

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of **TEXMO PIPES AND PRODUCTS LIMITED (CIN: L25200MP2008PLC020852)** will be held on Thursday, 19th December, 2019 at 11.00 A.M. at the Registered office of the Company at 98, Bahadarpur Road, Burhanpur (M.P.) 450331 to transact the following business:-

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass, the following Resolution as an **Special Resolution:**

RE-APPOINTMENT OF SHRI SUNIL KUMAR MAHESHWARI (DIN: 03304103) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV of the Companies Act, 2013 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and based on the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for re-appointment of Shri Sunil Kumar Maheshwari (DIN: 03304103), aged about 55 years, being eligible, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further period of five years from 12th November, 2019 to 11th November, 2024, whose current period of office is expired on 24th September 2019 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

BY ORDER OF THE BOARD OF DIRECTOR
SD/-

Mahesh Thakur

Company Secretary

Membership No.: ACS 53407

Date: 12th November, 2019

Place: Burhanpur

NOTES:-

1. A member entitled to attend and vote at the Extra Ordinary 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 1 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 special business is annexed hereto.
7. Members/ Proxies are requested to bring along with them Notice of EGM 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 12th December, 2019 to 19th December, 2019 (both days inclusive) for the purpose of Extra Ordinary 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 Extra Ordinary General Meeting of the company during the Extra Ordinary 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 Extra Ordinary 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 Fintech Private Limited, formerly known as 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 EGM 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 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 EGM is annexed.
17. The facility for voting through polling paper shall also be made available at the EGM 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 EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM 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 EGM by electronic means and the businesses may be transacted through e-voting services provided by Karvy Fintech Private Limited. The process and instructions for e-voting are as under.

- A. In case a Member receiving an email of the Extra Ordinary General Meeting Notice from Karvy [For Members whose email IDs are 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 for e-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 these details appropriately, Click on “LOGIN”.
 - iv) You will now reach password change Menu where in 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, emailID, 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 share holder 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_EVENT NO.”
- xiii) In case a person has become the Member of the Company after the dispatch of EGM Notice but on or before the cut-off date i.e. 12th December, 2019, may write to the Karvy on the email Id: evoting@karvy.com or to Mrs Shobha Anand, Contact No. 040-67162222, at Karvy Fintech 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 EGM Notice by Post

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

- i). EVEN User ID and initial password is provided separately.
 - ii). Please follow all steps from Sr. No. (i) to (xiii) as mentioned (A) above, to cast your vote.
- C. The remote e-voting period commences on Monday, the 16th December, 2019 at 10:00 A.M. and ends on Wednesday, the 18th December 2019, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, 12th December, 2019, may cast their vote by electronic means in the manner and process set out here in above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll to be held at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ’s section available at Karvy’s [website :-https://evoting.karvy.com](https://evoting.karvy.com).
- E. The voting rights of the Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date i.e. (the Record Date), being Thursday, 12th December, 2019.
- F. The Board has appointed Mr. Nadir Akhtar, a Practicing Advocate as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after scrutinizing the votes cast at the meeting, not later than three days of conclusion of the voting at the EGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, and submit the same to the Chairperson.
- H. The Results on resolution shall be declared on or after the Extra Ordinary General Meeting of the Company and the resolution will be deemed to be passed on the Extra Ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution.
- I. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company i.e. www.texmopipe.com and on the website of Karvy <https://evoting.karvy.com> within two (2) days of passing of resolution and the simultaneous communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

As Special Business:-**ITEM NO. 1**

The Members of the Company at their Sixth Annual General Meeting of the Company held on Saturday the 27th September, 2014, had approved the appointment of Shri Sunil Kumar Maheshwari (DIN: 03304103), as Independent Director of the Company for a period of five years from 06th Annual General Meeting to 11th Annual General Meeting, pursuant to provisions of Section 149, 152 and they hold office as Independent Director of the Company upto the close of business hours on 24th September, 2019 in their present first term.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing of a Special Resolution by the Company.

The Company has received individual notice in writing from Member of the Company under the provisions of Section 160(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Shri Sunil Kumar Maheshwari for the office of Non-Executive Independent Director of the Company.

Shri Sunil Kumar Maheshwari, Non-Executive Independent Director of the Company, being eligible for re-appointment, have given their consent as well as requisite disclosures along with a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. In the opinion of the Board of Directors of the Company, said Director fulfil the conditions specified in the Companies Act, 2013 & Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for re-appointment of Independent Director.

The Board of Directors of the Company, based on the performance evaluation of Independent Director and as per recommendation of the Nomination & Remuneration Committee, at its meeting held on 12th November, 2019, approved the re-appointment of Shri Sunil Kumar Maheshwari, as Non-Executive Independent Director of the Company for the further period of five years from 12th November, 2019 to 11th November, 2024, as mentioned in the Resolution set out under item no. 1.

The Board of Directors considers that Shri Sunil Kumar Maheshwari have requisite expertise, versatility, extensive and enriched experience that will be of benefit to the Company.

Shri Sunil Kumar Maheshwari is a Senior Chartered Accountant and has vast experience in finance and taxation.

The Board recommends the Special Resolution set out at Item No. 1 for approval by the members.

Except Shri Sunil Kumar Maheshwari, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Place: Burhanpur

Date: 12th November, 2019

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

Mahesh Thakur

Company Secretary

MembershipNo.:ACS 53407

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING

{Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015}

Name	Date of Birth	Date of appointment	Qualification	Nature of his /her expertise in specific functional areas	Relationship between directors inter-se	Directorship in other listed entities	Membership of Committees of other listed entities	Number of shares held in the Company
Mr. Sunil Kumar Maheshwari	27.06.1964	22.11.2010	B.Com, CA	Audit, Management Consultancy, Taxation and Finance	Nil	Nil	Nil	Nil

EXTRA-ORDINARY GENERAL MEETING – 19.12.2019

ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Name(in block letters): _____

Member’s Folio Number: _____

Name of Proxy (in block letters to be filled in case the Proxy attends instead of the Member) _____
 No. of Shares held _____

I hereby record my presence at the Extra Ordinary General Meeting of Texmo Pipes and Products Limited on Thursday, 19th day of December 2019 at 11.00 A.M. at 98, Bahadarpur Road, Burhanpur (M.P.).

Please (✓) the appropriate box

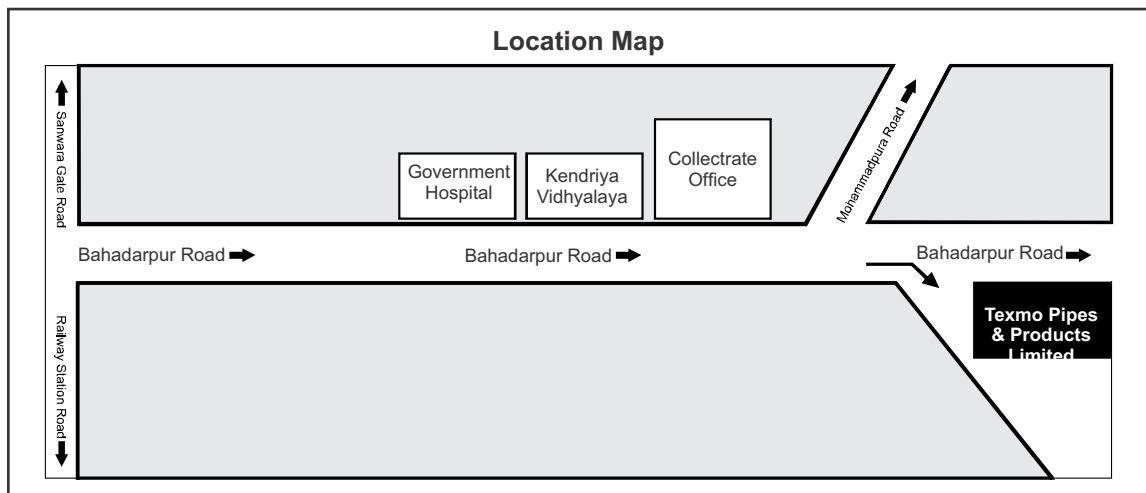
Member Proxy

 Member’s / Proxy’s Signatures*

Note: Please note that no gift/gift coupon will be distributed at the EGM.

*To be signed at the time of handing over this slip.

(Please complete this attendance slip and hand it over at the entrance of the hall)



TEXMO PIPES AND PRODUCTS LIMITED**CIN: L25200MP2008PLC020852****Regd. Office:** 98, Bahadarpur Road, Burhanpur (M.P.) – 450 331**Ph. :** (07325) 255122, Fax (07325) 253273Email: texmopipe@texmopipe.com Website: <http://www.texmopipe.com>**Form No. MGT-11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L25200MP2008PLC020852		
Name of Company:	TEXMO PIPES AND PRODUCTS LIMITED		
Registered Office :	98, Bahadarpur Road, Burhanpur (M.P.) 450331		
Name of Member (s) :			
Registered Address :			
E-mail Id :			
Folio No/Client Id		DP ID	

I/We, being the member(s) of Shares of the above named company, hereby appoint

1.	Name		
	Address		
	E-mail Id	Signature	
	Or falling him		
2.	Name		
	Address		
	E-mail Id	Signature	
	Or falling him		
3.	Name		
	Address		
	E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, 19th December, 2019 at 11:00 A.M at 98, Bahadarpur Road, Burhanpur (M.P.) 450331 and at any adjournment thereof in respect of such resolutions as are indicated below:-

** I wish my above proxy to vote in the manner as indicated in the box below:-

Resolution	For	Against
1. To re-appointment of Mr. Sunil Kumar Maheshwari (DIN: 03304103) as an Independent Director of the company for a period of five years.		

Signed this.....day of2019.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Revenue Stamp

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the Meeting.

**Texmo Pipes and Products Limited
98, Bahadarpur Road, Burhanpur - 450 331, Madhya Pradesh**

Dear Shareholders,

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies through electronic mode. In accordance with the circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices and documents, including Annual Report, to its shareholders through electronic mode to the registered e- mail addresses of shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a Greener Environment. This is a golden opportunity for every shareholder of ‘Texmo Pipes and Products Limited’ to contribute to the Corporate Social Responsibility initiative of the Company. Further it will ensure instant and definite receipt of the reports by you.

We notice that your email ID is not available in our records. As we propose to send future Communications, in electronic mode, we request you to please fill up the form given herewith for registering your e-mail ID and send the same to the following address:

Karvy Fintech Private Limited

(Unit: Texmo Pipes and Products Limited)
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad – 500 032
Email id:-shobha.anand@karvy.com

If the shares are held in electronic mode, please get your e-mail registered with your DP immediately.

Please note that as a member of the Company you will be entitled to receive all such communication in Physical Form, upon request.

Thanking you,

Yours faithfully,

For Texmo Pipes and Products Limited

Sd/-
Mahesh Thakur
Company Secretary

E-COMMUNICATION REGISTRATION FORM

Folio No. /DP Id and Client ID:

Name of 1st Registered Holder:

Name of Joint Holder(s):

Registered Address:

.....

E-Mail address (to be Registered):

I/we Shareholder(s) of Texmo Pipes and Products Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail ID for your records for sending communication through e-mail.

Date:

Signature:

(1st holder only)

Note: Shareholder(s) are requested to keep the Company informed as when there is any change in the e-mail address.