

**EXTRAORDINARY GENERAL MEETING
TEXMO PIPES AND PRODUCTS LIMITED**

NOTICE

NOTICE is hereby given that the Extraordinary 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, 28th December, 2022, at 12.30 P.M. (IST)** to transact with or without modification(s), as may be permissible, the following business:-

SPECIAL BUSINESS:-

1. TO CONSIDER AND APPROVE RE-APPOINTMENT AND REMUNERATION OF MRS. RASHMI AGRAWAL (DIN: 00316248) AS WHOLE TIME DIRECTOR AND CHAIRPERSON OF THE COMPANY.

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

“**RESOLVED THAT THAT** pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, 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, approval of the members of the Company be and is hereby accorded to re-appoint Mrs. Rashmi Agrawal (DIN: 00316248), as Whole Time Director of the Company, for a period of five years with effect from 1st September, 2023 to 31st August, 2028 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. 13,795/- (Rupees Thirteen Thousand Seven Hundred and Ninety Five 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. 5,518/- p.m.

B. Other Perquisites / Allowances:-

i. Medical Allowance 10% of basic Salary i.e. Rs. 1,380/-p.m.

- ii. Tours and Travel Allowance: Rs. 2,33,792/- p.m.
 - iii. Entertainment Allowance: Rs. 233,792/- p.m.
 - iv. Canteen Allowance: Rs. 233,792/- p.m.
 - v. Performance Allowance: Rs. 77,931/- p.m.
 - vi. 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.
 - vii. Medical and Personal Accident Insurance.
 - viii. Reimbursement of membership fees /subscription, subject to a maximum of two clubs in India.
 - ix. Conveyance: The Company shall provide suitable conveyance facilities as per requirements.
 - x. Telecom / Computer facilities: The Company shall provide telecom / computer facilities as per requirements.
 - xi. 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 Mrs.. Rashmi 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) Expenses or 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 further to approval by the members for the appointment and remuneration payable to Mrs. Rashmi Agrawal (DIN: 00316248), Whole Time Director of the Company at the 13th Annual General Meeting held on 29th September, 2021, the structure of remuneration component as above stated in point 1 and 2 be and is hereby reviewed and taken note of, as approved by the Board on recommendation of the Nomination and Remuneration Committee of the Board in their meeting held on November 14, 2022, which is within the total limit of remuneration approved by the members in their meeting held on 29th September, 2021, for their existing term till 31st August, 2023;

RESOLVED FURTHER THAT on the recommendation of the Nomination and Remuneration Committee and approval thereof by the Board in their meeting held on November 14, 2022, the remuneration payable to Mrs. Rashmi Agrawal, Whole Time Director of the Company, as detailed in point 1 and 2, be and is hereby approved for a period of three years, for the subsequent period of her re-appointment effective from 1st September, 2023 to 31st August, 2026;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorise to vary or change the structure of remuneration component on recommendation of the Nomination and Remuneration Committee of the Board, as and when reviewed by the Company or under any law for the time being in force, which shall be within the limit of total remuneration approved for their appointment;

RESOLVED FURTHER THAT subject to approval of members of the Company, where in any financial year during the currency of the tenure of Mrs. Rashmi 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 he continues to be Whole Time Director of the Company.

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

2. TO CONSIDER AND APPROVE RE-APPOINTMENT AND REMUNERATION OF MR. 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 a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule-V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, 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, approval of the members of the Company be and is hereby accorded to re-appoint **Mr. Sanjay Kumar Agrawal (DIN: 00316249), as Managing Director of the Company**, for a period of five years with effect from 1st September, 2023 to 31st August, 2028 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. 13,795/- (Rupees Thirteen Thousand Seven Hundred and Ninety Five 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. 5,518/-
 - B. Other Perquisites / Allowances
 - i. Medical Allowance 10% of basic Salary i.e. Rs. 1,380/-p.m.
 - ii. Tours and Travel: Rs. 7,43,792/-p.m.
 - iii. Entertainment Allowance: Rs. 7,43,792/-p.m.
 - iv. Canteen Allowance: Rs. 7,43,792/-p.m.
 - v. Performance Allowance: Rs. 2,47,931/- p.m.
 - vi. 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.
 - vii. Medical and Personal Accident Insurance.
 - viii. Reimbursement of membership fees /subscription, subject to a maximum of two clubs in India.
 - ix. Conveyance: The Company shall provide suitable conveyance facilities as per

requirements.

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

xi. Servants facilities Gardener, cook, house keeper, watchman and driver etc.

xii. 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 Mr. Sanjay Kumar Agrawal, Managing Director (DIN: 00316249) of the Company.

xiii. Premium for payment of Employer-Employee Insurance taken by the Company (effective from 30th September, 2022): Rs. 10,69,110/- per annum, for pay-term of 12 years which will be paid by the Company and the said insurance cover shall be assigned in favour of Mr. Sanjay Kumar Agrawal, Managing Director (DIN: 00316249) 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 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) Expenses or 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 further to approval by the members for the appointment and remuneration payable to Mr. Sanjay Kumar Agrawal (DIN: 00316249), Managing

Director of the Company at the 13th Annual General Meeting held on 29th September, 2021, the structure of remuneration component as above stated in point 1 and 2 be and is hereby reviewed and taken note of, as approved by the Board on recommendation of the Nomination and Remuneration Committee of the Board in their meeting held on November 14, 2022, which is within the total limit of remuneration approved by the members in their meeting held on 29th September, 2021, and insurance taken as stated in sub-point xiii of B of point 2, for their existing term till 31st August, 2023;

RESOLVED FURTHER THAT on the recommendation of the Nomination and Remuneration Committee and approval thereof by the Board in their meeting held on November 14, 2022, the remuneration payable to Mr. Sanjay Kumar Agrawal, Managing Director of the Company, as detailed in point 1 and 2, be and is hereby approved for a period of three years, for the subsequent period of his re-appointment effective from 1st September, 2023 to 31st August, 2026;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorise to vary or change the structure of remuneration component on recommendation of the Nomination and Remuneration Committee of the Board, as and when reviewed by the Company or under any law for the time being in force, which shall be within the limit of total remuneration approved for their appointment;

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

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

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

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

3. TO CONSIDER AND APPROVE RE-APPOINTMENT AND REMUNERATION OF MR. VIJAY PRASAD PAPPU (DIN: 02066748) AS A WHOLE TIME DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, 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, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Vijay Prasad Pappu (DIN: 02066748), as Whole Time Director cum Chief Financial Officer of the Company, for a period of five years with effect from 1st September, 2023 to 31st August, 2028 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. 13,795/- ((Rupees Thirteen Thousand Seven Hundred and Ninety Five 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. 5,518/- p.m.

B. Other Perquisites / Allowances:-

i. Medical Allowance 10% of basic Salary i.e. Rs. 1,380/-p.m.

ii. Tours and Travel: Rs. 23,852/-p.m.

iii Entertainment Allowance: Rs. 23,852/-p.m.

iv. Canteen Allowance: Rs. 23,852/-p.m.

v. Performance Allowance Rs. 7,951/- p.m

vi. Medical and Personal Accident Insurance.

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

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

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

(ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, the service of the 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) Expenses or 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 further to approval by the members for the appointment and remuneration payable to Mr. Vijay Prasad Pappu (DIN: 02066748), Whole Time Director of the Company at the 10th Annual General Meeting held on 25th September, 2018, the structure of remuneration component as above stated in point 1 and 2 be and is hereby reviewed and taken note of, as approved by the Board on recommendation of the Nomination and Remuneration Committee of the Board in their meeting held on November 14, 2022, which is within the total limit of remuneration approved by the members in their meeting held on 25th September, 2018, for their existing term till 31st August, 2023;

RESOLVED FURTHER THAT on the recommendation of the Nomination and Remuneration Committee and approval thereof by the Board in their meeting held on November 14, 2022, the remuneration payable to Mr. Vijay Prasad Pappu, Whole Time Director of the Company, as detailed in point 1 and 2, be and is hereby approved for a period of three years, for the subsequent period of his re-appointment effective from 1st September, 2023 to 31st August, 2026;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorise to vary or change the structure of remuneration component on recommendation of the Nomination and Remuneration Committee of the Board, as and when reviewed by the Company or under any law for the time being in force, which shall be within the limit of total remuneration approved for their appointment;

RESOLVED FURTHER THAT subject to approval of members of the Company, where in any financial year during the currency of the tenure of Mr. Vijay Prasad Pappu, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of

salary and perquisites as specified above subject to the restrictions set out in Schedule V of Companies Act, 2013;

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

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

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

4. TO CONSIDER AND APPROVE THRESHOLD LIMIT OF A RELATED PARTY TRANSACTION.

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

“**RESOLVED THAT** pursuant to the provision of Section 188 (as amended or re-enacted from time to time) and all other provisions applicable, if any, of the Companies Act 2013, read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules 2014 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, approval of the members of the Company be and is hereby given to the Board of Directors to revise the tentative threshold limit of the related party transaction with respect to sale, purchase and supply of goods, material and services etc. with ‘Shree Vasudeo Industries’ in ordinary course of business on prevailing market price on such terms and conditions as may be mutually agreed upon between the Company and the related party for an amount upto Rs.150 Crores only (Rupees One Hundred and Fifty Crores only) in each financial year.

FURTHER RESOLVED THAT the Board of Directors of the Company or any Committee thereof or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things with regard to the said transaction with the related party, and to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings, as may be required and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the Company.”

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

Sd/-

Ajay Shrivastava
Company Secretary
Membership No.: ACS 41817

Place: Burhanpur
Date: November 14, 2022

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, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23 2021, December 08, 2021 and May 5, 2022 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 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM and the registered office of the Company i.e. 98, Bahadarpur Road, Burhanpur, MP will be the deemed venue of the EGM. In accordance with the said Circulars, hard copies of the EGM Notice are not circulated to the members.
3. Since the EGM 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 EGM 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 EGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the EGM 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 Extraordinary General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as “e-EGM”.
7. e-EGM: The Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.
8. The Members can join the e-EGM 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 EGM. 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 EGM, i.e. December 28, 2022 and Members seeking to inspect such documents and ask any information pertaining to the above can send an email to 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 22nd December, 2022 to 28th December, 2022 (both days inclusive) for the purpose of Extraordinary 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 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 EGM may participate in the EGM 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 EGM, in a fair and transparent manner.
16. Members holding shares as on cut-off date, i.e., Wednesday, December 21, 2022, 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 December 21, 2022. 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 Saturday, December 24, 2022 at 9:00 am (IST) and ends on Tuesday, December 27, 2022 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, December 21, 2022, 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 EGM, 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-EGM will also be made available. Members present in the e-EGM 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-EGM.
21. The results of the remote e-voting and poll in the e-EGM shall be declared within 2 (Two) working days of conclusion of the e-EGM and will be published on the website of the Company and also intimated to the Stock Exchanges.
22. 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.
23. Members may also note that the Notice of the e-EGM 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 and www.nseindia.com respectively, and on the website of RTA, <https://evoting.kfintech.com>.
24. 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.
25. 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.
26. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November 2021 and clarification on the same dated 14th December 2021, on Common and Simplified Norms for processing Investor's Service Request by RTAs, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that "From 1st January 2022, RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/ details are received

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE EGM 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 the e-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 **Saturday, December 24, 2022 at 9:00 am (IST) and ends on Tuesday, December 27, 2022 at 5:00 pm (IST)**. The e-voting module will be disabled by KFin 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. 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-EGM 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-EGM) of the Company on KFin system to participate e-EGM and vote at the EGM.

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

<p><u>demat mode with CDSL</u></p>	<p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e- Voting is in progress.</p>
<p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p>	<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 –KFinTech and you will be redirected to e-Voting website of KFinTech 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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- EGM'** 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 EGM 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 Notice of EGM 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 Notice of EGM 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.

ii Alternatively, member may send an e-mail request at the email id 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 Notice of EGM 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 for downloading the Notice of the EGM.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.**
- i. Member will be provided with a facility to attend the EGM 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 EGM 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 EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, 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. Questions /queries received by the Company till 5:00 P.M. on Saturday, December 24, 2022 shall only be considered and responded during the EGM.
 - 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 EGM. E-voting during the EGM 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 EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- viii. Facility of joining the EGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM 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 Thursday, December 22, 2022 to Saturday, December 24, 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- 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 Thursday, December 22, 2022 to Saturday, December 24, 2022.
- 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 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, December 21, 2022, 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 EGM 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 EGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at 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 EGM 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.kfintech.com> within 2 (Two) working days from the conclusion of the e-EGM 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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE EXTRAORDINARY 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, and listed entities from which the person	Membership of Committees of other listed entities	Number of shares held in the Company

						has resigned in the past three years.		
Smt. Rashmi Agrawal (DIN: 00316248)	27.05.1967	13.08.2013	B.A	Business Management	Wife of Shri Sanjay Kumar Agrawal	Nil	Nil	47,00,092
Shri Sanjay Kumar Agrawal (DIN: 00316249)	10.04.1964	03.07.2008	B.com, L.L.B & M.B.A	Business Management	Husband of Smt. Rashmi Agrawal	Nil	Nil	54,48,974
Shri Vijay Prasad Pappu (DIN: 02066748)	30.06.1959	03.07.2008	Bsc, M.A.& M.B.A	Factory Operation	Nil	Nil	Nil	1,200

BRIEF RESUME:-

1) Brief profile of Mrs. Rashmi Agrawal (Chairperson & Whole-Time Director)

Mrs. Rashmi Agrawal (DIN: 00316248) aged about 55 years is the Chairperson of the Company. She is one of the Promoters of the company. She is an Arts graduate from Nagpur University, and having more than 24 years of rich experience in the field of forming the policies relating to Marketing and Human Resource Development. She is also Designated Partner in our promoter group entity named M/s Shree Padmavati Irrigations LLP. She is also partner in our promoter group entities and also a Director in Texmo Pipes Foundation.

2) Brief profile of Mr. Sanjay Kumar Agrawal (Managing Director)

Mr. Sanjay Kumar Agrawal (DIN: 00316249), aged 58 years, is one of the promoters of the Company. He is a Bachelor of Commerce and Law and Master in Business Administration. He completed his Bachelor of Commerce from Doctor Harisingh Gour Vishwavidyalaya Sagar, Madhya Pradesh in 1984 and Bachelor of Law from Doctor Harisingh Gour Vishwavidyalaya, Madhya Pradesh in the year 1987 and also holds degree of M.B.A. He has more than 40 years of experience and vast experience of over 34 years in the plastic industry. He started his career in 1982 with Shree Venkatesh Cotton Company, a family business involved in cotton ginning and pressing. He was involved in the implementation of project related to cotton pressing.

In 1988, he joined Shree Balaji Industries, a partnership firm as Manager Administration where he was responsible for activities related to strategic planning, restructuring, operations, import and export, marketing, international business relationship etc. He joined the firm as a Partner on 1

December 1995. In 1991, he started Tirupati Industries and involved in the manufacturing of suction hose pipes which later on in the year 2000 on account of consolidation merged with Shree Mohit Industries (which was converted into Texmo Pipes and Products Limited). In 1995, he set up Shree Venkatesh Industries, a partnership firm and in 1998 he promoted Shree Padmavati Irrigations Private Limited later on in which he is a Designated Partner as one of our promoter group entity as M/s Shree Padmavati Irrigations LLP. He is also a Director in Texmo Pipes Foundation. He as Managing Director of the Company actively involved in the affairs of our Company and is playing a key role in the growth of our Company with his inputs in strategic planning and business development and looking after the operations and management of the Company.

3) Brief profile of Mr. Vijay Prasad Pappu (Whole-Time Director cum Chief Financial Officer)

Mr. Vijay Prasad Pappu (DIN: 02066748) aged about 63 years is the Director of the Company since incorporation and is one of the Promoters of the Company and he is also Chief Financial Officer of the Company. He has more than 37 years of experience in factory operations. He completed his Bachelor of Science from University of Indore in the year 1979. He completed his Master of Arts in Social Works from University of Indore in the year 1982 and also holds degree of M.B.A. He began his career with National Textile Corporation M.P. Limited, a Government of India Undertaking, Ministry of Textiles in the year 1985 as Trainee Executive. In the year 1996, he joined Shree Venkatesh Industries and on 3 July 2008 he has been shifted to our Company. He is now supervising the entire factory operations and matters relating to corporate affairs and the finance functions 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 1, 2 & 3

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. On the same line Smt. Rashmi Agrawal has been associated with the Company since 2013 and looking after the affairs of the Company as Chairperson of the Company, and from 01st September, 2018, she continues as a Whole Time Director of the Company and appointed for a period of five years w.e.f.1st September 2018 till 31st August 2023 upon the terms and conditions as approved by the members. Lastly Shri Vijay Prasad Pappu since the incorporation of the Company has been handling the factory operation of the Company in effective and efficient manner. The appointments of Smt. Rashmi Agrawal as Whole Time Director, Shri Sanjay Kumar Agrawal as Managing Director and Shri Vijay Prasad Pappu as Whole Time Director of the Company and recommended by Nomination and Remuneration Committee and Board of Director(s) of the Company for a period of five years w.e.f. 1st September, 2023 till 31st August, 2028. The existing term of the office of Smt. Rashmi Agrawal as Whole Time Director, Shri Sanjay Kumar Agrawal as Managing Director and Shri Vijay Prasad Pappu as Whole Time Director of the Company for a period of five years is expiring on 31st August 2023.

The Nomination and Remuneration Committee at its meeting held on 14th November, 2022 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 being assigned to him for his services rendered to the Company.

The Nomination and Remuneration Committee at its meeting held on 14th November, 2022 had recommended for Re-appointments of Smt. Rashmi Agrawal as Whole Time Director, Shri Sanjay Kumar Agrawal as Managing Director and Shri Vijay Prasad Pappu as Whole Time Director for term w.e.f. 1st September, 2023 till 31st August, 2028.

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 and Water Tanks 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 31.03.2022)	Particulars	Rs. in lakhs
		Gross turnover including other income	56,441.53
		Profit before interest, depreciation and tax	3,357.42
		Interest	569.29
		Depreciation	819.29
		Profit before tax	1,968.84
		Current tax	525
		Deferred tax	(34.81)
		Excess provision for earlier year	17.74
		Profit / (Loss) for the period	1,460.91
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	Smt. Rashmi Agrawal	Shri Sanjay Kumar Agrawal	Shri Vijay Prasad Pappu
1.	Background details	Smt. Rashmi Agrawal is one of the Promoter,	Shri Sanjay Kumar Agrawal is one of the	Shri Vijay Prasad

		Director and is associated with the Company since 2013. Presently she is Chairperson of the Company and a Whole Time Director and actively taking part in policy making and management of the Company.	Promoter, Director and is associated with the Company since 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 34 years in the plastic industry.	Pappu is one of the Promoter, Director and is associated with the Company since its incorporation. He is Whole Time Director cum Chief Financial Officer of the Company and managing the factory operation in a effective and efficient manner over the years.
2.	Past remuneration	The appointment terms of Smt. Rashmi Agrawal as Whole Time Director was duly approved by the shareholders w.e.f. 1 st October, 2021 till 31 st August, 2023 at a remuneration of Rs. 8,00,000/- per month.	The appointment terms of Shri Sanjay Kumar Agrawal as Managing Director was duly approved by the shareholders w.e.f. 1 st October, 2021 till 31 st August, 2023 at a remuneration of Rs. 25,00,000/- per month.	The appointment terms of Shri Vijay Prasad Pappu as Whole Time Director was duly approved by the shareholders w.e.f. 1 st Spetember, 2018 till 31 st August, 2023 at a remuneration of Rs. 1,00,200/- per month.
3.	Recognition or awards	-	-	
4.	Job profile and suitability	She has worked as Director and Chairperson of the Company for 9 years, in which capacity she has	He has worked as Managing Director of the Company for 14 years, in which capacity he has been devoting whole time	He has worked as Whole Time Director of the Company for 14 years, in

		been devoting whole time attention to the affairs of the Company and is suitable for this position.	attention to the affairs of the Company and is suitable for this position.	which capacity he has been devoting whole time attention to the affairs of the Company and is suitable for this position.
5.	Remuneration proposed	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.	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/- and Rs. 10,69,110/- per annum, for pay-term of 10 and 12 years.	Rs. 1,00, 200/- 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.
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 Smt. Rashmi 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	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	Considering the size of the Company, the profile of Mr.Vijay Prasad Pappu, the Responsibilities entrusted upon him in his capacity as Whole Time Director, and

		paid to similar appointees in other companies.	paid to similar appointees in other companies.	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, Smt. Rashmi Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Shri Sanjay Kumar Agrawal is husband of Smt. Rashmi Agrawal. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Shri Sanjay Kumar Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Smt. Rashmi Agrawal is wife of Shri Sanjay Kumar Agrawal. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Mr. Vijay Prasad Pappu does not have any pecuniary relationship with the Company. No other managerial personnel is concerned or interested in the above resolution.

Other information

Sr. No	Particulars	Details
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 and expansion of business. 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. 1, 2 and 3 of this Notice for your approval.

Smt. Rashmi Agrawal, Shri Sanjay Kumar Agrawal and Shri Vijay Prasad Pappu 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 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 above resolutions.

ITEM NO 4

In light of Section 188(1) of the companies Act, 2013 and rules made there under and on the recommendation of the Audit committee, the Board of Directors in their meeting held on 26.05.2022 has approved the proposed revision in threshold of the related party transaction with respect to sale, purchase and supply of goods, material and services etc. with “Shree Vasudeo Industries” from Rs. 110 Crores only/- (Rupees One Hundred and Ten Crores only) to Rs. 150 Crores only/- (Rupees One Hundred and Fifty Crores only).

All disclosure prescribed under the provision of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules 2014, and pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Regulation 23 of the SEBI (LODR) Regulations 2015 and other applicable provisions, if any, are appended below.

A summary of the information provided by the management of the Company to the audit committee is appended below.

1	Name of the Party	Shree Vasudeo Industries
2	Its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Director’s relative is partner.
3	Nature and particulars of the transaction	Sale, Purchase and supply of goods, material and services etc.
4	Tentative amount of the Proposed transaction	Rs. 1,50,00,00,000/- (Rupees one hundred and Fifty Crores only).
5	Tenure of the proposed transaction and material terms.	From financial year 2022-23 on annual basis. The said transaction is an ongoing business transaction in ordinary course of business and on arm’s length basis at prevailing market price, subject to review and approval by the Audit Committee and the Board of Directors in every financial year.

6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable.
7	Manner of determining the Price.	At prevailing market price.
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The tentative amount of the proposed RPT is 26.58 % of the annual consolidated turnover for the immediately preceding financial year of the Company.
9	Justification as to why the RPT is in the interest of the listed entity.	The above transaction is to cater the business prospect of the Company and as delivery to factory operations, resulting in saving of transportation and other related material cost. The aforesaid transaction will help the Company for smooth and efficient functioning with respect to transfer of resources and supply chain for our regular and day to day business transactions. These transactions are in the normal course of business of the Company and at an arms' length basis.

The above proposed transaction doesn't relates to any loans, inter-corporate deposits, advances or investments made or given by the Company (Texmo Pipes and Products Ltd.) or its subsidiary.

The above transaction with the related party is to cater the business prospect of the Company and as delivery to our factory operations, resulting in saving of transportation and other related and associated material cost. These transactions are in the normal course of business of the Company and at an arms' length basis. The aforesaid transaction will help the Company for smooth and efficient functioning with respect to transfer of resources and supply chain for our regular and day to day business transactions.

As per the aforementioned provisions, transactions of sale, purchase or supply of any goods or material amounting to ten percent or more of the annual consolidated turnover of the Company or Rupees One Thousand Crore, whichever is lower, require prior approval of shareholders by way of a Resolution.

The Audit Committee and Board of Directors of your Company have approved this item in their Meetings held on 26th May, 2022 and 14th November, 2022. The Audit Committee and Board of Directors are of the opinion that the transactions are on arm length basis and are in the

ordinary course of business and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

Shri Mohit Agrawal, Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal are interested in the Resolution. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives directly or indirectly concerned or interested in the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for your approval.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

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

**Place: Burhanpur, MP
Date: 14th November, 2022**