

**TEXMO PIPES AND PRODUCTS LIMITED  
POSTAL BALLOT NOTICE**



**TEXMO PIPES AND PRODUCTS LIMITED**

Regd. Office: 98, Bahadarpur Road, Burhanpur (M.P.) 450331

Tel: 07325 255122

Website: <https://texmopipe.com>

CIN: L25200MP2008PLC020852

**POSTAL BALLOT NOTICE**

(Pursuant to Section 108 and 110 of the Companies Act, 2013 Read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014)

**To the Members of the Company,**

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36, 44 and other applicable provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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, Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13<sup>th</sup>, 2022 and SEBI/HO/CDF/POD2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice.

Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent (“KFintech or RTA”) for facilitating e-voting.

The e-voting, is schedule to be held between **April 11, 2023, Tuesday to May 10, 2023 Wednesday**, The e-voting facility will be disabled by KFintech immediately thereafter and will not be allowed beyond the said date and time.

Accordingly, for completing the remote e-voting process in fair and transparent manner Board of Directors of the Company in its Board Meeting Dated 13<sup>th</sup> February, 2023 has appointed CS Dinesh Kumar Gupta, Company Secretary in Practice (FCS - 5396 and CP No. - 4715), as the Scrutinizer to scrutinize the remote e-voting process and issue scrutinizer's report and he has communicated his willingness to be appointed for the said purpose.

The calendar dates for events is as follows:

SL.NO.	DESCRIPTION	DATE
1	Cut-off Date	31 <sup>st</sup> March, 2023, Friday.
2	Dispatch Notice of Postal Ballot	10 <sup>th</sup> April, 2023, Monday.
3	Commencement of Voting Period	11 <sup>th</sup> April, 2023, Tuesday
5	Conclusion of Voting Period	10 <sup>th</sup> May, 2023, Wednesday
5	Scrutinizer's Report On or Before	12 <sup>th</sup> May, 2023, Friday

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced by 12<sup>th</sup> May, 2023 not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. May 10, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **SPECIAL BUSINESS:-**

#### **1. APPOINTMENT OF MR. ABDUL QUADER MOTORWALA (DIN 03481624) AS A NON EXECUTIVE INDEPENDENT DIRECTOR.**

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

**"RESOLVED THAT** pursuant to the provision of Section 149,150, 152, 161, Schedule IV of the Companies Act, 2013 ("Act) read with Rules framed thereunder, and other applicable provisions (including any modification and re-enactment thereof) if any, of the Act, and Regulation 17 & 25(6) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR Regulations"), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Abdul Quader Motorwala (DIN: 03481624), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from February 14, 2023, who

meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from February 14, 2023 till February 13, 2028 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things 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**

Sd/-

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

**Place: Burhanpur**  
**Date: February 13, 2023**

**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 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs, Government of (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Postal Ballot process through remote e-voting.
3. Members of the Company under the category of Institutional Investors are encouraged to vote at the Postal Ballot through remote E-voting.
4. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the Postal Ballot is conducted through remote E-voting only.
5. The Members can vote on the resolution presented in the notice as per instructions provided in the notice between the scheduled time period provided for voting by following the procedure mentioned in the Notice.

6. 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.
7. 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.
8. 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, in a fair and transparent manner and submit the Scrutinizer’s report to the Chairperson of the Company or any person authorized by her.
9. Members holding shares as on cut-off date, i.e., Friday 31<sup>st</sup> March, 2023, may cast their votes electronically. 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 March 31, 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
10. The remote e-voting period commences on **Tuesday April 11, 2023 at 9:00 am (IST)** and ends on **Wednesday May 10, 2023 at 5:00 pm (IST)**. During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on Friday March 31, 2023, may cast their votes electronically. The remote e-voting module will be disabled by the RTA for voting thereafter.
11. Once the vote on a Resolution is cast by the shareholder through remote e-voting at the Postal Ballot, he/she shall not be allowed to change it subsequently.
12. 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](mailto:cs@texmopipe.com). Tel: 07325-255122, Address: Texmo Pipes and Products Limited, 98, Bahadarpur Road, Burhanpur - 450 331, MP.
13. The results of the remote e-voting in the Postal Ballot shall be declared within 2 (Two) working days of conclusion of the Voting period and will be published on the website of the Company and also intimated to the Stock Exchanges as required. 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 and Members holding

shares in physical mode are requested to update their email addresses with the Company’s RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may follow the process detailed below for registration of email ID:

Type of Holder	Processed to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at <a href="https://texmopipe.com/investor-relations/">https://texmopipe.com/investor-relations/</a>	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

14. Members may also note that the Notice of the Postal Ballot 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.kfintech.com>.
15. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [cs@texmopipe.com](mailto:cs@texmopipe.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
16. 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.
17. 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.

18. 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 IN PEVENT OF POSTAL BALLOT 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 resolution 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 account holders 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 **Tuesday, April 11, 2023 at 9:00 am (IST) and ends on Wednesday, May 10, 2023 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](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 is 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.

**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>	<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> </ul>

<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<p>v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> <p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>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></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</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><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <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>
<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 –<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	Please contact CDSL helpdesk by sending a request at



with CDSL

[helpdesk.evoting@cdslindia.com](mailto: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- POSTAL BALLOT' 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).

**(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot 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 Postal Ballot 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 Notice of Postal Ballot 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 Notice of the Postal Ballot.

**OTHER INSTRUCTIONS**

1. 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.
2. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdineshgupta@gmail.com](mailto:csdineshgupta@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login
3. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, March 31, 2023, being the cut-off date, are entitled to vote on the Resolution 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.

4. The Results shall be declared forthwith by the Chairman or a person authorized by Board in writing and the Resolution will be deemed to be passed on the last date of voting period subject to the requisite number of votes cast in favor of the Resolution(s).
5. 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-voting period as required 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 1.**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Abdul Quader Motorwala an Additional Director in the capacity of (Non Executive Independent Director) of the Company w.e.f. 14<sup>th</sup> February, 2023 to 13<sup>th</sup> February, 2028 (Both days Inclusive) subjected to the approval of the shareholders through special resolution.

The Company has already received consent of Mr. Abdual Quader Motorwala to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Management and Administration) Rules, 2014.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member ("the Act") proposing his candidature for the office of Director of the Company.

Mr. Abdul Quader Motorwala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director of the Company. Mr. Abdul Quader Motorwala has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director and he is independent of the management.

Section 149(10) of the Act provided that an independent director shall hold office for a term of up to five consecutive years on the Board. Further section 149(13) states that the provision relating to retirement of Director by rotation shall not apply to the appointment of Independent Directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Abdul Quader Motorwala as a Non Executive Independent Director of the Company to hold office for a term up to 13<sup>th</sup> February, 2028.

The Board recommended the Special Resolution at Item no.1 for approval by the members.

Except Mr. Abdul Quader Motorwala, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

**Brief Profile of Mr. Abdul Quader Motorwala (DIN: 03481624) seeking appointment as an Independent Director:**

*[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2)]*

Name	Mr. Abdul Quader Motorwala
Director Identification Number	03418624
Date of Birth	21.07.1982
Qualification	Chartered Accountant
Date of first Appointment to the Board	14.02.2023
Brief Resume, Experience and Nature of Expertise in specific functional areas	Mr. Abdul Quader Motorwala is a Chartered Accountant by profession. He also holds Bachelors Degree in Commerce from the Devi Ahilya Vishwavidyalaya and is practising in the field of taxation, accountancy and finance since the year 2012. He is presently leading the Firm M/s. Abdul Quader & Associates in the capacity of proprietor. He holds experience in the respective fields of Audits, Consultancy, Due Diligence Reports, Opinions, Company Law Matters, Secretarial Matters, Income-Tax, Sales-Tax, VAT, GST, DTC, Service-Tax Outsourcing, Accounting, E-Services of Income Tax & MCA21, Statutory & Tax Audits of Companies, Banks, Firms, Individuals, Societies, Trusts etc. He holds vast experience of audit of Bank and other Audits. He deals and has expertise in Concurrent Audit, Internal Audit and Statutory Audit of Banks, Companies, Govt. Undertakings, Primary Agriculture Credit Society and Stock Audit. He has over 10 years of experience in the related field.
Shareholding in the Company either directly or in form of beneficial interest for any other person.	Nil
Relationship with other Directors, Manager & KMP's	Nil
Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other companies	Nil
Name of Listed Entities from which resigned in the past three (3) years	Nil
Terms and conditions of appointment/ Remuneration sought to be paid/ last drawn	<b>Terms and conditions of appointment:</b> As per the details provided in this Notice <b>Remuneration sought to be paid:</b> Entitled for Sitting fees within the limits prescribed under Companies Act, 2013

	<b>Last drawn remuneration:</b> Not Applicable
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As a Chartered Accountant by profession he is having keen Knowledge in the field of Income-Tax, GST, DTC etc. Mr. Abdul Quader Motorwala has a vast experience of 10 years in the above stated fields which shall help and support the Company and the Board of Directors for all finance and connected decision matters more efficiently and effectively. Also please refer to the explanatory statement.

**BY ORDER OF THE BOARD OF DIRECTORS**

Sd/-

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

**Place: Burhanpur, MP**  
**Date: 13<sup>th</sup> February, 2023**