



Transpek Industry Limited
Regd. Office: 4th Floor, Lilleria 1038, Gotri Sevasi Road, Vadodara - 390021
(CIN: L23205GJ1965PLC001343)

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 Avtar Singh as a Director of the Company, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Avtar Singh, who has been appointed as an Additional Director by the Board of Directors, be and is hereby appointed as a Director of the Company, who shall not be liable to retirement of Directors by rotation."

2. To approve the appointment and remuneration of Shri Avtar Singh as a Whole Time Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, 200 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") including any statutory modification or re-enactment thereof for the time being in force and Articles 91 and 92 of the Articles of Association of the Company, the members of the Company do hereby approve the appointment of Shri Avtar Singh as a Whole Time Director designated as Joint Managing Director of the Company for the period of five (5) year(s) effective from 1st October, 2021 upto and including 30th September, 2026, on the terms and conditions as set out in the explanatory statement pertaining to this item pursuant to section 102 of the Act and in the draft agreement proposed to be executed by and between the Company and Shri Avtar Singh 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 Avtar Singh, provided such alterations/variations are in accordance with the approval accorded by the members of the Company."

"RESOLVED FURTHER THAT Shri Avtar Singh, Whole Time Director of the Company designated as Joint Managing Director, shall perform such functions and exercise such powers and authorities as are provided in the said agreement and such other functions and powers as may be entrusted to him by the Board from time to time."

"RESOLVED FURTHER THAT, if in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, Shri Avtar Singh shall be entitled to receive and be paid the same remuneration in that year as set out in the aforesaid agreement, even if it exceeds the limits and conditions applicable under Section 197 and the provisions of Section II of Part II of Schedule V to the Act."

Regd. Office:
4th Floor, Lilleria 1038,
Gotri Sevasi Road,
Vadodara – 390021
Dated: 30th September, 2021

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 Ordinary Resolution at Item no. 1 and Special Resolution at Item No. 2 pursuant to Sections 102 and 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 30th September, 2021 ('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 30th September, 2021.
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 Saturday, 6th November, 2021 to be eligible for being considered, failing which it will be treated as if no reply has been received from the Member.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Forms will be final and binding.
9. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
10. A member cannot exercise his/her vote by proxy on postal ballot.
11. The last date for receipt of the Business Reply Envelope with Postal Ballot Form, i.e. 6th November, 2021, 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 6th November, 2021.

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 Link Intime India Private Limited ('LI IPL') for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

Voting through Electronic Means:

14. The remote e-voting period shall begin on Thursday, 7th October, 2021 at 10.00 a.m. and end on Saturday, 6th November, 2021 at 05.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (30th September, 2021) may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter. Members holding shares in the Company in physical or in demat form as on 30th September, 2021 shall only be eligible for e-voting.

For the Individual Shareholders holding securities in demat mode with NSDL:

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to the e-Voting service provider website for casting your vote during the remote e-Voting period.
- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

For the Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider ('ESP') i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. (click on Link Intime to vote in the present event.)

- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi./Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E-Voting is in progress.

For the Individual Shareholders (holding securities in demat mode) and login through their depository participants:

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once logged in, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

For the Individual Shareholders holding securities in physical mode and e-voting service provider is LINKINTIME:

1. Open the internet browser and launch the URL:<https://instavote.linkintime.co.in>
 - Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details:
 - A. User ID:** Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - Set the password of your choice (The password should contain minimum 8 characters and at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

7. After selecting the desired option i.e. Favour /Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

For the Institutional shareholders:

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

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

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

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

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

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

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

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

The Scrutinizer shall, after the time for voting is over, unblock the votes cast through e-voting or Postal Ballot Forms in the presence of at least two witnesses not in the employment of the Company and, not later than 13th November, 2021, 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 13th November, 2021, 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 LIPL. 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:

Shri Avtar Singh has been appointed as an Additional Director by the Board of Directors of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 85 of the Articles of Association of the Company on recommendation of the Nomination and Remuneration Committee. His appointment as Additional Director is upto the date of the next Annual General Meeting. However, since he is also being appointed as a Whole Time Director, it is considered advisable to appoint him as a Director not liable to retire by Rotation as per section 152 of the Companies Act, 2013.

In terms of the provisions of sub-section (1) of Section 161 of the Act, Shri Avtar Singh 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 Avtar Singh for the office of the Director of the Company.

Shri Avtar Singh 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.

The Board considers that he is a fit and suitable person for appointment as a Director and it is in the interest of the Company to appoint him as a Director and the Board recommends the ordinary resolution for appointment of Shri Avtar Singh as a Director who shall not be liable to retire by rotation, for approval of the shareholders.

Item No.2:

The Board of Directors (“the Board”) had, at its meeting held on 22nd September, 2021, as recommended by the Nomination and Remuneration Committee, unanimously appointed Shri Avtar Singh as an Additional Director and as the Whole Time Director of the Company designated as Joint Managing Director for a period of five (5) years with effect from 1st October, 2021 upto 30th September, 2026 and had also approved his remuneration and other terms and conditions during the said period, subject to approval of the shareholders.

His remuneration per month during the said period shall be in the range of Rs.7,50,000/- to Rs.12,50,000/- with annual increments as may be recommended by the Nomination and Remuneration Committee and unanimously approved by the Board from time to time, having regard to his merits and the Company's performance. He will also be entitled to perquisites equivalent to the amount of Salary and a commission at the rate of 0.75% of net profits of the Company for the relevant financial year computed in the manner laid down in Section 198 of the Companies Act, 2013 (“the Act”), subject to the limits prescribed under Section 197 and Schedule V of the Act.

As required under Schedule V of the Act, the following information is furnished:

I. General Information:

i	Nature of Industry	Manufacture of Organic and Inorganic chemicals and chemical compounds.				
ii	Date of commencement of commercial production	January, 1966				
iii	Financial performance based on given indicators	(Rs. in lakhs)				
	F.Y.	2020-2021 (Audited)	2019-2020 (Audited)	2018-2019 (Audited)	2017-2018 (Audited)	2016-2017 (Audited)
	Sales	33730.16	56326.25	59233.41	35189.90	30098.89
	Total Expenditure	33107.01	48950.76	51,106.41	33830.58	29272.66
	Cash Profit	5404.86	11942.24	11544.76	4494.73	5103.37
	Profit Before Tax	2554.33	9352.17	10130.51	3502.25	4240.47
	Profit After Tax	2331.45	7294.37	6573.70	2640.29	2997.62
	Earnings Per Share (Rs.)	41.74	130.59	117.69	47.27	51.89
	Dividend Per Share (Rs.)	7.50/-	12.50/-	20.00/-	9.00/-	9.00/-
	Net worth per Share (Rs.)	485.30	446.37	352.14	245.13	191.01
iv	Foreign investments or collaborations, if any	There have been no foreign collaborations or investments during the above financial years.				

II. Information about the appointee: Shri Avtar Singh, Whole Time Director

Sr. No	Particulars
1	<p>Background Details: Date of Birth: 04/10/1958 (age 62 years) Qualification: B.Sc.</p> <p>Professional Competencies/Expertise:</p> <ul style="list-style-type: none"> ➤ Operations ➤ Business Development ➤ New Products Development ➤ Quality Controls ➤ Research & Development ➤ Project Management <p>Other Directorships:</p> <ol style="list-style-type: none"> 1. Punjab Chemicals and Crop Protection Limited - Non Executive Director 2. Saurav Chemicals Limited – Independent Director 3. SD AG Chem (Europe N.V.) – Director 4. TML Industries Limited – Non Executive Director
	<p>Experience and Brief Profile: Shri Avtar Singh started his career with Gharda Chemicals Private Limited, Mumbai as Junior Chemist in the year 1980. Thereafter, in the year 1981, he joined Punjab Chemicals and Crop Protection Limited (PCCPL) and started working in Operations and handled plants in various capacities. Having regard to his technical expertise, knowledge of business processes and products of the Company, introduction of new products and his innovative ideas to increase business of the Company, he was appointed as a Whole Time Director in the year 1996.</p> <p>He has 41 years of rich experience and expertise in Chemicals, Pharmaceutical and Agrochemical Products. He developed several new products in PCCPL and improved raw material efficiency and reduced cost of existing production processes. His profound knowledge in Chemistry and keen interest in Quality Controls has helped PCCPL to sustain its presence in the International Markets by matching their standard of quality and price competitiveness.</p> <p>Previous Employment: Whole-time Director (Operations and Business Development) of Punjab Chemicals and Crop Protection Limited till 30th September, 2021.</p>
2	<p>Past Remuneration (as Whole-Time Director of Punjab Chemical and Crop Protection Limited): Rs.164.91 Lakhs (for the year ended 31st March, 2021).</p>
3	<p>Recognition or Awards/Achievements: Achievements: Several notable awards and achievements at regional level.</p>
4	<p>Job Profile and Suitability: Responsible for Operations, safety, maintenance, process safety, Effluent/Waste Management and Disposal, GPCB Compliances, Compliances as Occupier under Factories Act, Technology Innovation, Research & Development, Quality Control, Projects – Design, Engineering, Equipment Selection, technical approvals, purchases related to projects and major equipments, Project Management, Budgeting and ISO Certifications, New Business Development subject to superintendence, directions and control of the Board of Directors. Considering his background and experience, believed to be suitable to perform his duties as Whole Time Director designated as Joint Managing Director.</p>

5	Remuneration Proposed: Details given below.
6	<p><u>Comparative Remuneration Profile with respect to Industry, Size of the Company, profile of the position and person:</u></p> <p>The proposed remuneration compares favourably with that being offered to similarly qualified and 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.</p>
7	<p><u>Pecuniary Relationship directly or Indirectly with the Company or Relationship with the Managerial Personnel, if any:</u></p> <p>Shri Avtar Singh 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 Directors and the Managerial Personnel of the Company.</p>

Salient Features of the Terms and Conditions and Remuneration payable to Shri Avtar Singh as Whole Time Director designated as Joint Managing Director are as follows:

1. **Tenure:** Five year(s), effective from 1st October, 2021 to 30th September, 2026.
2. **Salary:** In the range of Rs.7,50,000/- per month to Rs.12,50,000/- per month with initial salary of Rs.7,50,000/- per month for the first year of his term. However, the Board may grant annual increments of such amount as may be recommended by the Nomination and Remuneration Committee and deemed fit by the Board from 01-10-2022 and re-fix the salary within the aforesaid range, having regard to merit and the Company's performance.
3. **Perquisites:**
 - a. In addition to the salary referred to in item 2 above, Shri Avtar Singh, Whole Time Director designated as Joint 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 or as may be agreed to by the Board of Directors and Shri Avtar Singh. The value of such perquisites will be upto an amount equal to the annual salary.
 - b. 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 phone 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 total remuneration.
 - c. Company's contribution to Provident Fund (PF), 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 (at present, PF amount is 12% of Basic Pay and Superannuation amount is 15% of Basic Pay). This shall be in addition to the above amount of perquisites.

4. Commission:

A sum as may be determined by the Board of Directors, subject to the limit of 0.75% (Zero Point Seventy Five percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Act in the relevant financial year and shall be paid to him after the adoption of the Audited Annual Financial Statements for that financial year at the Annual General Meeting of the Company.

Where a part of the period of appointment of Shri Avtar Singh as the Whole Time Director of the Company designated as Joint Managing Director falls in one financial year and another part falls in another financial year, the aforesaid sum payable to him shall be appropriately prorated.

5. Minimum Remuneration:

In the event of absence or inadequacy of profit in any financial year, the remuneration provided herein before shall be paid as the minimum remuneration for such financial year even if it exceeds the limit provided under Para (A) of Section - II of Part - II of Schedule - V of the Act subject to passing of a Special Resolution by the shareholders as required by the proviso under the said Para (A). In the event Section - II of Part - II of Schedule - V is applicable, the contributions to provident fund and superannuation or annuity fund, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure shall be in addition to salary and perquisites and then the same, to the extent exempt under the Income-tax Act, 1961, shall not be included in the computation of the ceiling on remuneration under Section - II as provided under Section - IV of Part - II of Schedule - V of the Act.

6. Ceiling on Aggregate of Salary, Perquisites and Commission:

The aggregate of Salary, Perquisites and Commission payable to Shri Avtar Singh shall not exceed the statutory limits prescribed under Section 197 and Schedule V of the Act, as amended from time to time, except in case of minimum remuneration as provided above.

7. Other Benefits:

- a. 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 Whole-time Director may be allowed to be encashed at the end of his tenure as per the Rules of the Company.
- b. Shri Avtar Singh will be entitled to reimbursement of entertainment expenses actually incurred by him in the course of business of the Company.
- c. Shri Avtar Singh 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.

d. Insurance cover for Director's Liability:

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

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

8. Other Terms and Conditions:

- a. The terms and conditions of the said 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 Whole-time Director in accordance with the approval of the shareholders of the Company, required under the Act, as amended from time to time.
- b. Shri Avtar Singh shall not, so long as he functions as the Whole-time 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 such prior approval as may be required.
- c. The appointment may be terminated by either party giving to the other party not less than ninety days' advance notice in writing.
- d. In the event of any disputes or differences arising between the Company and Shri Avtar Singh in respect of the terms and conditions of appointment, 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 for the time being in force.
- e. Shri Avtar Singh 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.
- f. The Whole-time Director, as long as he continues to be a Whole Time Director/Director of the Company unless otherwise agreed between the Whole-time Director and the Board, the Whole-time Director 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.
- g. If at any time the Whole Time Director ceases to be a director of the Company for any cause whatsoever, he shall cease to be the whole time director.
- h. Subject to the provisions of Section 202 and other applicable provisions of the Companies Act, 2013, in the event of premature termination of this contract by the Company, otherwise than for indiscipline, fraud, misfeasance, malfeasance or nonfeasance, Shri Avtar Singh will be entitled to receive from the Company compensation equivalent to 12 months' salary and equivalent perquisites as applicable at the time of such termination.

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 resolution given in this notice of Postal Ballot.

The Board of Directors recommends the Resolutions set forth in Item Nos. 1 & 2 for the approval of the shareholders.

This may also be considered and treated as the memorandum kept under Section 190 of the Companies Act, 2013.



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

Regd. Office:

4th Floor, Lilleria 1038,

Gotri Sevasi Road,

Vadodara – 390021

Dated: 30th September, 2021

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

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