

# Dinesh Kumar Gupta

Practicing Company Secretary

**Dinesh Kumar Gupta**

B.COM., LL.B. (Hons.), FCS



104, Sham Tower, 1<sup>st</sup> Floor,

Near Hotel President,

164/2, R.N.T. Marg, Indore (M. P.) 452 001

Phone : 0731 - 2526208 Cell : **09425059136**

email : csdineshgupta@gmail.com

To,  
The Board of Directors,  
**Texmo Pipes And Products Limited**  
**CIN: L25200MP2008PLC020852**  
98, Bahadarpur Road,  
Burhanpur (M.P.) 450331

Subject: Secretarial Compliance Report of **Texmo Pipes And Products Limited** for the Financial  
Year Ended 31.03.2019

Dear Sir,

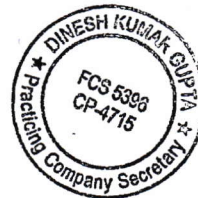
We have been engaged by **Texmo Pipes And Products Limited** (hereinafter referred to as the 'Company') bearing **CIN: L25200MP2008PLC020852** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Place: Indore  
Date: 25.05.2019



  
**Dinesh Kumar Gupta**  
Practicing Company Secretary  
FCS No.: 5396 CP No.: 4715

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## **SECRETARIAL COMPLIANCE REPORT OF TEXMO PIPES AND PRODUCTS LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2019**

**I Dinesh Kumar Gupta, Practicing Company Secretary have examined:**

- all the documents and records made available to us and explanation provided by **TEXMO PIPES AND PRODUCTS LIMITED (CIN: L25200MP2008PLC020852)** ("Listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

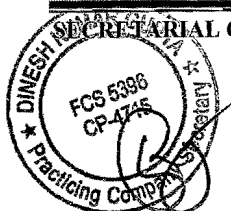
for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and,
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued there under have been examined, include:-**

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:-



- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

S.No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Nil		

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

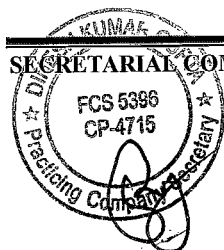
S.No.	Action taken by	Details of violation	Details of action taken	Observations/ Remarks of the Practicing Company Secretary, if any
	Nil			

- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not applicable considering it is the first year of implementation of this report.			

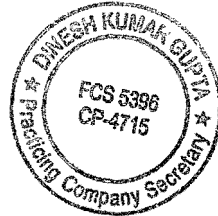
**Note:-**

- 1) Provide the list of all the observations in the report for the previous year along with the actions taken by the Listed Entity on those observations- **Not Applicable.**



- 2) *Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations- Not Applicable.*

*Place: Indore  
Date: 25.05.2019*



  
**Dinesh Kumar Gupta**  
**Practicing Company Secretary**  
**FCS No.: 5396 C P No.: 4715**