

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed by the Shareholders by way of Postal Ballot.

1. To appoint Shri Anand Mohan Tiwari as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149 and 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Anand Mohan Tiwari (DIN: 02986260), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th November, 2019, pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and who holds office up to the passing of this resolution and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the date of conclusion of the postal ballot and e-voting period on 24th December, 2019 and that he shall not be liable to retire by rotation.”

2. To consider and approve the continuation of Directorship of Shri Ashwin C. Shroff, Non-Executive Director, who will attain the age of seventy-five years on 22nd January, 2020 and in this regard, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Shri Ashwin C. Shroff, Non-Executive, Promoter Director and Chairman of the Board (DIN-00019952), who is liable to retire by rotation, on the Board of the Company notwithstanding his attaining the age of seventy-five years on 22nd January, 2020. He shall also be eligible to be reappointed upon retirement by rotation from time to time in future.”



Transpek Industry Limited

Regd. Office: 6th Floor, Marble Arch, Race Course, Vadodara – 390 007
(CIN: L23205GJ1965PLC001343)

Regd. Office:

6th Floor, Marble Arch,
Race Course,
Vadodara – 390007
Dated: 15th November, 2019

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

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

NOTES:

1. The Explanatory Statement setting out the material facts concerning the items of business including reasons for the proposed Resolutions at Item Nos. 1 and 2 pursuant to Section 110 of the Companies Act, 2013 ('the Act') is appended hereto. A Postal Ballot Form and a self-addressed business reply envelope are also enclosed.
2. In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the items of business set out in the Notice are sought to be passed through postal ballot.
3. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 15th November, 2019 ('cut off date').
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the Paid-up Equity Share Capital of the Company as on 15th November, 2019.
5. Members are requested to note that the Resolutions in the notice seek consent of the Members through Postal Ballot. The Board of Directors has appointed Mr. Vijay L. Vyas, Practising Company Secretary (FCS-1602), as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
6. Members desirous of exercising their votes by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent ('FOR') or dissent ('AGAINST') therein and return the same in original duly completed in the attached self-addressed, postage pre-paid Business Reply Envelope (if posted in India). Postal Ballot Form(s), if sent by courier or registered post or speed-post at the expense of the Member(s) will also be accepted. Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage pre-paid Business Reply Envelope. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority Letter.
7. The duly completed Postal Ballot Form should reach the Scrutinizer not later than Tuesday, 24th December, 2019 to be eligible for being considered, failing which it will be treated as if no reply has been received from the Member.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Forms will be final and binding.

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9. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
10. A member cannot exercise his/her vote by proxy on postal ballot.
11. The last date for receipt of the Business Reply Envelope with Postal Ballot Form, i.e. 24th December, 2019, shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority.
12. The material documents, referred to in the resolutions and the statement under Section 102 of the Act will be available for inspection at the Registered Office of the Company during 1400 hours to 1600 hours on all working days from the date of dispatch of notice till 25th November, 2019.

Voting through Electronic Means:

13. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
14. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

Voting through electronic means (e-voting)

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

- (i) The remote e-voting period shall begin on Monday, 25th November, 2019 at 10.00 a.m. and end on Tuesday, 24th December, 2019 at 05.00 p.m. (IST). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (15th November, 2019) may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 15th November, 2019 only shall be entitled to vote.

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- (ii) If he/she is already registered with CDSL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com or contact CDSL at the Toll Free No.: 1800-22-5533. If you are first time user then please follow the instructions given at (viii) below.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com (ONLY MEMBERS CAN VOTE ON REMOTE E-VOTING)
- (iv) Click on Shareholders
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID
 - c. Members holding shares in physical form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and click on Login
- (vii) 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.
- (viii) 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	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.
Dividend Bank Details	*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.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.

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- (x) 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.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant < Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) 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.
- (xviii) 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.
- (xix) **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.**
- (xx) Note for Non – Individual Shareholders and Custodians
 - a) 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.
 - b) A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

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- c) After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they vote on.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) 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.
- (xxi) 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 <https://www.evotingindia.com/>, under “Help” section or write an email to helpdesk.evoting@cdslindia.com.

A copy of this notice has been placed on the website of the Company.

The Scrutinizer shall, after the time for voting is over, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and, not later than 26th December, 2019, submit a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or the person authorised by him in writing shall declare the result of the voting forthwith but not later than 26th December, 2019, in the format prescribed under Regulation 44(3) of the LODR.

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.

ANNEXURE TO THE NOTICE:

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

The following sets out all material facts relating to the proposed Resolutions mentioned in the accompanying notice.

Item No.1:

Pursuant to Article 85 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 (“the Act”), the Board of Directors had, at its meeting held on 4th November, 2019, appointed Shri Anand Mohan Tiwari, as an Additional Director on the Board of Directors of the Company with effect from 4th November, 2019.

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In terms of the provisions of sub-section (1) of Section 161 of the Act, Shri Anand Mohan Tiwari shall hold office upto the passing of this resolution by means of a Postal Ballot.

The Company has received a notice under Section 160 of the Act, along with the requisite deposit of Rs.1,00,000/- from a member signifying his intention to propose the candidature of Shri Anand Mohan Tiwari for the office of the Director of the Company.

Shri Anand Mohan Tiwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act and Regulation 17 of the LODR *inter alia* stipulate the criteria of independence required to be fulfilled when a Company proposes to appoint an Independent Director on its Board. An Independent Director can hold office for a term upto five consecutive years on the Board of Directors of the Company and shall be eligible for re-appointment for a term of further five years on the passing of a Special Resolution by the Company after the completion of the first five year term and disclosure of such appointment in the Board's report. An Independent Director shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Shri Anand Mohan Tiwari that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 17 of LODR. Shri Tiwari possesses excellent leadership qualities and skills, experience and knowledge *inter alia* in the fields of corporate management, strategy, project planning etc. and deep understanding of the business processes.

In the opinion of the Board, Shri Anand Mohan Tiwari is a person of integrity, possesses relevant expertise and experience and fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and the LODR and he is independent of the promoters and the management or other Directors of the Company. Shri Anand Mohan Tiwari does not hold any share of the Company.

His brief profile is as under:

Date of Birth: 03/06/1959

Retired IAS Officer

DIN: 02986260

Educational qualifications: M.Sc (BHU) and MBA (Slovenia)

Experience Profile:

Shri Anand Mohan Tiwari has worked as a member of the Indian Administrative Service for 34 years, out of which for 20 years in social sector namely women's empowerment, rural development, tribal development, education and Corporate Social Responsibility. He has also worked in Government of India as Executive Director of World Bank and International Fund for Agricultural Development funded Swa-Shakti Project, Secretary to Government of Gujarat in

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Rural Development Department, Tribal Development Department and Education Department. Also worked as Chief Executive Officer of Gujarat CSR Authority. He was lastly Additional Chief Secretary, Home Department, Government of Gujarat.

He has worked as Managing Director in Gujarat Narmada Valley Fertilizers Company, Gujarat Alkalies and Chemicals Limited, Vadodara and Gujarat State Fertilizers & Chemicals, Limited, Vadodara. These are India Fortune 500 companies.

He is very active in rural and tribal development. His key practice areas include livelihood development, skill training, community based organisation, quality education and gender equality. He has developed 38,000 women's self-help groups in 8 States, involved about 300,000 Scheduled Tribe farmers in income doubling projects and set up 4 state-of-the art vocational training centres in Gujarat and set up Development Support Agency of Gujarat, strengthened Eklavya Model Residential Schools for scheduled tribe students, GSFC University, GSFC Agro-tech Limited and Gujarat CSR Authority.

He has also written several articles and is a regular invitee for imparting lectures and training in various renowned universities.

He was also a member on the Board of Access Development Services, New Delhi for 6 years. He is presently on the Boards of Shroffs Foundation Trust, Vadodara and N. M. Sadguru Water & Development Foundation, Dahod. Represented Government of Gujarat on the Boards of many social sector and commercial organisations.

The recent amendment in the Companies (Appointment and Qualification of Directors) Rules, 2014, will become effective from 1st December, 2019, and therefore compliance with the same will be made within the prescribed time.

Upon approval of his appointment as an Independent Director by the members of the Company, a letter of appointment will be issued to him and disclosed on the website of the Company and the BSE Limited.

Keeping in view his considerable experience and knowledge, it would be in the interest of the Company that Shri Anand Mohan Tiwari is appointed as an Independent Director.

The Nomination and Remuneration Committee as well as the Board of Directors recommend the Ordinary Resolution under Item No.1 of the Notice for the approval of the shareholders.

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Save and except Shri Anand Mohan Tiwari, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or other Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested in this Resolution.

Item No.2:

Shri Ashwin C. Shroff, aged 74 years, is a Non-Executive Director and Chairman of the Board of the Company, liable to retire by rotation. He is also one of the promoters of the Company. In accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Shri Ashwin C. Shroff will attain the age of 75 years on 22nd January, 2020 and the continuation of his Directorship will be subject to the approval of the shareholders by a special resolution. The Board considers it desirable and in the interest of the Company to continue him as a Director of the Company. Hence the approval of the shareholders is sought for the continuation of his Directorship on the Board of the Company even after his attaining the age of 75 years and he shall also be eligible for reappointment upon retirement by rotation in future. His brief profile is given below:

Name of Director	Ashwin C. Shroff
Date of Birth	22 nd January, 1945
Date of re-appointment	9 th August, 2019
Expertise in Specific Functional Areas	Industrialist with vast experience in Chemicals and Agrochemicals Industry/Business
Qualifications	Science Graduate/ B. Sc
Brief Resume of Shri Ashwin C. Shroff	Shri Ashwin C. Shroff is the Chairman & Managing Director of Excel Industries Limited. He is a Science Graduate and started his career in 1965 as a young trainee and has grown to spearhead Excel Industries Limited. Along with these years of growth, both Excel Industries Limited and Shri Ashwin Shroff have emerged stronger, helping the growth of industrial chemicals, agro-chemicals and environment-related businesses. He was the President of Indian Chemical Manufacturers Association (now Indian Chemical Council) during 1996-1998. He has been a leading spokesperson of the chemical industry and has represented various issues of the industry to the Government of India. He has been actively associated with various NGOs promoted by Excel Group of Industries. He is a Member of the Managing Committee

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	<p>of Ramkrishna Mission, Mumbai and he was Chairman of FICCI Environment Committee and member of FICCI Chemicals Committee.</p> <p>He was conferred with the Life Time Achievement Award in the year 2012 by Indian Chemical Council, Mumbai.</p>
Companies in which Directorship held	<ul style="list-style-type: none"> • Excel Industries Limited • Transpek Industry Limited • Transpek–Silox Industry Private Limited • Excel Bio Resources Limited • Anshul Specialty Molecules Private Limited • Kamaljyot Investments Limited • Mobitrash Recycle Ventures Private Limited • Developmental & Eco-Friendly Enterprises • Centre for Bharatiya Management Development
Listed Companies in which Membership of Committees of Directors held	NIL
Relationship with other Directors or Key Managerial Personnel	Shri Ravi A. Shroff, Director of the Company is his son. None of the other Directors or Key Managerial Personnel is relative of Shri Ashwin C. Shroff.
No. of shares held in the Company as at 30.09.2019	1,63,919

The Board of Directors of the Company is of the opinion that Shri Ashwin C. Shroff has been an integral part of the Company and provided valuable insights to the Company. His contribution in the growth and progress of the Company has been very significant and his continuation as a Director and reappointment as a Director when he retires by rotation in future will be in the interest of the Company notwithstanding his completion of seventy five years of age.



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The Nomination and Remuneration Committee as well as the Board of Directors recommend the Special Resolution under Item No.2 of the Notice for the approval of the shareholders.

Save and except Shri Ashwin C. Shroff and Shri Ravi A Shroff, who is related to him, and the relatives of Shri Ashwin C Shroff, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or other Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested in this Resolution.

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Dated: 15th November, 2019

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

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