



Date: 21.09.2015

To,  
The General Manager  
Corporate Relations Department  
Bombay Stock Exchange Ltd,  
1<sup>st</sup> Floor, New Trading Ring  
Phiroze Jeejeeboy Towers  
Dalal Street, Mumbai 400 001

Company Code: 506687

Sub: Proceedings of the 49<sup>th</sup> Annual General Meeting of the Members of the Company held on Monday, the 21<sup>st</sup> of September, 2015.

Dear Sir,

Pursuant to clause 31 (d) of the Listing Agreement, we submit herewith proceedings of the forty ninth Annual General Meeting of the Members of the Company held at 3:00 P.M. on Monday, the 21<sup>st</sup> of September, 2015 in Hotel Surya Palace, Opp: Parsi Agiyari, Sayajigunj, Vadodara 390 020.

**ATTENDANCE OF DIRECTORS:**

1. Shri Ashwin C. Shroff : Chairman
2. Shri Atul G. Shroff : Managing Director
3. Shri Dipesh K. Shroff : Director
4. Shri Bimal V. Mehta : Executive Director
5. Shri Ninad D. Gupte : Director
6. Shri Nimish U. Patel : Director
7. Smt. Geeta A. Goradia : Director
8. Shri Ravi A. Shroff : Director
9. Dr. Bernd Dill : Director
10. Shri Hemant J. Bhatt : Director

**A. In Attendance:**

1. Shri Ashok P. Shah : Vice President & Chief Financial Officer
2. Shri Alak D. Vyas : Dy. Company Secretary





Transpek Industry Limited

Reg. Office:

6th Floor, Marble Arch

Race Course Circle

Vadodara - 390 007, Gujarat, (India)

**Members Present:**

- Members present (in person) : 68
- Members present (in proxy) : 49

The Chairman confirmed the presence of requisite quorum for the meeting and called the meeting in order.

The Chairman introduced the Directors present at the meeting and also welcomed all the members present at the Forty Ninth Annual General Meeting of the Company.

Thereafter, the Notice convening the Forty Ninth Annual General meeting alongwith the Explanatory Statement and the Board's Report, Report on Corporate Governance, Management Discussion & Analysis Report and Auditors' Report having been received by the members, were taken as read.

The Chairman then delivered his speech to the members wherein he touched the aspects of Financial Performance for the Financial Year 2014-2015, Performance for the first quarter ended 30<sup>th</sup> June, 2015, outlook for the remaining quarters of the current Financial Year in general, Subsidiary Companies, Corporate Social Responsibility and Corporate Governance.

The Chairman then invited the members to ask questions, comments and observations on the accounts.

The members in general, congratulated the Chairman on the overall performance of the Company. The members asked few questions/ sought some information on the working and financials of the Company in 2014-15. The questions so raised were satisfactorily replied by the Chairman, Managing Director and Executive Director.

Thereafter, the Chairman stated that the Company had provided the remote e-voting facility to the members on record as on 14<sup>th</sup> September 2015 (cut-off date) for voting on the Ordinary and Special Resolutions as contained in the Notice. The Chairman then stated that the facility of remote e-voting commenced on 17<sup>th</sup> September, 2015 at 09:00 a.m. and concluded on 20<sup>th</sup> September, 2015 at 05:00 p.m.



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Then the Chairman stated that, facility of voting by poll/ballot has also been provided by the Company during the Annual General Meeting to the members/proxies who are present and who have not cast their votes by remote e-voting.

The members were informed that the votes cast by remote e-voting and votes cast by Ballot papers shall be counted by the Scrutinizer, who is present at the meeting, and the result shall be declared within prescribed time. The members were further informed that the report of Scrutinizer shall be placed on the Company's website as well as CDSL's website within 48 hours after the conclusion of AGM. These resolutions shall be deemed to have been passed at this Annual General Meeting, i.e. on 21<sup>st</sup> September, 2015.

The Chairman informed to the members that the following Resolutions are put to vote by remote e-voting and by ballot at this AGM.

ITEM NO.	RESOLUTIONS
<b>ORDINARY BUSINESS</b>	
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon. <b>(Ordinary Resolution)</b>
2.	Declaration of Dividend on equity shares of the Company. <b>(Ordinary Resolution)</b>
3.	Re-appointment of Shri Bimal V. Mehta, Executive Director, who retires by rotation. <b>(Ordinary Resolution)</b>
4.	Appointment of Statutory Auditors and to fix Remuneration. <b>(Ordinary Resolution)</b>
<b>SPECIAL BUSINESSES</b>	
5.	To adopt a new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. <b>(Special Resolution)</b> .
6.	To ratify the remuneration payable to the Cost Auditor for the Financial year ended 31 <sup>st</sup> March, 2016. <b>(Ordinary Resolution)</b> .
7.	To consider and approve related party transactions under Clause 49 (VII) of the Listing Agreement. <b>(Special Resolution)</b> .

Before Special Resolution at Item No.7 was proposed, Shri Ashwin C. Shroff, Chairman being interested in the said resolution had vacated the Chair and Shri Atul G Shroff had taken the chair for Item No. 7. After the said Item was moved, Shri Ashwin C. Shroff resumed the chair.


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The members and proxies present were requested to vote and drop their ballot in the ballot box. Post completion of voting through ballot papers, the Chairman declared that the 49<sup>th</sup> Annual General Meeting was concluded.

The Dy. Company Secretary then expressed a vote of thanks to the Chairman, Directors and shareholders of the Company.

Thanking You,

For Transpek Industry Limited

Alak D. Vyas

Dy. Company Secretary &

Compliance Officer



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