during the year bought back 2,86,471 Equity Shares of face value of ₹ 10/- each utilizing a total of ₹ 1349.98 Lakhs from Public through Open Market Mechanism of Stock Exchange under SEBI (Buyback of Securities) Regulations, 1998. As a result of this Buyback, there has been a reduction in the paid up equity share of the Company of ₹ 28.65 Lakhs and balance amount i.e. ₹1321.33 Lakhs has been adjusted from the Securities Premium Account. Further, pursuant to section 69 of the Companies Act, 2013 the Company has transferred nominal amount of value of shares i.e. ₹ 28.65 Lakhs from General reserve to Capital Redemption Reserve Account.

(ii) The Board of Directors have proposed a dividend of ₹ 9/- per equity share subject to the approval of members of the company at the forthcoming Annual General Meeting. In terms of the revised Accounting Standard (AS) – 4 'Contingencies and Events occurring after Balance Sheet date' as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, dated March 30, 2016, the Company has not accounted for proposed dividend as liability as at March 31, 2017. The proposed dividend as on March 31, 2016 was accounted for liability in accordance with erstwhile Accounting Standard 4 - Contingencies And Events occurring after the Balance Sheet date.

If approved by the members of the Company, the amount of dividend (including dividend distribution tax) shall be ₹ 605.04 Lakhs.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note No. 5 : Long - term borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Term Loans		
- Secured		
From Banks (Refer note (i) and (ii))	1211.15	911.30
(b) Deposits		
- Unsecured		
Deposits from members (Refer note - (iii), (iv) and (v) below)	1129.08	1513.74
(c) Unsecured Loans from Related Parties		
- Inter Corporate Deposits	110.00	110.00
- Deposits from Directors	45.00	60.00
- Deposits from Relative of Director	5.00	5.00
(Refer note - (v) below)	160.00	175.00
Total	2500.23	2600.04

(i) Nature of security:

The above Term loans/capex loans are secured by first charge by way of hypothecation of all the movable machinery financed or to be financed under the said term/capex loans by the respective banks. The above loans are further secured by first charge by way of an equitable mortgage on the whole of the immovable assets of the Company, both present and future, on pari passu basis. They are further secured by second charge by way of hypothecation over entire current assets including stock and book debts with current charge holders on pari passu basis. The Corporate working capital term loans are secured by way of pari passu first hypothecation charge over entire current assets of the company, present and future, ranking pari passu with other term lenders.

(ii) Maturity profile of Secured Term loans are set out below:

₹ in Lakhs

	Interest rate range	Maturity Profile			
		1-2 years	2-3 years	3-4 years	4-5 years
Term loans-from Banks	10.50% to 12.50%	690.95	711.15	333.33	166.67

(iii) Deposits from members are repayable within a period of 2-3 years from the date of acceptance. The interest rate for the same ranges from 9.00% to 10.52%

(iv) Deposits from members includes deposits from related parties amounting to ₹28.36 Lakhs (P.Y. ₹ 10.61 Lakhs)

(v) Intercompany Deposits and unsecured Loan from Related Parties aggregating to ₹ 160.00 Lakhs (Previous Year ₹ 175.00 Lakhs) are repayable within a period of 2-3 years. The company has accepted the above loans as per stipulation of banks. The interest rate for the same ranges from 11.25% to 12.00%.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note No 6 : Deferred Tax liabilities (Net)

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
Deferred tax liabilities		
Related to Property, Plant and Equipments	1,823.67	1,639.42
Total	1,823.67	1,639.42
Deferred tax assets		
Disallowances under the Income Tax Act ,1961	119.00	99.42
Total	119.00	99.42
Net deferred tax (liability) / asset	1,704.67	1,540.00

Note No. 7 : Long term provisions

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
(a) Provision for employee benefits:		
(i) Provision for compensated absences	290.30	265.75
Total	290.30	265.75

Note No. 8 : Short term borrowings

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
(a) Secured		
- Loans repayable on demand from banks	2447.44	1,906.06
- Acceptances from Bank (Refer note (i) below)	756.58	1,028.74
(b) Unsecured		
- Loans from banks (Refer note (ii) below)	1000.00	-
- Acceptances from Bank	30.11	-
- Deposits from Directors (Refer note (ii) below)	250.00	-
- Deposits from members (Refer note (iii) below)	3.10	109.37
Total	4,487.23	3,044.17

Note:

- The above cash/Export credit facilities, short term loan , Buyers credit and Bills discounting from Consortium bankers i.e. State Bank of India, Axis Bank Limited, Bank of Baroda and IDBI Bank Limited are secured by first charge by way of hypothecation of stocks of raw materials, packing materials, consumable stores, finished goods, semi-finished goods and book debts of the company, on pari passu basis. The aforesaid credit facilities are further secured by way of charge on the all fixed assets of the company ranking second and subservient for the charges created in respect of borrowings obtained from them. The interest rate for the same ranges from 10.45 % to 13.50 %.
- The Interest rate for unsecured short term loan and deposit from director is 9.90%.
- The Interest rate for short term unsecured Deposits from members is 10.00% to 10.38%.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note No. 9 : Trade Payables

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Trade payables		
- To Micro and Small enterprises ((Refer note 30(A))	164.51	207.74
- To other than Micro and small Enterprise	3226.00	1830.67
Total	3390.51	2038.41

Note No. 10: Other Current Liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Current maturities of long-term debt (Refer Note (i) below)	690.95	515.08
(b) Current maturities of unsecured deposits (Refer Note (ii) & (iii) below)	1128.13	231.49
(c) Interest accrued but not due on borrowings	179.59	113.69
(d) Unpaid dividend(*)	18.92	14.85
(e) Application money received for allotment of securities and due for refund and interest accrued thereon	1.71	1.71
(f) Unpaid matured deposits and interest accrued thereon	5.47	32.96
(g) Other payables		
(i) Statutory remittances	156.64	141.62
(ii) Security deposits	11.05	11.05
(iii) Advances from customers	6.71	4.98
(iv) Salary and Wages payable	200.01	174.86
(v) Other payables	262.35	346.97
Total	2661.53	1589.26

(*) To be deposited with Investor Education and Protection Fund as and when they became due.

Note (i): Current maturities of long-term debt (Refer Notes (i) in Note 5 - Long-term borrowings for details of security and guarantee):

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Secured Term loans from banks:	690.95	515.08
(The Interest rate for the same ranges from 10.00% to 12.50%)		
Total	690.95	515.08

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note (ii) : Current maturities of unsecured deposits

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Current maturities of Unsecured deposits (The Interest rate for the same ranges from 9.00% to 12.16%)	1128.13	231.49
Total	1128.13	231.49

Note (iii) Deposits includes amount received from related parties amounting to ₹ 9.50 Lakhs (P.Y. ₹ 1.50 Lakhs)

Note No. 11: Short term provisions

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Provision for employee benefits:		
(i) Provision for Bonus/exgratia	103.28	96.90
(ii) Provision for gratuity (net)	88.01	109.77
(iii) Provision for compensated absences	50.55	18.52
	241.84	225.19
(b) Other Provisions:		
(i) Provision for proposed dividend (Refer Note 4 (ii))	-	440.40
(ii) Provision for tax on proposed dividend (Refer Note 4 (ii))	-	89.66
(iii) Provision for income tax (net of taxes paid in advance)	162.42	16.87
	162.42	546.93
Total	404.26	772.12

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note No. 12 : Property, Plant and Equipment

₹ in Lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April, 16	Additions	Disposals	Balance as at 31st March, 17	Balance as at 1st April, 16	Depreciation charge for the year	On disposals	Balance as at 31st March, 17	Balance as at 31st March, 17	Balance as at 31st March, 16
(i) Tangible Assets										
(a) Land- (Free Hold)	312.09	-	-	312.09	-	-	-	-	312.09	312.09
(b) Buildings										
- Factory Building	1,160.91	188.66	-	1,349.57	506.98	81.99	-	588.97	760.60	653.93
- Office Building	144.39	-	-	144.39	22.02	2.36	-	24.38	120.00	122.38
(c) Electric Installations	248.29	19.77	-	268.05	146.53	21.75	-	168.28	99.78	101.75
(d) Plant and Equipment	13,993.15	2,599.31	121.40	16,471.06	6,602.78	625.17	57.55	7,170.40	9,300.66	7,390.36
(e) Data Processing Machines	258.15	22.97	-	281.12	204.16	21.27	-	225.44	55.68	53.96
(f) Research and Development Equipment	644.44	77.00	-	721.47	229.27	34.45	-	263.71	457.75	415.21
(g) Furniture and Fixtures	266.47	25.08	-	291.55	165.90	26.54	-	192.44	99.12	100.57
(h) Vehicles	346.78	83.49	20.00	410.27	126.69	40.11	10.54	156.26	254.01	220.09
(i) Office equipment	131.10	16.55	-	147.65	112.82	6.40	-	119.22	28.43	18.32
(j) Wind Power Generators		220.50		220.50		0.85		0.85	219.65	
(k) Technical Books	42.37	-	-	42.37	39.60	0.25	-	39.84	2.53	2.77
Total	17,548.16	3,253.33	141.40	20,660.09	8,156.75	861.14	68.10	8,949.79	11,710.29	9,391.43
(ii) Intangible Assets										
Technical Know How	439.09	-	-	439.09	439.09	-	-	439.09	-	-
Reach Product Registration	10.26	-		10.26	10.26	-		10.26	-	-
Total	449.35	-	-	449.35	449.35	-	-	449.35	-	-
(iii) Capital Work In Progress	1,006.91	3,328.48	3,032.80	1,302.59					1,302.59	1,006.91
Total	1,006.91	3,328.48	3,032.80	1,302.59	-	-	-	-	1,302.59	1,006.91
Total	19,004.42	6,581.81	3,174.19	22,412.03	8,606.11	861.14	68.10	9,399.15	13,012.88	10,398.34

Note :

(i) The amount of Capital Stores includes of ₹ 86.21 Lakhs reclassified from inventories of Stores and Spares to Property, Plant and Equipment in view of Accounting Standard 10 (Revised) - 'Property, Plant and Equipment'.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no. 13: Non-Current Investments

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
Long term Investments at cost, unless otherwise specified		
<u>Trade Investments (unquoted)</u>		
<u>Investment in equity instruments (fully paid up)</u>		
(i) <u>Other Companies</u>		
(a) 10,000 (P.Y. : 10,000) Equity Shares of ₹ 100 each of Agrocel Industries Limited	10.00	10.00
(b) 9,49,315 (P.Y. : 9,49,315) Equity Shares of ₹ 10 each in Transpek-Silox Industry Private Limited	290.96	290.96
Total - (A)	300.96	300.96
<u>Trade Investments (quoted)</u>		
1,56,650 (P.Y. : 1,56,650) Equity Shares of ₹ 5 each in Excel Industries Limited	226.76	226.76
Total - (B)	226.76	226.76
<u>Other Investments (unquoted)- Non trade</u>		
(i) <u>Investments in equity instruments (fully paid up)</u>		
(a) 400 (P.Y.:400) Equity Shares of ₹ 25 each of Co-operative Bank of Baroda Limited	0.10	0.10
(b) 10 (P.Y.: 10) Equity Shares of ₹ 10 each of Pragati Sahakari Bank Limited	0.00	0.00
	0.10	0.10
(ii) <u>Investment in Government Securities</u>		
(a) 12 Years National Defence Certificate (Face Value: ₹ 1,400)	0.01	0.01
(b) 7 Years National Saving Certificate (Face Value: ₹ 2,500) (deposited with authorities)	0.03 0.04	0.03 0.04
Total - (C)	0.14	0.14
Total - (A+B+C)	527.86	527.86
Aggregate value of unquoted investments	301.10	301.10
Aggregate value of quoted investments	226.76	226.76
Aggregate value of investments	527.86	527.86
Aggregate market value of quoted investments	595.90	340.09

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no. 14: Long-term loans and advances

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
<u>Unsecured, considered good</u>		
(a) Capital Advances	143.02	172.75
(b) Security deposits (Refer note (i) below)	108.76	134.57
(c) <u>Balances with government authorities</u>		
(i) Taxes paid in advance (net of provisions)	100.00	84.80
(ii) VAT recoverable	31.30	61.97
Total	383.08	454.09

Note (i) : Security Deposit includes amount of ₹100.00 Lakhs to related party.

Note No. : 15 Inventories

(At lower of cost and net realizable value)

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Raw materials	1400.52	1171.57
(b) Semi Finished goods	38.57	104.91
(c) Finished goods	1960.09	2177.54
(d) Stores and spares	244.98	247.82
(e) Packing Materials	39.09	56.82
(f) Stock of fuel	31.77	17.86
Total	3715.02	3776.52

Note no. 16 : Trade receivables

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
<u>Unsecured, considered good</u>		
- Outstanding for a period exceeding six months from the date they were due for payment	67.45	101.99
- Other trade receivables	6738.17	4509.21
Total	6805.62	4611.20

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no.17 : Cash and Bank Balances

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Cash and Cash Equivalents		
(a) Cash in hand	12.76	14.04
(b) Balances with banks		
(i) In current accounts	31.45	169.91
	44.21	183.95
Other Bank Balances		
(a) Deposits with bank with maturity more than 3 Months(*)	225.09	86.36
(b) Balances held as margin money against letters of credit issued by banks and Bill Discounting	59.18	56.55
(c) In earmarked accounts		
- Balances held in unpaid dividend accounts	18.92	14.85
- Balances held in Right issue application money account	1.71	1.71
- Balances held in unpaid interest on fixed deposit accounts	8.31	28.49
	313.21	187.96
Total	357.42	371.91

(*) Notes :-

- (a) Includes Fixed deposits with Banks of ₹ 224.00 Lakhs (P.Y. ₹ Nil) having maturity of more than 12 months with a scheduled Bank for the purpose of Deposit Repayment Reserve Account as required under section 73(5) of the Companies Act, 2013 and the rules made thereunder.
- (b) Fixed Deposits pledged with government authorities ₹ 1.09 Lakhs (Previous year ₹ 1.00 Lakhs)

Note No. 18 : Short-term loans and advances

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
<u>Unsecured, considered good</u>		
(a) Loans and advances to suppliers	81.82	32.97
(b) Security deposits to related party	47.50	-
(c) Loans and advances to employees and others	44.47	19.14
(d) Prepaid expenses	212.00	291.90
(e) Balances with Excise authorities	881.93	381.89
Total	1267.73	725.91

Note No. 19 : Other current assets

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Accruals		
(i) Accrued Interest	1.26	15.04
(b) Others		
(i) Assets held for sale	-	15.76
(ii) Service Tax credit receivable	33.13	27.60
Total	34.39	58.40

Note No. 20 : Revenue from Operations

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Sale of products	31778.34	28919.25
Less:		
Excise duty recovered on sale of products	1112.26	1085.68
	30666.08	27833.57
(b) Other Operating revenues	997.63	536.57
Total	31663.71	28370.14

Note- 20 (i) Sale of products comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
<u>Manufactured goods</u>		
Chlorinated Compounds	27861.62	25881.26
SO ₃ / Oleum	1584.87	1320.81
Process Residue /others	1219.59	631.50
Total - Sale of manufactured goods	30666.08	27833.57
Total Sale of Products	30666.08	27833.57

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note- 20(ii) Other Operating Revenue comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(i) Job Work Income	133.70	278.37
(ii) Income from sale of scrap and other items	71.66	81.03
(iii) Export Incentives and Duty drawbacks	792.27	177.17
Total - Other operating revenues	997.63	536.57

Note no. 21 : Other Income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(a) Interest Income	42.79	57.26
(b) Dividend Income		
-From Long Term Investments	535.26	17.18
(c) Other Non-Operating Income	172.74	313.01
Total	750.79	387.45

Note- 21 (i) Interest Income Comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(i) Interest on :		
- Bank deposits	32.92	11.73
- Other Interest	8.71	18.12
(ii) Interest on Tax refunds	1.16	27.41
Total - Interest income	42.79	57.26

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note- 21(ii) Other Non - Operating Income Comprises of

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
(i) Insurance claims	0.15	10.10
(ii) Sundry Balance Written back (net)	-	1.40
(iii) Sale of Technical know how	33.83	30.80
(iv) Net gain on foreign currency transactions/translations	136.06	221.09
(v) Liabilities no longer payable written back (Refer note 30 D)	-	49.62
(vi) Commission Income	2.70	-
Total	172.74	313.01

Note No. 22 : Cost of materials consumed

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Raw Material Consumption		
Opening Stock	1171.57	1660.73
Add: Purchases	14134.06	13401.66
	15305.63	15062.39
Less: Closing stock	1400.52	1171.57
Cost of Material Consumed	13905.11	13890.81
Total	13905.11	13890.81

Note no. 23 : Purchase of Traded goods

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Organic Chemicals	672.26	14.72
Total	672.26	14.72

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no. 24 : Changes in Inventories of finished goods , Work in Progress and Stock -in - Trade

Particulars	For the year ended 31st March, 2017 ₹ in Lakhs	For the year ended 31st March, 2016 ₹ in Lakhs
(a) Inventories at the beginning of the year:		
Finished Goods	2177.53	795.19
Semi Finished Goods	104.91	12.48
	2282.44	807.67
(b) Inventories at the end of the year:		
Finished Goods	1960.10	2177.53
Semi Finished Goods	38.57	104.91
	1998.67	2282.44
Net Change in Inventories	283.77	(1474.77)

Note no. 25 : Employee Benefit expenses

Particulars	For the year ended 31st March, 2017 ₹ in Lakhs	For the year ended 31st March, 2016 ₹ in Lakhs
(a) Salaries, wages, bonus, allowances, etc.	2826.90	2519.62
(b) Contributions to Provident and other funds	474.96	425.10
(c) Staff welfare expenses	258.68	260.61
Total	3560.54	3205.33

Note no. 26 : Finance Costs

Particulars	For the year ended 31st March, 2017 ₹ in Lakhs	For the year ended 31st March, 2016 ₹ in Lakhs
(i) Interest expense		
(a) Borrowings	715.37	758.38
(b) Others	2.77	38.13
(ii) Other borrowing costs	188.20	267.37
Total	906.34	1063.88

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no. 27 : Other Expenses

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Consumption of stores and spare parts	199.24	179.06
Power and fuel	1723.56	1833.54
Consumption of Packing Materials	573.93	603.23
Rent	294.53	307.95
<u>Repairs and maintenance</u>		
Repairs to buildings	73.93	86.81
Repairs to machinery	744.25	697.55
Repairs to Others	132.77	115.22
Insurance	78.47	92.18
Rates and taxes(other than taxes on income)	10.28	7.68
Freight and Forwarding charges	1904.10	1822.97
Commission expense	509.95	429.45
Travelling and Conveyance	218.01	225.15
Legal and Professional charges	232.24	194.17
Payment to Auditors (Refer note 28 B)	12.05	14.03
Donation and contribution to charitable organizations	122.29	51.06
Bad Debts / balances Written off (Net)	25.68	-
Loss on disposal of assets (Net)	65.81	139.12
Corporate Social Responsibility Expenses (Refer note 30 E)	49.48	14.57
Miscellaneous expenses	1062.66	1246.24
Total	8033.23	8059.98

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note No. : 28 Additional information to the consolidated financial statements

(A) Contingent Liabilities and Commitments (to the extent not provided for).

₹ in Lakhs

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
(a) Contingent Liabilities		
(i) Claims against the company not acknowledged as debts (on account of outstanding law suits)	370.38	133.25
(ii) Guarantees given by Banks to third parties on behalf of the company	181.71	20.69
(b) No provision has been made for following demands raised by the authorities since the company has reason to believe that it would get relief at the appellate stage as the said demand are excessive and erroneous		
(i) Disputed Income tax Liability	71.01	54.05
- Against Which amount already paid ₹ 51.51 Lakhs (P.Y ₹ 36.87 Lakhs)		
(ii) Disputed Sales tax Liability	6.63	40.74
- Against Which amount already paid ₹ 6.63 Lakhs (P.Y ₹ 6.63 Lakhs)		
(iii) Disputed Excise & Service Tax Liability	592.93	600.72
- Against Which amount already paid ₹ 24.14 Lakhs (P.Y ₹ 8.69 Lakhs)		
Total	1222.66	849.45
(c) Commitments		
(i) Estimated amount of contracts remaining to be executed on capital account & not provided for (Net of Advances ₹143.02 Lakhs P.Y. ₹172.74 Lakhs)		
- Tangible Assets	843.45	751.63
(ii) <u>Other Commitments</u>		
The Company has entered into an agreement with one of its related party whereby the company has to pay fixed amount on monthly basis against the entire facility reserved by the above related party exclusively for the company for carrying manufacturing activities of its products.		

(B) Auditor's Remuneration

₹ in Lakhs

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Audit Fees (including for quarterly limited review)	9.40	9.40
For certification	1.29	2.37
Fees for other services	1.00	1.75
Out of pocket expenses	0.36	0.51
Total	12.05	14.03

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Note no. :- 29 Disclosures under Accounting Standards as notified under section 133 of the companies act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014

(A) Disclosure as per Accounting Standard - 17 (Segment Reporting)

Identification of Segments

(a) Primary Segment – Business Segment

The Company's operations predominantly comprise of only one segment i.e. chemicals. In view of the same, separate segmental information is not required to be disclosed as per the requirements of Accounting Standard 17.

(b) Secondary Segment – Geographical Segment

The analysis of geographical segment is based on the geographical location of the customers.

Sales within India include sales to customers located within India.

Sales outside India include sales to customers located outside India.

Information pertaining to Secondary Segment

Gross revenue as per Geographical Locations

₹ in Lakhs		
Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Within India	10,203.02	9,807.52
Asia	5,015.92	3,271.75
Europe	2,457.42	3,007.03
North America	12,989.72	11,747.27
Total	30,666.08	27,833.57

₹ in Lakhs		
Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Within India	22,200.37	18,923.96
Asia	773.04	364.91
Europe	538.72	997.60
North America	2,591.88	637.76
Total	26,104.00	20,924.23

Fixed Assets by Geographical Locations

The Company has common fixed assets for producing goods for domestic as well as overseas market. There are no fixed assets situated outside India. Hence, additional segment-wise information for fixed assets / additions to fixed assets has not been furnished.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

(B) Disclosure as per Accounting Standard - 18 (Related Party Disclosures)

(a) Names of related parties and description of relationship with whom transactions have taken place:

Enterprises owned or significantly influenced by key management personnel or their relatives	Excel Industries Limited Excel Crop Care Limited TML Industries Limited Shroffs Engineering Limited Anshul Specialty Molecules Limited Anshul Life Sciences Madison Investments Private Limited Agrocel Industries Limited Transchem Agritech Limited Nectar Crop Sciences Pvt. Ltd. Kamaljyot Investments Limited Shroffs Foundation Trust C.C. Shroff Research Institute
Key Management Personnel	Atul G. Shroff (Managing Director) Bimal V. Mehta (Executive Director)
Relatives of key management personnel	Ashwin C. Shroff Dipesh K. Shroff Vishwa A. Shroff Shruti A. Shroff Ravi A. Shroff Kumud V. Mehta

(b) Transactions with related parties for the year ended March 31, 2017 are as follows:
(Previous Year's figures are shown in brackets)

₹ in Lakhs

Particulars	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Key Management Personnel and their relatives	Total
Sale of Goods	87.57 (436.32)	- -	87.57 (436.32)
Services Rendered	12.11 (3.65)	- -	12.11 (3.65)
Dividend Received	19.05 (16.26)	- -	19.05 (16.26)
Dividend Paid	58.19 (38.79)	35.32 (34.70)	93.51 (73.49)
Commission Paid	58.66 (62.36)	14.00 (7.00)	72.66 (69.36)
Purchase of Goods	588.60 -	- -	588.60 -
Purchase of Fixed Asset	220.50 -	- -	220.50 -
Processing Charges	240.00 -	- -	240.00 -

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Cont'd...

₹ in Lakhs

Particulars	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Key Management Personnel and their relatives	Total
Office Rent	1.33 (1.31)	- -	1.33 (1.31)
Services Availed	12.63 (2.05)	- -	12.63 (2.05)
Donations Paid	81.54 (47.03)	- -	81.54 (47.03)
Corporate Social Responsibility Expense	33.29 (12.00)	- -	33.29 (12.00)
Trade Advance Given	200.00 (5.29)	- -	200.00 (5.29)
Capital Advance Given	14.50 -	- -	14.50 -
Inter Corporate Deposit Taken	- (20.00)	- -	- (20.00)
Inter Corporate Deposit Repaid	- (50.00)	- -	- (50.00)
Deposit Taken	- -	250.00 (0.50)	250.00 (0.50)
Deposit Repaid	- -	15.00 (10.00)	15.00 (10.00)
Interest Paid	13.26 (18.66)	20.34 (6.23)	33.60 (24.89)
Interest Received	8.10 -	- -	8.10 -
Reimbursements charged to the company	17.75 (5.46)	- -	17.75 (5.46)

₹ in Lakhs

Particulars	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Key Management Personnel and their relatives	Total
Remuneration to Executive Director	- -	143.58 (118.10)	143.58 (118.10)
Managerial Remuneration(*)	- -	211.54 (195.98)	211.54 (195.98)
Directors' Sitting Fees	- -	5.20 (5.20)	5.20 (5.20)
CSR Meeting Fees	- -	0.60 -	0.60 -

* As the liabilities for leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors is not separately determined and hence are not included in above.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

₹ in Lakhs

Particulars	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Key Management Personnel and their relatives	Total
Balance Outstanding at the year end:			
Accounts Payable	31.89 (18.70)	- -	31.89 (18.70)
Accounts Receivable including Trade Advance	346.40 (23.61)	- -	346.40 (23.61)
Agency Deposit	4.00 (4.00)	- -	4.00 (4.00)
Fixed Deposits	110.00 (160.00)	286.36 (50.00)	396.36 (210.00)
Rent Deposit	0.60 (0.60)	- -	0.60 (0.60)
Remuneration payable to Executive Director	- -	53.80 (43.35)	53.80 (43.35)
Remuneration payable to Managing Director	- -	82.18 (67.07)	82.18 (67.07)

Related party transactions include transaction pertaining to the following parties with whom the percentage of transactions is 10% or more of the total or each of the above:

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs

A) Transactions during the year

Sale of Goods		
Agrocel Industries Limited	-	11.68
Nectar Crop Sciences Private Limited	78.89	414.48
Services Rendered		
Transchem Agritech Ltd.	12.11	-
Dividend Received		
Agrocel Industries Limited	12.00	10.00
Excel Industries Limited	7.05	6.27
Dividend Paid		
Atul G. Shroff	2.86	13.06
Shruti A. Shroff	22.93	15.29
TML Industries Ltd	-	4.36
Kamaljiyot Investments Limited	52.70	30.77
Purchase of Goods		
TML Industries Ltd	588.60	-
Purchase of Fixed Assets		
TML Industries Ltd	220.50	-
Processing Charges		
TML Industries Ltd	240.00	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Cont'd...

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹ in Lakhs	₹ in Lakhs
Office Rent		
Excel Crop Care Limited	1.33	1.31
Deposit Taken		
Kumud V. Mehta	-	0.50
Atul G. Shroff	-	5.00
Ashwin Shroff	250.00	-
Deposit Repaid		
Bimal V. Mehta	15.00	10.00
Atul G. Shroff	-	5.00
Advance Given		
TML Industries Ltd	200.00	-
Capital Advance Given		
TML Industries Ltd	14.50	-
Inter Corporate Deposit Taken		
Madison Investments Private Ltd.	-	20.00
Inter Corporate Deposit Repaid		
Kamaljiyot Investment Ltd	-	50.00
Services Availed		
Transchem Agritech Ltd.	12.63	2.05
Commission Paid		
Anshul Life Science	58.66	62.36
Donation Paid		
Shroffs Foundation Trust	81.54	35.03
Corporate Social Responsibility Expense		
Shroffs Foundation Trust	33.29	12.00
Reimbursements charged by the company		
Transchem Agritech Ltd.	-	3.65
Reimbursements charged to the company		
Anshul Life science	6.18	5.39
Managerial remuneration		
Atul G. Shroff	211.54	195.98
Bimal V.Mehta	143.58	118.10
Director Sitting Fees		
Ashwin C. Shroff	0.80	1.20
Ravi Shroff	1.60	1.20
Dipesh K. Shroff	2.80	2.80
CSR Meeting Fees		
Shruti Shroff	0.60	-
Interest Paid		
Bimal V. Mehta	3.76	4.95
Shruti Shroff	0.63	0.75

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

Cont'd...

Particulars	As at 31st March, 2017 ₹ in Lakhs	As at 31st March, 2016 ₹ in Lakhs
Ashwin Shroff	15.36	-
Madison Investment Pvt.Ltd	3.94	3.82
Agrocel Industries Limited	9.00	8.99
Kamaljiyot Investments Limited	-	5.84
Interest Received		
TML Industries Ltd	8.10	-
B) Closing Balance as at end of the year :		
Outstanding's Payables		
Agrocel Industries Limited	75.00	75.00
Madison Investments Private Limited	35.00	35.00
Bimal V. Mehta	25.00	40.00
Shruti A. Shroff	11.22	9.39
Vishwa A. Shroff	-	1.50
Kumud V. Mehta	4.25	3.50
Transchem Agritech Ltd.	8.76	-
Anshul Life Science	23.13	18.70
Receivables Including Trade Advance		
Excel Crop Care Limited	1.32	2.46
TML Industries Ltd.	250.70	21.48
Transchem Agritech Ltd.	13.01	-
Anshul Specialty Molecules Limited	0.79	0.28
Nectar Crop Science Pvt. Ltd	40.41	-
Indenting Agency Deposit		
Anshul Life Science	4.00	4.00

(C) Disclosures under Accounting Standard 19 (Leases)

The Company has cancellable operating leasing arrangements relate to office premises and equipments which are renewable by mutual consent and lease rentals payable are accordingly charged as rent. During the period, the Company has taken office premises under cancellable operating lease; the rentals for which are charged to the Statement of Profit and Loss for the period. The lease term is for 11 months for office premises and lease term for equipments range from one to three years and there are no sub-leases.

₹ in Lakhs

Particulars	As at 31st March, 2017	As at 31st March, 2016
Annual lease rent of office premises	7.16	6.87
Annual lease rent of equipments	287.37	301.08
Total	294.53	307.95

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

(D) Disclosures under Accounting Standard 20 (Earnings Per Share)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Profit available to Equity share holders (₹ in Lakhs)	2,940.76	2,127.78
Weighted average number of equity shares outstanding during the year	5,777,073	5,872,040
Basic and Diluted Earnings per Share (₹)	50.90	36.24
Nominal Value of Equity Share (₹)	10.00	10.00

Note No. 30 Other Disclosures :

(A) Disclosures related to the Micro, Small and Medium Enterprises

Based on the information available with the company, the company has identified Micro, Small and Medium enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006. The Company has made payments of dues to Micro, Small and Medium enterprises, generally within stipulated period of 45 days as prescribed under Micro, small and Medium Enterprises Development Act, 2006.

The details relating to Micro, Small and medium enterprise is disclosed as under :

₹ in Lakhs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Total outstanding dues of Micro, small and Medium enterprises	164.51	207.74
Interest paid and payment made to supplier beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment beyond appointed day	-	-
Interest accrued and remaining unpaid at the end of the year	-	0.08
Interest accrued and remaining due of the preceeding years	-	-

(B) Research and Development costs (as certified by the management) debited to the statement of profit and loss are as under :

₹ in Lakhs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
a) Revenue expenses debited to appropriate heads of account	146.05	135.83
b) Depreciation on Research and Development Assets	34.45	31.49
Total	180.50	167.32

- (a) Capital Expenditure incurred during the year on Research and Development ₹ 77.00 Lakhs (Previous Year ₹ 76.17 Lakhs).
- (b) The Company has been granted revised approval from 1st April, 2016 to 31st March, 2019 for claiming deduction u/s 35 (2AB) of the Income Tax Act, 1961. Accordingly, the Company has considered weighted deduction u/s 35 (2AB) while computing the tax liability under the Income Tax Act, 1961.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

(C) Details of foreign currency exposures as at balance sheet date:

(i) Derivative Instruments and hedged foreign currency exposures.

Nature of Contract	Currency	As at 31st March, 2017	As at 31st March, 2016
Sales	US \$ (In Lakhs)	41.85	40.37
Purchases	US \$ (In Lakhs)	-	0.51

(ii) Particulars of unhedged foreign currency exposures are as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016
Trade receivables		
- USD (In Lakhs)	5.75	-
- CNY (In Lakhs)	34.70	-
Trade Payables		
- USD (In Lakhs)	21.74	13.03
- EURO (In Lakhs)	0.23	-

Note No. 30 Other Disclosures :

(D) In the past the Company was eligible for a Sales tax incentive scheme amounting to ₹ 1084.03 Lakhs. Post completion of such incentive scheme, the Company has re-paid the amount of Sales tax deferred during the period the scheme was in force, and has applied to the Sales tax Department for a No dues certificate. Pending reconciliation of the amount with sales tax department, the balance of ₹ 49.62 Lakhs was till 31st March 2015 been included in other current liabilities. In the Previous year, the company has received No due certificate from the sales tax department. In view of same, the balance of ₹ 49.62 Lakhs shown under the head Current liabilities was transferred to other Income in the previous year.

(E) As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

(a) Gross amount required to be spent by the company during the year: ₹46.38 Lakhs (Previous Year ₹22.52 Lakhs)

(b) Amount spent during the year on:

Sr. No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1.	Construction/Acquisition of Assets		
	- In cash	-	-
	- Yet to be paid in cash	-	-
2.	On purpose other than (i) above		
	- In cash	49.48	14.57
	- Yet to be paid in cash	-	-

(c) Out of the above ₹ 33.29 Lakhs (Previous Year ₹ 12.00 Lakhs) has been paid to Shroff Foundation Trust towards Financial Assistance for operating mobile medical units and household sanitation programme.

(d) The short fall of ₹ 4.85 Lakhs for F.Y. 2015-16 is to be spent in subsequent year.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS...

(F) Disclosure of Specified Bank Notes

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

₹ in Lakhs

Particular	Specified Bank Notes*	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	7.11	21.35	28.46
(+) Permitted receipts	-	8.63	8.63
(-) Permitted payments	-	(12.97)	(12.97)
(-) Amounts deposited in Banks	(7.11)	-	(7.11)
Closing cash in hand as on 30.12.2016	-	17.01	17.01

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

(G) Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements.

Name of entity	Net assets		Share in profit or loss	
	As % of consolidated net assets	Amount ₹ in Lakhs	As % of consolidated net profit or loss	Amount ₹ in Lakhs
Transpek Industry Limited	100.00	10,665.27	100.00	2,940.76
(Previous Year)	(100.00)	(9,074.48)	(100.00)	(2127.78)
Foreign Subsidiary				
Transpek Industry (Europe) Limited	-	-	-	-
Total	-	10,665.27	-	2,940.76
(Previous Year)	-	(9,074.48)	-	(2,127.78)

Figures in brackets represents previous year figures

Note No.: 31 Previous Year's Figures

Previous year's figures have been regrouped wherever necessary to correspond with the current year's disclosure.

Signatures to Notes '1' to '31'

As per our report of even date

For CNK & Associates LLP
Chartered Accountants
FRN : 101961W/W-100036

Parveen Shah
Partner
M. No. : 125011

Place : Vadodara
Date : 27th May, 2017

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupte (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

FORM AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Transpek Industry (Europe) Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2016 to 31.03.2017
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	GBP 80.88
4.	Share capital	Rs. 1617.60 (GBP 20)
5.	Reserves & surplus	Rs. 0.00
6.	Total assets	Rs. 1316402.88
7.	Total Liabilities	Rs. 1314785.28
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	NIL
11.	Provision for taxation	NIL
12.	Profit after taxation	NIL
13.	Proposed Dividend	NIL
14.	% of shareholding	100

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
Atul G. Shroff (Managing Director) DIN : 00019645
Bimal V. Mehta (Executive Director) DIN : 00081171
Ninad D. Gupte (Director) DIN : 00027523
Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
Date : 27th May, 2017

FORM AOC - 1

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates / Joint Ventures	NIL	NIL	NIL
1. Latest audited Balance Sheet Date	NIL	NIL	NIL
2. Shares of Associate/Joint Ventures held by the Company on the year end	NIL	NIL	NIL
No.	NIL	NIL	NIL
Amount of Investment in Associates/Joint Venture	NIL	NIL	NIL
Extend of Holding%	NIL	NIL	NIL
3. Description of how there is significant influence	NIL	NIL	NIL
4. Reason why the associate/joint venture is not consolidated	NIL	NIL	NIL
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NIL	NIL	NIL
6. Profit/Loss for the year	NIL	NIL	NIL
i. Considered in Consolidation	NIL	NIL	NIL
ii. Not Considered in Consolidation	NIL	NIL	NIL

For and on behalf of the Board of Directors

Ashwin C. Shroff (Chairman) DIN : 00019952
 Atul G. Shroff (Managing Director) DIN : 00019645
 Bimal V. Mehta (Executive Director) DIN : 00081171
 Ninad D. Gupte (Director) DIN : 00027523
 Alak D. Vyas (Dy. Company Secretary & Compliance Officer) ACS : 31731

Place : Vadodara
 Date : 27th May, 2017



Shri Sharad Patil, Vice President (Marketing) and **Shri Jigar Shah**, Dy. General Manager (HRM) receiving the Indian Chemical Council Award for Social Responsibility from **Professor M. M. Sharma**, Former Director – University Department of Chemical Technology (now Institute of Chemical Technology) on 30th September, 2016.



CSR Programme on Health Awareness in progress at Ekalbara



TRANSPEK INDUSTRY LIMITED

REGISTERED OFFICE

6th Floor, Marble Arch, Race Course Circle
Vadodara-390 007, Gujarat, India.
Phone : +91 265 2335444, 2335757
Fax : + 91 265 2335758
Email : inquiry@transpek.com

FACTORY :

At & Post Ekalbara-391 440, Taluka-Padra
District - Vadodara, Gujarat, India.
Phone : +91 2662 244444, 244318, 244309, 244207
Fax : +91 2662 244439



TRANSPEK INDUSTRY (EUROPE) LIMITED

A wholly owned subsidiary of Transpek Industry Limited.

REGISTERED OFFICE

2nd Floor, 1 Risborough Street SE1 OHF
LONDON, U.K.
Telefax : +44 (0) 207 9287771
Email : tileurope@gmail.com

