

**NOTICE**

NOTICE is hereby given that the 13th Annual General Meeting of the Members of **TEXMO PIPES AND PRODUCTS LIMITED** (CIN: L25200MP2008PLC020852) will be held through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) on Wednesday, 29th September, 2021, at 12.30 P.M. to transact with or without modification(s), as may be permissible, 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 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Vijay Prasad Pappu ((DIN: 02066748) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**3. REMUNERATION OF COST AUDITOR FOR THE YEAR 2021-22.**

To consider and, if thought fit, to pass, 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 enforce), the remuneration of Rs. 80,000/- (Rupees Eighty 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, 2022, 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.”

**4. RE-APPOINTMENT OF SHRI AMBER CHAURASIA (DIN 07729278) AS A NON EXECUTIVE INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, Regulation 16 (1)(b) and 25(8) including such other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Shri Amber Chaurasia (DIN 07729278), an Independent Director of the Company whose period of office is liable to expire on February 09, 2022, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act and Rules thereof including amendments thereunder, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from February 10, 2022 to February 09, 2027.

**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 REVISION IN REMUNERATION OF SHRI SANJAY KUMAR AGRAWAL (DIN: 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 the 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 for revision in the remuneration payable to Shri Sanjay Kumar Agrawal (DIN: 00316249) as Managing Director of the Company with effect from 1<sup>st</sup> October, 2021 for the remaining period of his present term of appointment upto 31<sup>st</sup> 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. 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand 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. 5,00,000/-

**B. Other Perquisites / Allowances**

- i. Medical Allowance 10% of basic Salary i.e. Rs. 1,25,000/-p.m.
- ii. Conveyance Allowance Rs. 2,50,000/-p.m.
- iii. Uniform Allowance Rs. 1,25,000/- p.m.
- iv. Other Allowance and Children education allowance Rs. 2,50,000/- 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.
- xi. Premium for payment of Employer-Employee Insurance taken by the Company: Rs. 10,15,687/- per annum, for pay-term of 10 years which will be paid by the Company and the said insurance cover shall be assigned in favour of Shri Sanjay Kumar Agrawal, Managing Director (DIN: 00316249) of the Company.

**C. (i) Contribution to Provident fund**, super annuation 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.

(iii) 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.

(iv) 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 Shri 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 REVISION IN REMUNERATION OF SMT. RASHMI DEVI AGRAWAL ( DIN: 00316248 ) AS 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 the 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 for revision in the remuneration payable to Mrs. Rashmi Devi Agrawal (DIN: 00316248) as Chairperson and Whole Time Director of the Company with effect from 1<sup>st</sup> October, 2021 for the remaining period of her present term of appointment upto 31<sup>st</sup> 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. 4,00,000/- (Rupees Four Lakhs 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. 1,60,000/-p.m.

B. Other Perquisites / Allowances

- i. Medical Allowance 10% of basic Salary i.e. Rs. 40,000/-p.m.
- ii. Conveyance Allowance Rs. 80,000/-p.m.
- iii. Uniform Allowance Rs. 40,000/- p.m.
- iv. Other Allowance and Children education allowance Rs. 80,000/- 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. Premium for payment of Employer-Employee Insurance taken by the Company: Rs. 7,23,728/- per annum, for pay-term of 10 years which will be paid by the Company and the said insurance cover shall be assigned in favour of Smt. Rashmi Devi Agrawal, Whole Time Director (DIN: 00316248) of the Company.

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.

(iii) 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.

(iv) 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.”

**7. TO APPROVE REVISION IN REMUNERATION OF SHRI MOHIT AGARWAL AS CHIEF EXECUTIVE OFFICER OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provision of Section 2(18), 188 and 203 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with Rules made there under and pursuant to recommendation of Nomination & Remuneration Committee and Audit Committee to the Board of Directors (Board) and approval thereof by the Board, approval of the members of the Company be and is hereby accorded to revise remuneration of Shri Mohit Agrawal to Rs. 6,00,000/- (Rupees Six Lakhs only) per month with effect from 1st October, 2021, to perform the duties assigned to him by the Board from time to time as Chief Executive Officer of the Company.

**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.”

**8. TO APPROVE REVISION IN PAY SCALE OF SMT. APARNA MOHIT AGARWAL AS CHIEF DESIGN OFFICER IN THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of Companies Act 2013 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for time being in force, and pursuant to recommendation of Nomination & Remuneration Committee and Audit Committee to the Board of Directors (Board) and approval thereof by the Board, approval of the members of the Company be and is hereby accorded for the revision in appointment terms of Smt. Aparna Mohit Agrawal as Chief Design Officer on a pay scale of Rs. 5,00,000/- per month with effect from the 01<sup>st</sup> October, 2021, in the Company.

**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.”

**BY ORDER OF THE BOARD OF DIRECTORS OF TEXMO PIPES AND PRODUCTS LIMITED**

**Ajay Shrivastava**  
**Company Secretary**

**Membership No.: ACS 41817**

**Place: Burhanpur**  
**Date: August 13, 2021**

## NOTES:-

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business as set out above is annexed hereto.
2. Pursuant to the General Circular numbers 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020, May 5, 2020 and Clarification Circular dated January 13, 2021 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM for the calendar year 2021 and the registered office of the Company i.e. 98, Bahadarpur Road, Burhanpur, MP will be the deemed venue of the AGM. In accordance with the said Circulars, hard copies of the AGM Notice and Annual Report are not circulated to the members.
3. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies to attend and cast vote on behalf of the members is not available.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 13<sup>th</sup> Annual General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as “e-AGM”.
7. e-AGM: The Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
8. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2021 and Members seeking to inspect such documents and ask any information pertaining to the above can send an email to [complaints@texmopipe.com](mailto:complaints@texmopipe.com). The same will be replied by the Company suitably.
10. Members whose shareholding is in electronic mode are requested to direct notifications about change of address, mobile number and email IDs to their respective depository participants(s) (DP) and also to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/DP.
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.

12. The Share Transfer Book and Register of Members of the Company will remain closed from 23<sup>rd</sup> September, 2021 to 29<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.
13. In compliance with Section 108 of the Act, the corresponding Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“remote e-voting”) facility provided by the KFin Technologies Private Limited (KFin), the Registrar & Share Transfer Agents (“RTA”) of the Company.
14. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting by members holding shares in dematerialized mode and for members who have not registered their email address is provided in the e-voting section which forms part of this Notice.
15. The Board of Directors have appointed CS Dinesh Kumar Gupta, Company Secretary in Practice (FCS - 5396 and CP No. - 4715), as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting at the AGM, in a fair and transparent manner.
16. Members holding shares as on cut-off date, i.e., Wednesday, September 22, 2021, may cast their votes electronically. A member will not be allowed to vote again on any resolution on which his vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. as on September 22, 2021. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
17. The remote e-voting period commences on Sunday, September 26, 2021 at 9:00 am (IST) and ends on Tuesday, September 28, 2021 at 5:00 pm (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, September 22, 2021, may cast their votes electronically. The remote e-voting module will be disabled by the RTA for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast through remote e-voting.
18. Once the vote on a Resolution is cast by the shareholder either through remote e-voting or at the AGM, he/she shall not be allowed to change it subsequently.
19. In pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Shri Ajay Shrivastava, Company Secretary is authorized and responsible to address the grievances connected with the electronic voting and contact details of him is as under: E-mail: cs@texmopipe.com. Tel: 07325-255122, Address: Texmo Pipes and Products Limited, 98, Bahadarpur Road, Burhanpur - 450 331, MP.
20. The facility for e-voting at the e-AGM will also be made available. Members present in the e-AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the e-AGM.
21. The results of the remote e-voting and poll in the e-AGM shall be declared within 48 hours of conclusion of the e-AGM and will be published on the website of the Company and also intimated to the Stock Exchanges.
22. In compliance with the Circulars, the Annual Report for 2020-21, the Notice of the 13<sup>th</sup> AGM and the instructions for remote e-voting along with other relevant information are being sent only through electronic mode to those members whose email address is registered with the Company / depository participant(s).
23. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email

addresses are requested to register their email addresses as per the instructions provided by your respective depository participants or RTA.

24. Members may also note that the Notice of the 13<sup>th</sup> AGM and the Annual Report for 2020-21 will also be made available on the Company's website, <https://texmopipe.com>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA, <https://evoting.karvy.com>.
25. Members who have acquired shares after the dispatch of notice and before the cut-off date may approach the Company/RTA for issuance of User ID and Password for exercising their votes by electronic means.
26. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

**PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9,2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat accountholders would be able to cast their vote without having to register again with thee-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on **Sunday, September 26, 2021 at 9:00 am (IST) and ends on Tuesday, September 28, 2021 at 5:00 pm (IST)**. The e-voting module will be disabled by KF in thereafter.
- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.



Step 2 :Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 :Access to join virtual meetings(e-AGM) of theCompany on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. 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.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ul>

	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name ore-Voting service provider –<b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

Details on Step 2 are mentioned below:

**II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL:<https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these 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 the “EVEN” i.e., ‘**TEXMO PIPES AND PRODUCTS LIMITED- AGM**’ and click on “Submit”

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 in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member 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 folio/ 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 have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id **csdineshgupta@gmail.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_Even No.”

**(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

ii Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

iv. Shareholders may also visit the website of the Company <https://texmopipe.com> or the website of the RTA [evoting.kfintech.com](https://evoting.kfintech.com) for downloading the Annual Report and Notice of the AGM.

**Details on Step 3 are mentioned below:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [cs@texmopipe.com](mailto:cs@texmopipe.com). Questions /queries received by the Company till 5:00 P.M. on Sunday, September 26, 2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

**OTHER INSTRUCTIONS**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select ‘Speaker Registration’ which will be opened from Friday, September 24, 2021 to Sunday, September 26, 2021. Members shall be provided a ‘queue number’ before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
  
- II. **Post your Question:** The members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select ‘Post Your Question’ option which will be opened from Friday, September 24, 2021 to Sunday, September 26, 2021.
  
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications
  
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 22, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
  
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
  
- VI. The Results shall be declared forthwith by the Chairman or a person authorized by Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes cast in favor of the Resolution(s).

- VII. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website <https://texmopipe.com> and on the website of RTA <http://evoting.karvy.com> within 48 hours from the conclusion of the e-AGM and shall also be communicated to the Stock Exchanges where the Company’s shares are listed and also displayed in the Notice Board at the Registered Office of the Company.

**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:

**ITEM NO 3**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s Saurabh Parikh& Associate, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, the remuneration will be Rs. 80,000/- (Rupees Eighty Thousand only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Board recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

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. 3 of the Notice.

**ITEM NO. 4**

The Board of the Company in its meeting held on February 10 2017, appointed Shri Amber Chaurasia (DIN 07729278) as an Independent Director for a term of 5 years. His term is valid upto February 09, 2022.

Shri Amber Chaurasia (DIN 07729278) as a Board Member, made significant contribution towards guiding the Company on various strategic, financial and business issues and that the Company benefited immensely because of his vast experience.

Shri Amber Chaurasia, aged about 45 years, he has rich experience of 23 years in the field of finance. He completed his Bachelor of Commerce from DAVV University in the year 1993. He completed his Master in Financial Administration (MFA) from DAVV University in the year 1998. He began his career with HDFC Bank in 1999 also worked with IDBI Bank and Motilal Oswal Securities. Presently he is associated with Aditya Birla Group. He has specialization in the field of Corporate Finance and Capital Market.

The Board of Directors based on recommendation of Nomination and Remuneration Committee, and subject to the approval of members of the Company, considered re-appointment of Shri Amber Chaurasia (DIN 07729278) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from February 10, 2022, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and Rules thereof including amendments thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder.

He does not hold any shares in the Company.

He is the Chairman of the Audit Committee and Member of Nomination and Remuneration Committee, Stakeholders’ Relationship Committee and Treasury Committee of the Company.

He does not hold any directorship in any other Company.

He has attended all 5 meetings of the Board of Directors of the Company during the Financial Year 2020-21.

He is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and Rules thereof including amendments thereunder and has given his consent to act as director.

The Company has also received declaration from Shri Amber Chaurasia (DIN 07729278) that he meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Shri Amber Chaurasia for the office of Director of the Company.

The Board is of the opinion that Shri Amber Chaurasia (DIN 07729278) fulfils the conditions specified in the said Act and the Rules made thereunder and also possess requisite expertise and experience (including the proficiency) and he is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Shri Amber Chaurasia (DIN 07729278) as an Independent Director for a second term of 5 (five) consecutive years with effect from February 10, 2022.

The draft letter for the re-appointment of Shri Amber Chaurasia (DIN 07729278) as an Independent Director setting out the terms and conditions is available for inspection by the members.

Except Shri Amber Chaurasia and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution. He is not related to any Director of the Company.

In terms of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and SEBI Listing Regulation, 2015, including amendments thereunder, the resolution set out at Item no. 4 of the Notice requires approval of the members of the Company by passing special resolution.

#### **ITEM NO. 5 and 6**

Since the incorporation of the Company, Shri Sanjay Kumar Agrawal is at the management and administration of the Company under the overall supervision, control and direction of the Board of Directors. Ever since under their supervision and management, the Company is being functioned successfully. The appointments of Shri Sanjay Kumar Agrawal as Managing Director and Smt. Rashmi Devi Agrawal as Whole Time Director of the Company for a period of five years w.e.f. 1<sup>st</sup> September, 2018 till 31<sup>st</sup> August, 2023 were duly approved by the Shareholders vide Special Resolution. The existing term of the office of Shri Sanjay Kumar Agrawal, Managing Director and Shri Rashmi Devi Agrawal as Whole Time Director of the Company for a period of five years is continue till 31<sup>st</sup> August 2023. On the same line Smt. Rashmi Devi Agrawal has been associated with the Company since 2013 and looking after the affairs of the Company as Chairperson of the Company, and from 01<sup>st</sup> September, 2018, she continues as a Whole Time Director of the Company and appointed for a period of five years w.e.f. 1<sup>st</sup> September 2018 till 31<sup>st</sup> August 2023 upon the terms and conditions as approved by the members.

The Nomination and Remuneration Committee at its meeting held on 01<sup>st</sup> April, 2021 had recommended and approved for taking insurance in the name of Employer-Employee Insurance from Aditya Birla Sun Life Insurance Company Limited of Shri Sanjay Kumar Agrawal as Managing Director and Shri. Rashmi Devi Agrawal as Whole Time Director being assigned to them for their services rendered to the Company.

The Nomination and Remuneration Committee at its meeting held on 13<sup>th</sup> August, 2021 had recommended for revision in remuneration of Shri Sanjay Kumar Agrawal as Managing Director, and Shri Rashmi Devi Agrawal as Whole Time Director for their remaining term w.e.f. 1<sup>st</sup> October, 2021 till 31<sup>st</sup> August, 2023.

Considering their competence, experience as also the tremendous growth in the operations of the Company during their tenure and compared to the remuneration payable to other comparable personnel of other Corporate's in the country, the terms of their service and remuneration as set out in the resolution, and which may also be deemed to be a part of this explanatory statement, are considered to be quite just, fair and reasonable. The Resolutions is accordingly recommended for your approval.

Other information as required under Section II of Schedule V of Companies Act, 2013 is as follows:

### I. General Information

Sr. No	Particulars	Details	
1.	Nature of Industry	The Company is operated in Plastic Industry and engaged in production of PVC, HDPE, SWR, Sprinkler, DRIP, CPVC Pipes and Fittings etc.	
2.	Date or expected date of commencement of commercial production	The Company was incorporated in the year 2008 and is into commercial production since then.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.	
4.	Financial performance based on given indicators (as per Audited Statements for the year ended on 31.03.2021)	<b>Particulars</b>	<b>Rs. in lakhs</b>
		Gross turnover including other income	42,284.51
		Profit before interest, depreciation and tax	2,582.94
		Interest	516.47
		Depreciation	625.68
		Profit before tax	1,440.79
		Current tax	370
		Deferred tax	(18.60)
	Short / (Excess) provisions for earlier years	(33.69)	
	Profit / (Loss) for the period	1,123.08	
5.	Foreign investments or collaborations, if any	The Company is having its overseas subsidiary in UAE viz Tapti Pipes and Products Ltd FZE; except this the Company has not entered into material foreign collaborations.	

### II. Information about the Directors concerned:

Sr. No	Particulars	Shri Sanjay Kumar Agrawal	Smt. Rashmi Devi Agrawal
1.	Background details	Shri Sanjay Kumar Agrawal is one of the Promoter, Director and is associated with the Company since	Smt. Rashmi Devi Agrawal is one of the Promoter, Director and is associated with the Company since 2013. Presently she is



		inception and looking after the operations and management of the Company. He is a creative thinker and future oriented industrialist having vast experience of over 33 years in the plastic industry.	Chairperson of the Company and a Whole Time Director and actively taking part in policy making and management of the Company.
2.	Past remuneration	The appointment terms of Shri Sanjay Kumar Agrawal as Managing Director was duly approved by the shareholders w.e.f. 1 <sup>st</sup> September, 2020 till 31 <sup>st</sup> August, 2023 at a remuneration of Rs. 15,00,000/- per month.	The appointment terms of Smt. Rashmi Devi Agrawal as Whole Time Director was duly approved by the shareholders w.e.f. 1 <sup>st</sup> September, 2020 till 31 <sup>st</sup> August, 2023 at a remuneration of Rs. 5,00,000/- per month.
3.	Recognition or awards	-	-
4.	Job profile and suitability	He has worked as Managing Director of the Company for 13 years, in which capacity he has been devoting whole time attention to the affairs of the Company and is suitable for this position.	She has worked as Director and Chairperson of the Company for 8 years, in which capacity she has been devoting whole time attention to the affairs of the Company and is suitable for this position.
5.	Remuneration proposed	Rs. 25,00,000/- per month including Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service and Premium of Rs. 10,15,687/- per annum, for pay-term of 10 years	Rs. 8,00,000/- per month including Company's contribution for her to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service and Premium of Rs. 7,23,728/- per annum, for pay-term of 10 years
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size and growth of the Company, the profile of Shri Sanjay Kumar Agarwal, the Responsibilities entrusted upon him in his capacity as Managing Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.	Considering the size and growth of the Company, the profile of Smt. Rashmi Devi Agrawal, the responsibilities entrusted upon her in her capacity as Whole Time Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Shri Sanjay Kumar Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Smt. Rashmi Devi Agrawal is wife of Shri Sanjay Kumar Agrawal. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Smt. Rashmi Devi Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Shri Sanjay Kumar Agrawal is husband of Smt. Rashmi Devi Agrawal. No other managerial personnel is concerned or interested in the above resolution.

**Other information**

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Reasons of previous losses or inadequate profits	During the previous financial years some development has taken place and Company's focus is on operations and cost. These affected the profitability of the Company up to large extent and however, results are coming for growth and profitability in a broader perspective. Apart from that Company is facing throat cutting competition from big market players of the Industry. Although Company is striving hard to form its own uniqueness and is actively working and focussed towards the quality and reputed brand name for reaching to the end users of our products.
2.	Steps taken or proposed to be taken for improvement	The Company is focusing in reducing its cost, in this series the Company has already set up Solar Power Plant in its premises which will result in substantial savings in power expenses, on the same line Company is keen towards minimizing its finance cost and obtain a positive impact on Net Worth and financials of the Company. Apart from reducing the cost efforts are being made to expand the reach of the Company to market and thereby increasing the turnover and profits of the Company and to have greater outlook and profitability and growth in near future considering the present and future viability.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and is undertaking constant measures to improve it. In view of various steps taken by the Company, the Company is performing gradually better and it is also expected to perform better in terms of profitability in the years to come. However, it might be difficult in the present scenario to predict profits in measurable terms.

**III. Disclosures**

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors.
2. Details of fixed component and performance linked incentives along with performance criteria- Remuneration of Directors is of fixed nature only.
3. Service contracts, notice period, severance fees- Nil
4. Stock options details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Nil

The Board recommends the special resolutions as set out in Item No. 5 and 6 of this Notice for your approval.

Shri Sanjay Kumar Agrawal and Smt. Rashmi Devi Agrawal themselves interested in the Resolution. Shri Mohit Agrawal Chief Executive Officer, of the Company, is also interested being Son of Shri Sanjay Kumar Agrawal & Smt. Rashmi Devi Agrawal. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolutions.

**ITEM NO. 7**

Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors, and as per provisions of Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company has appointed Shri Mohit Agrawal S/o Shri Sanjay

Kumar Agrawal as CEO of the Company on 29.05.2018. It is also apprise before the members that on recommendation of the Nomination & Remuneration Committee and Audit Committee and approval of Board, the remuneration of the CEO needs to be enhanced to Rs. 6,00,000/- per month w.e.f. 01st October, 2021 as per Section 188 of the Companies Act, 2013 and rules made thereunder.

The details enumerated is enlisted as hereunder:

(a) Name of the related party and nature of relationship	Name: Shri Mohit Agrawal Nature of relationship: Son of Smt. Rashmi Devi Agrawal, Chairperson & Whole Time Director and Shri Sanjay Kumar Agrawal, Managing Director
(b) Nature, duration of the contract and particulars of the contract or arrangement:	Nature: Revision in appointment terms as Chief Executive Officer of the Company Duration of Appointment terms: W.e.f. 01 <sup>st</sup> of October, 2021. Particulars of the appointment terms: Revision in Appointment terms as Chief Executive Officer in the Company in the pay scale of Rs. 6,00,000/- per month.
(c) Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Executive Officer of the Company.
(d) Any advance paid or received for the contract or arrangement, if any;	N.A.
(e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Shri Mohit Agrawal aged 29 years, Chief Executive Officer (KMP) of the Company appointed w.e.f. 1st June, 2018. He completed his Bachelor of Commerce in the year 2013. Thereafter he went abroad for higher studies. He completed his Master in International Business from Hult International Business School, San Francisco & London (UK) in the year 2017. He has specialization in the field of Marketing.
(f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all relevant factors are considered and her candidature and brief profile shall be placed before the Board.
(g) Any other information relevant or important for the Board to take a decision on the proposed transaction.	N.A.
(h) Where any director is interested in any contract or arrangement with a related party.	Director(s) interested: Smt. Rashmi Devi Agrawal, Chairperson and Whole Time Director and Shri Sanjay Kumar Agrawal, Managing Director

The Board of Directors recommends the Resolution set out in Item No. 7 for approval of the members as Ordinary Resolution.

Shri Sanjay Kumar Agrawal and Smt. Rashmi Devi Agrawal both interested in the Resolution being the father and mother of Shri Mohit Agrawal, Chief Executive Officer of the Company. Except that none of the Directors or Key

Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

**ITEM NO. 8**

Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors in its meeting held on 04.02.2021 have considered the candidature of Smt. Aparna Mohit Agrawal for the post of Chief Design Officer of the Company and appointed in a pay scale of Rs. 2,25,000/- per month w.e.f. 01.04.2021.

Accordingly, on recommendation of the Nomination and Remuneration Committee and Audit Committee, the Company has to consider revision in her pay scale to Rs. 5,00,000/- per month w.e.f. 01<sup>st</sup> October, 2021.

The details enumerated is enlisted as hereunder:

(i) Name of the related party and nature of relationship	Name: Smt. Aparna Mohit Agrawal Nature of relationship: Wife of Shri Mohit Agrawal, Chief Executive Officer of the Company and Daughter In Law of Smt. Rashmi Devi Agrawal, Chairperson & Whole Time Director and Shri Sanjay Kumar Agrawal, Managing Director
(j) Nature, duration of the contract and particulars of the contract or arrangement:	Nature: Revision in appointment terms as Chief Design Officer in the Company Duration of Appointment terms: W.e.f. 01 <sup>st</sup> of October, 2021. Particulars of the appointment terms: Revision in Appointment terms as Chief Design Officer in the Company in the pay scale of Rs. 5,00,000/- per month.
(k) Material terms of the contract or arrangement including the value, if any;	Revision in appointment terms as Chief Design Officer in the Company.
(l) Any advance paid or received for the contract or arrangement, if any;	N.A.
(m) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Smt. Aparna Mohit Agrawal aged 26 years was a Post Graduate (Fashion Technology) and is enriched with experience of designing and artistic work. She was considered for revision in appointment terms as Chief Design Officer in the Company in the pay scale of Rs. 5,00,000/- per month.
(n) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all relevant factors are considered and her candidature and brief profile shall be placed before the Board.
(o) Any other information relevant or important for the Board to take a decision on the proposed transaction.	N.A.

(p) Where any director is interested in any contract or arrangement with a related party.	Director(s) interested: Smt. Rashmi Devi Agrawal, Chairperson and Whole Time Director and Shri Sanjay Kumar Agrawal, Managing Director
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The Board of Directors recommends the Resolution set out in Item No. 8 for approval of the members as Ordinary Resolution.

Shri Sanjay Kumar Agrawal and Smt. Rashmi Devi Agrawal both interested in the Resolution being the father in law and mother in law of Smt. Aparna Mohit Agrawal, and Shri Mohit Agrawal, Chief Executive Officer of the Company being the spouse of Smt. Aparna Mohit Agrawal,. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Burhanpur**  
**Date: August 13, 2021**

**Ajay Shrivastava**  
**Company Secretary**  
**Membership No.: ACS 41817**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL 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
Shri Vijay Prasad Pappu	30.06.1959	03.07.2008	Bsc, M.A. & M.B.A.	Factory operation	Nil	Nil	Nil	1,200
Shri Amber Chaurasia	01.04.1976	10.02.2017	M.F.A	Financial Management	NA	Nil	Nil	Nil