

अब बात होगी सिर्फ नये जमाने की,
टेक्समो पाइप्स और फिटिंग्स के साथ



10th

ANNUAL REPORT

F.Y. 2017-18

Board of Directors

Mrs. Rashmi Devi Agrawal	Chairperson and Non Executive Director
Mr. Sanjay Kumar Agrawal	Managing Director
Mr. Vijay Prasad Pappu	Whole Time Director cum Chief Financial Officer
Mr. Shanti Lal Badera	Non Executive Independent Director
Mr. Sunil Kumar Maheshwari	Non Executive Independent Director
Mr. Amber Chaurasia	Non Executive Independent Director

Committees of Directors

Audit Committee

Mr. Sunil Kumar Maheshwari - Chairman
Mr. Shanti Lal Badera - Member
Mr. Amber Chaurasia - Member
Mr. Vijay Prasad Pappu - Member

Nomination and Remuneration Committee

Mr. Sunil Kumar Maheshwari - Chairman
Mr. Shanti Lal Badera - Member
Mr. Amber Chaurasia - Member

Treasury Committee

Mr. Sanjay Kumar Agrawal - Chairman
Mr. Vijay Prasad Pappu - Member
Mr. Sunil Kumar Maheshwari - Member

Stakeholder Relationship Committee

Mr. Shanti Lal Badera - Chairman
Mr. Amber Chaurasia - Member
Mr. Sanjay Kumar Agrawal - Member

Statutory Auditor

Pankaj Somaiya & Associates LLP
Chartered Accountant

Company Secretary & Compliance Officer

Mr. Shyam Sunder Agrawal

Bankers

State Bank of India
Bank of Baroda
Punjab National Bank
Central Bank of India
HDFC Bank

Registrar & Share Transfer Agent

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500032

Registered Office : 98, Bahadarpur Road, Burhanpur (M.P.) 450 331

Corporate Identification Number

L25200MP2008PLC020852

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CHAIRPERSON'S MESSAGE

Dear Shareholders,

There were far reaching structural reforms implemented in the Indian economy in the last seventeen months starting from November 2016. In the process these measures have put the economy on sound growth path. The most significant reform was introduction of Goods and Service Tax w.e.f 1.7.2017. This single measure has integrated the Country's economy. Overall, the incidence of indirect tax has come down on most of the products by this measure of merging several indirect taxes and cess charged on the products in different States prior to July 2017.

The several initiatives taken by Government to boost rural income and infrastructure are now fructifying to boost business in several segments which are catered by the Company. The Company, therefore, envisaged a faster growth in business from upcoming financial years.

The effect of Demonetization, GST and RERA looks to have settled down to a large extent. The economy is moving to formal sector slowly, but surely from informal sector. This augurs well to boost the economic activity in the Country. The Monsoon for this year is also normal. Company, therefore, expects business conditions to be favorable in the year to boost the demand for its products.

Pursuant to Companies (Indian Accounting Standards) Rules, 2015, IND-AS have become applicable to your Company with effect from 1st April, 2017, accordingly the Company has prepared all its financial statements in compliance with IND-AS. Figures of previous financial year 2016-17 have also been restated as per applicable IND-AS.

During the year, the Company has implemented SAP 9.2 a leading ERP solution with effect from 1st April, 2017 by switching over from existing ERP. The implementation of SAP 9.2 shall integrate all the business process across the organization. The new Regime of SAP shall bring discipline by transforming the work culture thereby bringing transparency and structured information system.

We continue to be committed towards creating value for all our stakeholders and adhering to the highest standards of corporate governance. I will take this opportunity to thank all our Shareholders, Bankers, suppliers, customers for their continued support.

With Best Wishes

Rashmi Devi Agrawal

(Chairperson)

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the members of TEXMO PIPES AND PRODUCTS LIMITED (CIN: L25200MP2008PLC020852) will be held on Tuesday, 25th September, 2018 at 12.30 P.M. at the Registered office of the Company at 98, Bahadarpur Road, Burhanpur (M.P.) 450331 to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Rashmi Devi Agrawal (DIN: 00316248) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C), as the Statutory Auditors of the Company and to fix their remuneration.

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 Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.) (Firm Registration No. 010081C/C400001), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting of the Company to be held in the calendar year 2023, at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of out-of-pocket expenses.”

SPECIAL BUSINESS:

4. REMUNARATION OF COST AUDITOR

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 Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 75,000/- (Rupees Seventy Five thousand only) plus applicable taxes to be paid to M/s Saurabh Parikh & Associate (Firm Registration No. 101495), Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending March 31, 2019, as approved by the Board of Directors of the Company, be and is hereby ratified;

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

5. TO APPROVE RE-APPOINTMENT AND REMUNERATION OF SHRI SANJAY KUMAR AGRAWAL (DIRECTOR IDENTIFICATION NO. 00316249) AS A MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the company be and is hereby accorded to re-appoint **Mr. Sanjay Kumar Agrawal (DIN: 00316249), as Managing Director of the Company**, for a period of five years with effect from 1st September, 2018 to 31st August, 2023 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

1) Salary-

Monthly basic salary of Rs. 3,00,000/- (Rupees Three Lakh only)

(2) Allowances / Benefits / Perquisites

A. Housing - Rent free furnished residential accommodation. In case, no accommodation is provided by the Company, the Managing Director shall be paid House Rent Allowance equivalent to 40% of basic salary i.e. Rs. 1,20,000/- p.m.

B. Other Perquisites / Allowances

i. Medical Allowance 10% of basic Salary i.e. Rs. 30,000/- p.m.

- ii. Conveyance Allowance Rs. 60,000/-p.m.
 - iii. Uniform Allowance Rs. 30,000/- p.m.
 - iv. Other Allowance and Children education allowance Rs. 60,000/- p.m.
 - v. Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company applicable to Senior Management Staff/ Personnel of the Company.
 - vi. Medical and Personal Accident Insurance.
 - vii. Reimbursement of membership fees /subscription, subject to a maximum of two clubs in India.
 - viii. Conveyance: The Company shall provide suitable conveyance facilities as per requirements.
 - ix. Telecom / Computer facilities: The Company shall provide telecom / computer facilities as per requirements.
 - x. Servants facilities Gardener, cook, house keeper, watchman and driver etc.
- C. (i) Contribution to Provident fund, superannuation fund or annuity fund as per the Rules of the Company to the extent these either singly or put together do not exceed the limit laid down under the Income Tax Act, 1961 or under any statutory modification or re-enactment thereof;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, for the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, the service of the Managing Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.
- (3) Leave on full pay and allowances but not exceeding one month's leave for 11 month's service, encashment of unavailed earned leave as per Rules of the Company and / or at the end of the tenure being permitted.
- (4) Reimbursement of entertainment and other business promotion expenses actually incurred by the Managing Director in the course of business of the Company.

In the event of loss or inadequacy of profits of the Company in any year, the Managing Director shall be entitled to payment by way of salary and perquisites as specified above subject to the restrictions specified in Schedule V to the Act.

The Company shall pay to the Managing Director compensation for loss of office, or as consideration for loss of office or retirement from office or in connection with such loss or retirement, in accordance with the provisions of Section 191 and 202 of the Act.

Either party shall be entitled to terminate the appointment by giving 90 days notice in writing to the other. The Managing Director shall not be entitled to Sitting Fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sanjay Kumar Agrawal, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above subject to the restrictions set out in Schedule V of Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase and / or vary the terms and conditions aforesaid within the limitations specified in that behalf in Schedule V to the Act or any statutory modification or re-enactment thereof for the time being in force or otherwise as may be permissible at law;

RESOLVED FURTHER THAT the Managing Director shall not be liable to retire by rotation as long as he continues to be Managing Director of the Company;

AND RESOLVED LASTLY THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.”

6. TO APPROVE RE-APPOINTMENT AND REMUNERATION OF SHRI VIJAY PRASAD PAPPU (DIRECTOR IDENTIFICATION NO. 02066748) AS A WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors and approval thereof by the Board, approvals of the members of the company be and is hereby accorded to re-appoint **Mr. Vijay Prasad Pappu (DIN: 02066748), as Whole Time Director of the Company**, for a period of five years with effect from 1st September, 2018 to 31st August, 2023 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

- 1) Salary-

Monthly basic salary of Rs. 50,100/- (Rupees Fifty Thousand One Hundred only)

(2) Allowances / Benefits / Perquisites

A. The Whole Time Director shall be paid House Rent Allowance equivalent to 40% of basic salary i.e. Rs. 20,040/- p.m.

B. Other Perquisites / Allowances

i. Medical Allowance 10% of basic Salary i.e. Rs. 5,010/-p.m.

ii. Conveyance Allowance Rs. 10,020/-p.m.

iii. Allowance Rs. 5,010/- p.m.

iv. Other Allowance and Children education allowance Rs. 10,020/- p.m.

v. Medical and Personal Accident Insurance.

vi. Conveyance: The Company shall provide suitable conveyance facilities as per requirements.

vii. Telecom / Computer facilities: The Company shall provide telecom / computer facilities as per requirements.

C. (i) Contribution to Provident fund, superannuation fund or annuity fund as per the Rules of the Company to the extent these either singly or put together do not exceed the limit laid down under the Income Tax Act, 1961 or under any statutory modification or re-enactment thereof;

(ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, the service of the Whole Time Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.

(3) Reimbursement of entertainment and other business promotion expenses actually incurred by the Whole Time Director in the course of business of the Company.

In the event of loss or inadequacy of profits of the Company in any year, the Whole Time Director shall be entitled to payment by way of salary and perquisites as specified above subject to the restrictions specified in Schedule V to the Act.

The Company shall pay to the Whole Time Director compensation for loss of office, or as consideration for loss of office or retirement from office or in connection with such loss or retirement, in accordance with the provisions of Section 191 and 202 of the Act.

Either party shall be entitled to terminate the appointment by giving 90 days notice in writing to the other. The Whole Time Director shall not be entitled to Sitting Fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Vijay Prasad Pappu, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above subject to the restrictions set out in Schedule V of Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase and / or vary the terms and conditions aforesaid within the limitations specified in that behalf in Schedule V to the Act or any statutory modification or re-enactment thereof for the time being in force or otherwise as may be permissible at law;

RESOLVED FURTHER THAT the Whole Time Director shall be liable to retire by rotation as long as he continues to be Whole Time Director of the Company;

AND RESOLVED LASTLY THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution."

7. TO APPROVE APPOINTMENT AND REMUNERATION OF SMT RASHMI DEVI AGRAWAL (DIRECTOR IDENTIFICATION NO. 00316248) AS A WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the company be and is hereby accorded to appoint **Mrs. Rashmi Devi Agrawal (DIN: 00316248), as Whole Time Director of the Company**, for a period of five years with effect from 1st September, 2018 to 31st August, 2023 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

1) Salary-

Monthly basic salary of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only)

(2) Allowances / Benefits / Perquisites

- A. The Whole Time Director shall be paid House Rent Allowance equivalent to 40% of basic salary i.e. Rs.50,000/- p.m.
 - B. Other Perquisites / Allowances
 - i. Medical Allowance 10% of basic Salary i.e. Rs. 12,500/-p.m.
 - ii. Conveyance Allowance Rs. 25,000/-p.m.
 - iii. Uniform Allowance Rs. 12,500/- p.m.
 - iv. Other Allowance and Children education allowance Rs. 25,000/- p.m.
 - v. Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company applicable to Senior Management Staff/ Personnel of the Company.
 - vi. Medical and Personal Accident Insurance.
 - vii. Reimbursement of membership fees /subscription, subject to a maximum of two clubs in India.
 - viii. Conveyance: The Company shall provide suitable conveyance facilities as per requirements.
 - ix. Telecom / Computer facilities: The Company shall provide telecom / computer facilities as per requirements.
 - C. (i) Contribution to Provident fund, superannuation fund or annuity fund as per the Rules of the Company to the extent these either singly or put together do not exceed the limit laid down under the Income Tax Act, 1961 or under any statutory modification or re-enactment thereof;
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, for the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, the service of the Whole Time Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.
- (3) Leave on full pay and allowances but not exceeding one month's leave for 11 month's service, encashment of unavailed earned leave as per Rules of the Company and / or at the end of the tenure being permitted.
- (4) Reimbursement of entertainment and other business promotion expenses actually incurred by the Whole Time Director in the course of business of the Company.

In the event of loss or inadequacy of profits of the Company in any year, the Whole Time Director shall be entitled to payment by way of salary and perquisites as specified above subject to the restrictions specified in Schedule V to the Act.

The Company shall pay to the Whole Time Director compensation for loss of office, or as consideration for loss of office or retirement from office or in connection with such loss or retirement, in accordance with the provisions of Section 191 and 202 of the Act.

Either party shall be entitled to terminate the appointment by giving 90 days notice in writing to the other. The Whole Time Director shall not be entitled to Sitting Fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mrs. Rashmi Devi Agrawal, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above subject to the restrictions set out in Schedule V of Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase and / or vary the terms and conditions aforesaid within the limitations specified in that behalf in Schedule V to the Act or any statutory modification or re-enactment thereof for the time being in force or otherwise as may be permissible at law;

RESOLVED FURTHER THAT the Whole Time Director shall be liable to retire by rotation as long as she continues to be Whole Time Director of the Company;

AND RESOLVED LASTLY THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.”

BY ORDER OF THE BOARD OF DIRECTOR

Shyam Sunder Agrawal

Company Secretary

Membership No.: ACS 24489

Place: Burhanpur

Date: 25th August, 2018

NOTES:-

1. A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies, duly stamped and signed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice later. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No 2 of the Notice, are annexed.
6. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under items no. 4, 5, 6 & 7 is annexed hereto.
7. Members/ Proxies are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip enclosed herewith, duly filled and signed mentioning therein details of their DP ID and Client ID / Folio No in order to attend the meeting.
8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. The Share Transfer Book and Register of Members of the Company will remain closed from 20th September, 2018 to 25th September, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.
10. Members are requested to send their queries, if any, at least seven days in advance of the meeting.
11. The Register of Director's Shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection at the venue to the Annual General Meeting of the company during the Annual General Meeting and will also remain available for inspection of the members at the registered office of the company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.
12. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN No. for the Equity Shares of the Company is INE141K01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Karvy Computershare Private Limited (“The Karvy”) Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad -500 032.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Karvy.

The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy.
14. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. To promote green initiative as per circular issued by Ministry of Corporate Affairs in 2011, the Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.texmopipe.com. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

16. The route map showing directions to reach the venue of the 10th AGM is annexed.
17. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

VOTING THROUGH ELECTRONIC MEANS:-

In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company provides the members the facility to exercise their right to vote at the AGM by electronic means and the businesses may be transacted through e-voting services provided by Karvy Comptershare Private Limited. The process and instructions for e-voting are as under.

A. In case a Member receiving an email of the Annual General Meeting Notice from Karvy

[For Members whose email IDs registered with the Company/Depository Participant(s)]:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e., **User ID and password** mentioned below). Event no. Your Folio No. /DPID-Client ID will be your User ID. However, if you are already registered with Karvy fore-voting, you can use your existing User ID and password for casting your vote. Or contact toll free number 18003454001 for your existing password.
- iii) After entering the details appropriately, Click on “LOGIN”.
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select e-voting “EVENT” no. for Texmo Pipes and Products Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under “FOR/AGAINST” or alternatively, you may partially enter any number of shares in “FOR” and partially in “AGAINST” but the total number of shares in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii) Members holding multiple Folios/Demat accounts shall choose the voting process separately for each Folios /Demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and Click on “SUBMIT”.
- xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).**
- xii) Corporate /Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution /Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: evoting_scrutinizer@rediffmail.com with a copy marked to evoting@karvy.com they may upload the same in e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENTNO.”
- xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 20th September, 2018, may write to the Karvy on the email Id: evoting@karvy.com or to Mrs Shobha Anand, Contact No. 040-67162222, at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password.

After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xiii) as mentioned in (A) above, to cast the vote.

B. In case of Members receiving physical copy of the AGM Notice by Post

[For Members whose email IDs are not registered with the Company/Depository Participant(s)]: