

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of **TEXMO PIPES AND PRODUCTS LIMITED** (CIN: L25200MP2008PLC020852) will be held through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) on Tuesday, 26th September, 2023, at 12.30 P.M. to transact with or without modification(s), as may be permissible, the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Prasad Pappu (DIN: 02066748) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Anil Kamal Garg & Company, Chartered Accountants, Indore (Firm Registration No. 004186C), as the Statutory Auditors of the Company and to fix their remuneration.

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 provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Anil Kamal Garg & Company, Chartered Accountants, Indore (Firm Registration No. 004186C) who have confirmed their eligibility to be re-appointed as statutory auditors in terms of Section 141 of the Act, read with rule 4 of the Companies (Audit and Auditors) Rule 2014, be and are hereby re-appointed as the Statutory Auditors of the Company for a second tenure of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th (Twentieth) Annual General Meeting of the Company to be held in the calendar year 2028, at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of out-of pocket expenses.”

SPECIAL BUSINESS:-

4. **REMUNERATION OF COST AUDITOR FOR THE YEAR 2023-24.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 80,000/- (Rupees Eighty thousand only) plus applicable taxes

to be paid to M/s Saurabh Parikh & Associates (Firm Registration No.101495), Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending March 31, 2024, as approved by the Board of Directors of the Company, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **TO APPROVE THE REVISION IN THRESHOLD OF A RELATED PARTY TRANSACTION WITH A RELATED PARTY FIRM.**

To consider and, if thought fit, to pass, 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(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of the Member(s) of the Company be and is hereby accorded, to revise and modify the tentative threshold 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 up to Rs. 200 Crore (Rupees Two Hundred 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.”

6. **TO APPROVE REVISION IN THRESHOLD OF A RELATED PARTY TRANSACTION WITH ‘SHREE VENKATESH INDUSTRIES PRIVATE LIMITED’.**

To consider and, if thought fit, to pass, 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(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of the Member(s) of the Company be and is here by accorded to revise and modify the tentative threshold of related party transaction with respect to sale, purchase and supply of goods, material and services etc. with “Shree Venkatesh Industries Private Limited” 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 up to Rs. 300 Crores (Rupees Three Hundred 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.”

7. **TO GRANT AUTHORITY TO THE BOARD OF DIRECTORS TO ADVANCE/GIVE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY TO SUCH PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 185 (“said Section”), and other applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Member(s) of the Company is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power conferred by this resolution), for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/to be taken by Shree Venkatesh Industries Private Limited, being entity under the category of ‘a person in whom any of the Director of the Company is interested’, as specified in the explanation to Sub-section 2 of the said Section, for an aggregate amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crore only) outstanding at any point of time and on such terms and conditions, including interest and tenure, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the loan and /or guarantee including among others things, the security for repayment, tenure of loan, tranches, interest rate and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regards and /or to settle all questions, difficulties or doubts that may arise at any stage from time to time including amendment of the terms and conditions at which the loan is granted or security is provided as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the Members or otherwise.”

8. **TO APPROVE REVISION IN REMUNERATION OF SMT. RASHMI AGRAWAL (DIN: 00316248) AS WHOLE TIME DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mrs. Rashmi Agrawal (DIN: 00316248) as Chairperson and Whole Time Director of the Company with effect from 1st September, 2023 to 31st August, 2026 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. 14,167/- (Rupees Fourteen One Hundred and Sixty Seven 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. 5,667/- p.m.

B. Other Perquisites / Allowances:-

i. Medical Allowance 10% of basic Salary i.e. Rs. 1,417/-p.m.

ii. Tours and Travel Allowance: Rs. 5,93,625/- p.m.

iii. Entertainment Allowance: Rs. 5,93,625/- p.m.

iv. Canteen Allowance: Rs. 5,93,625/- p.m.

v. Performance Allowance: Rs. 1,97,874/- 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.

xii. Premium for payment of Employer-Employee Scheme Insurance taken by the Company: Rs. 10,00,000/- per annum, for pay-term of 5 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.

xiii. Premium for payment of Employer-Employee Insurance taken by the Company: Rs. 20,00,000/- per annum, for pay-term of 5 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) 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 the Board of Directors be and is hereby authorised 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 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 she continues to be Whole Time Director of the Company;

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

9. **TO APPROVE REVISION IN REMUNERATION OF SHRI VIJAY PRASAD PAPPU (DIN: 02066748) AS WHOLE TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Vijay Prasad Pappu (DIN: 02066748) as Chairperson and Whole Time Director of the Company with effect from 1st September, 2023 to 31st August, 2026 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. 14,167/- ((Rupees Fourteen Thousand One Hundred and Sixty Seven 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. 5,667/- p.m.

B. Other Perquisites / Allowances:-

i. Medical Allowance 10% of basic Salary i.e. Rs. 1,417/-p.m.

ii. Tours and Travel: Rs. 26,685/-p.m.

iii Entertainment Allowance: Rs. 26,685/-p.m.

iv. Canteen Allowance: Rs. 26,685/-p.m.

v. Performance Allowance Rs. 8,894/- 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 Extra Ordinary General Meeting held on 28th December, 2022, the structure of remuneration component as above stated in point 1 and 2 be and is hereby approved, reviewed and taken note of, for his 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 August 11, 2023, 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 his 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, 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.”

10. **TO APPROVE RE-APPOINTMENT OF DR. PARVEZ ANJUM (DIN: 08529781) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, Regulation 16 (1)(b) and 25(8) including such other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Dr. Parvez Anjum (DIN: 08529781), an Independent Director of the Company whose period of office is liable to expire on August 12, 2024, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act and Rules thereof including amendments thereunder, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from August 13, 2024 to August 12, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Place: Burhanpur
Date: August 11, 2023**

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

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, 20/2020, 02/2022 and 10/2022 issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022, December 28, 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, Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM for the calendar year 2023 and the registered office of the Company i.e. 98, Bahadarpur Road, Burhanpur, MP will be the deemed venue of the AGM. In accordance with the said Circulars, hard copies of the AGM Notice and Annual Report are not circulated to the members.
3. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies to attend and cast vote on behalf of the members is not available.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 15th Annual General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
7. e-AGM: The Company has appointed M/s. KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
8. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2023 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 20th September, 2023 to 26th September, 2023 (both days inclusive) for the purpose of Annual General Meeting of the Company.
13. In compliance with Section 108 of the Act, the corresponding Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("remote e-voting") facility provided by the KFin Technologies Limited (KFin), the Registrar & Share Transfer Agents ("RTA") of the Company.
14. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting by members holding shares in dematerialized mode and for members who have not registered their email address is provided in the e-voting section which forms part of this Notice.
15. The Board of Directors have appointed CS Dinesh Kumar Gupta, Company Secretary in Practice (FCS - 5396 and CP No. - 4715), as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting at the AGM, in a fair and transparent manner.
16. Members holding shares as on cut-off date, i.e., Tuesday, September 19, 2023, may cast their votes electronically. A member will not be allowed to vote again on any resolution on which his vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. as on September 19, 2023. 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 Friday, September 22, 2023 at 9:00 am (IST) and ends on Monday, September 25, 2023 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 Tuesday, September 19, 2023, may cast their votes electronically. The remote e-voting module will be disabled by the RTA for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast through remote e-voting.
18. Once the vote on a Resolution is cast by the shareholder either through remote e-voting or at the AGM, he/she shall not be allowed to change it subsequently.
19. In pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Shri Ajay Shrivastava, Company Secretary is authorized and responsible to address the grievances connected with the electronic voting and contact details of him is as under: E-mail: cs@texmopipe.com. Tel: 07325-255122, Address: Texmo Pipes and Products Limited, 98, Bahadarpur Road, Burhanpur - 450 331, MP.

20. The facility for e-voting at the e-AGM will also be made available. Members present in the e-AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the e-AGM.
21. The results of the remote e-voting and poll in the e-AGM shall be declared within 2 (Two) working days of conclusion of the e-AGM and will be published on the website of the Company and also intimated to the Stock Exchanges.
22. In compliance with the Circulars, the Annual Report for 2022-23, the Notice of the 15th AGM and the instructions for remote e-voting along with other relevant information are being sent only through electronic mode to those members whose email address is registered with the Company / depository participant(s).
23. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses as per the instructions provided by your respective depository participants or RTA.
24. Members may also note that the Notice of the 15th AGM and the Annual Report for 2022-23 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>.
25. Members who have acquired shares after the dispatch of notice and before the cut-off date may approach the Company/RTA for issuance of User ID and Password for exercising their votes by electronic means.
26. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
27. 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 AGM THROUGH VC/OAVM ARE AS UNDER:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their

vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat 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 **Friday, September 19, 2023 at 9:00 am (IST) and ends on Monday, September 25, 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. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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

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

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

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders	1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nSDL.com

<p>holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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. <p>2. User not registered for IDeAS e-Services</p> <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. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <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 be 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>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <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. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
<p>Individual Shareholder login through their demat</p>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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

accounts / Website of Depository Participant	III. feature. 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.
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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- AGM"** and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id **csdineshgupta@gmail.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

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

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
- ii Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iv. Shareholders may also visit the website of the Company <https://texmopipe.com> or the website of the RTA evoting.kfintech.com for downloading the Annual Report and Notice of the AGM.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**
 - i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at cs@texmopipe.com. Questions /queries received by the Company till 5:00 P.M. on Friday, September 22, 2023 shall only be considered and responded during the AGM.
 - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Wednesday, September 20, 2023 to Friday, September 22, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Wednesday, September 20, 2023 to Friday, September 22, 2023.
- 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 Tuesday, September 19, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The Results shall be declared forthwith by the Chairman or a person authorized by Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes cast in favor of the Resolution(s).

VII. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website <https://texmopipe.com> and on the website of RTA <http://evoting.kfintech.com> within 2 (Two) working days from the conclusion of the e-AGM and shall also be communicated to the Stock Exchanges where the Company’s shares are listed and also displayed in the Notice Board at the Registered Office of the Company.

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

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

Name	Date of Birth	Date of appointment	Qualification	Nature of his / her expertise in specific functional areas	Relations hip between directors inter-se	Directors hip in other listed entities, and listed entities from which the person has resigned in the past three years.	Membership of Committees of other listed entities	Number of shares held in the Company
Mr. Vijay	30.06.1959	03.07.2008	Bsc, M.A.&	Factory	Nil	Nil	Nil	1,200

Prasad Pappu (DIN: 02066748)			M.B.A	Operation				
Dr. Parvez Anjum (DIN: 08529781)	10.06.1975	13.08.2019	M.B.A	Marketing, Operations and Business Development	Nil	Nil	Nil	Nil

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.

Brief profile of Dr. Parvez Anjum (Non-Executive Independent Director)

Dr. Parvez Anjum (DIN: 08529781) aged 47 years holds the degree of MBA and is a Non-Executive Independent Director on the Board of the Company. He has an overall academic and industrial experience of more than 14 years in the area of marketing, operations, business development, and other corporate functions.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

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

ITEM NO. 3**Brief Profile of Statutory Auditors:**

M/s. Anil Kamal Garg & Company, Chartered Accountants is a leading firm of Chartered Accountants having its core operations at Indore. They are providing a spectrum of professional services to the commercial community across the Globe since 1988 and work tirelessly for maintaining the high standards and ethics which a client expects from a professional firm. The Firm provides a comprehensive range of professional services in the Auditing, Assurance, Attestation, Legal and other related areas for all segments be it private, public, governmental, autonomous, profit and not-for-profit organizations and offers Statutory, Internal, Concurrent, Stock, Revenue, Management and Information System Audits etc. They have been successfully serving a variety of sectors of the Industry, including various listed and public companies. The firm has a vast experience of nearly 34 years in conducting statutory branch audits of various Banks such as State Bank of India, Bank of India, Bank of Baroda, Union Bank of India, United Bank of India, Central Bank of India etc.

The members of the Company at the 10th Annual General Meeting of the Company held on September 25, 2018, appointed M/s Anil Kamal Garg & Company, Chartered Accountants, Indore (Firm Registration No. 004186C) as the statutory auditors of the Company to hold office from the conclusion of the 10th Annual General Meeting (AGM) till the conclusion of the 15th Annual General Meeting to be held in the year 2023.

The initial term of appointment of M/s Anil Kamal Garg & Company, Chartered Accountants as Statutory Auditors is thereof liable to end at the conclusion of the ensuing AGM of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s Anil Kamal Garg & Company, as the Statutory Auditors of the Company. The proposed remuneration to be paid to M/s Anil Kamal Garg & Company, for their subsequent term including Statutory, Tax and GST Audit and includes various Tax work, Certification and Consultation fees etc. to upto ₹14 lakhs only (Rupees Fourteen Lakhs only) per year, plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors of the Company, on the recommendation of the Audit Committee proposes to re-appoint M/s Anil Kamal Garg & Company, as the Statutory Auditors of the Company for a second term of a consecutive period of five years from the conclusion of this AGM till the conclusion of the 20th AGM, subject to approval of Members. M/s Anil Kamal Garg & Company have submitted their eligibility certificate and consent letter to act as the Statutory Auditors of the Company and have confirmed that their proposed reappointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested (financially or otherwise) in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s Saurabh Parikh & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, the remuneration will be Rs. 80,000/- (Rupees Eighty Thousand only).

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

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

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 11.08.2023 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. 200 Crores only/- (Rupees Two Hundred Crores only) in each financial year. Presently the said approved threshold limit by the members, of the said related party transaction is Rs. 110 Crores only/- in each financial year, on annual basis. However, the Board is of the opinion that the same may likely to increase in near future, hence recommended to the members for increase in threshold to upto Rs. 200 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. 2,00,00,00,000/- (Rupees Two Hundred Crores only).
5	Tenure of the proposed	From financial year 2023-24 on annual basis.

	transaction and material terms.	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 31.33% 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 or its subsidiary.

The above transaction with the related party is to cater the business prospect of the Company and as delivery from near to our factory area, resulting in saving of transportation and other related and associated cost.

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 11th August, 2023. 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 a Ordinary Resolution.

Shri Mohit Agrawal, and Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal as relatives 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 passing of the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for your approval.

ITEM NO. 6

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 11.08.2023 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 Venkatesh Industries Private Limited” from Rs. 60 Crores only/- (Rupees Sixty Crores only) to Rs. 300 Crores only/- (Rupees Three Hundred Crores only). The Board of Directors in the aforesaid meeting only, approved the said threshold of the related party transaction to upto Rs. 60 Crores only/- on annual basis, in each financial year. However, the Board is of the opinion that the same may likely to increase in near future, hence recommended to the members for increase in threshold to upto Rs. 300 Crores only.

All disclosure prescribed under the provision of the Companies Act, 013 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 Venkatesh Industries Private Limited
2	Its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Whole Time Director is Director in the Company. (Common Director)
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. 3,00,00,00,000/- (Rupees Three Hundred Crores only).
5	Tenure of the proposed transaction and material terms.	From financial year 2023-24 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,	Not applicable.

	advances or investments made or given by the listed entity or its subsidiary	
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 46.99 % 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 from factory operations in our home state and connected regions, resulting in saving of transportation and other related material cost and fast delivery and easy transportation. 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 or its subsidiary.

The above transaction with the related party is to cater the business prospect of the Company and as delivery from near to our factory area, resulting in saving of transportation and other related and associated cost.

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 11th August, 2023. 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.

Smt. Rashmi Agrawal, and Shri Sanjay Kumar Agrawal and Shri Mohit Agrawal as relatives 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 passing of the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for your approval.

ITEM NO. 7

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no Company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a Special Resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

During the course of its business, the Company may provide loans to Shree Venkatesh Industries Private Limited and for their business, growth and expansion. This Company is falling under the Category of the person in whom Director of the Company are interested as provided in explanation to Sub-section 2 of Section 185 of the Companies Act, 2013.

The proposed Loan to be provided to this Entity shall be unsecured, repayable on demand and on such other terms and conditions as may be determined by the Board. Additionally, the Company may also provide guarantees and /or securities in connection with any loan taken/ to be taken by this Entity.

The loans/guarantees/securities to be provided by the Company shall be utilised by the aforesaid Entity for their principal business activities and the matter connected and incidental thereto and shall be for an aggregate outstanding amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty crores only).

As per section 185 of the Companies Act, 2013, the Consent of Members by way of special resolution is required for making Loans to, and or giving guarantees and / or providing of securities in connection with any loan taken to be taken by any person in whom Director of the Company are interested and hence the consent of the members is being sought by way of a Special Resolution. The total shareholding interest of promoters and directors of the Company in Shree Venkatesh Industries Private Limited is 50% respectively.

Smt. Rashmi Agrawal, and Shri Sanjay Kumar Agrawal and Shri Mohit Agrawal as relatives 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 passing of the above resolution.

The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

ITEM NO. 8 & 9

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 and Shri Vijay Prasad Pappu since the incorporation of the Company has been handling the factory operation of the Company in effective and efficient manner as a Whole Time Director cum Chief Financial Officer of the Company and appointed for a period of five years w.e.f.1st September 2018 till 31st August 2023. Smt. Rashmi Agrawal and Shri Vijay Prasad Pappu has been appointed for a period of five years w.e.f. 1st September, 2023 till 31st August, 2028 on the basic of recommendation of Nomination and Remuneration Committee and Board of Directors by the members of the Company by passing special resolution in Extraordinary General Meeting held on 28th December, 2022.

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 Water Tank, PVC, HDPE, SWR, Sprinkler, DRIP, CPVC Pipes and Fittings etc.	
2.	Date or expected date of commencement of commercial production	The Company was incorporated in the year 2008 and is into commercial production since then.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.	
4.	Financial performance based on given indicators (as per Audited Statements for the year ended on 31.03.2023)	Particulars	Rs. in lakhs
		Gross turnover including other income	63927.19
		Profit before interest, depreciation and tax	2,659.72
		Interest	982.52
		Depreciation	1082.97
		Profit before tax	594.22
		Current tax	500.00
		Deferred tax	(34.73)
	Short / (Excess) provisions for earlier years	16.34	

		Profit / (Loss) for the period	112.61
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 Devi Agrawal	Shri Vijay Prasad Pappu
1.	Background details	Smt. Rashmi Agrawal is one of the Promoter, 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.	Shri Vijay Prasad 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	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. 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.
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 been devoting whole time attention to the affairs of the Company and is suitable for this position.	He has worked as Whole Time Director of the Company for 15 years, in 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. 20,00,000/- per month including Company's contribution for her to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in	Rs. 1,10,200/- 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 and Insurance Premium as defined in the Notice.	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 paid to similar appointees in other companies..	Considering the size of the Company, the profile of ShriVijay Prasad Pappu, the Responsibilities entrusted upon him in his capacity as Whole Time Director cum CFO, and also considering the Industrial benchmarks, the Remuneration proposed is commensurate with the remuneration packages paid to similar appointees in ther 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 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. 8 and 9 of this Notice for your approval.

Smt. Rashmi Agrawal and Shri Vijay Prasad Pappu themselves are interested in the Resolution. Shri Sanjay Kumar Agrawal Managing Director, of the Company, is interested being Husband of Smt. Rashmi Agrawal and Shri Mohit Agrawal, Chief Executive Officer, of the Company is also interested being Son of 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 passing of the above resolutions.

ITEM NO. 10

The Board of the Company in its meeting held on August 13 2019, appointed Dr. Parvez Anjum (DIN: 08529781) as an Independent Director for a term of 5 years. His term is valid upto August 12, 2024.

Dr. Parvez Anjum (DIN: 08529781) as a Board Member, made significant contribution towards guiding the Company on various strategic, Operational and business issues and that the Company benefited immensely because of his vast experience.

Dr. Parvez Anjum , aged about 47 years, he has rich experience of 14 years in the area of marketing, operations, business development, and other corporate functions.

The Board of Directors based on recommendation of Nomination and Remuneration Committee, and subject to the approval of members of the Company, considered re-appointment of Dr. Parvez Anjum (DIN: 08529781) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from August 13, 2024, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and Rules thereof including amendments thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder.

He does not hold any shares in the Company.

He is the Chairman of the Stakeholders' Relationship Committee and Member of Audit Committee Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Treasury Committee of the Company.

He does not hold any directorship in any other Company.

He has attended all 4 meetings of the Board of Directors of the Company during the Financial Year 2022-23.

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

The Company has also received declaration from Dr. Parvez Anjum (DIN: 08529781) that he meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Dr. Parvez Anjum for the office of Director of the Company.

Dr. Parvez Anjum meet the criteria of necessary skills and Capabilities required for the role to act as Independent Director in terms of Business development, marketing, operations and other corporate functions.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Dr. Parvez Anjum during his tenure, the continued association of Dr. Parvez Anjum would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director.

The Board is of the opinion that Dr. Parvez Anjum (DIN: 08529781) fulfils the conditions specified in the said Act and the Rules made thereunder and also possess requisite expertise and experience (including the proficiency) and he is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Dr. Parvez Anjum (DIN: 08529781) as an Independent Director for a second term of 5 (five) consecutive years with effect from August 13, 2024.

The draft letter for the re-appointment of Dr. Parvez Anjum (DIN: 08529781) as an Independent Director setting out the terms and conditions is available for inspection by the members.

Except Dr. Parvez Anjum (DIN: 08529781) and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution. He is not related to any Director of the Company.

In terms of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and SEBI Listing Regulation, 2015, including amendments thereunder, the resolution set out at Item no. 10 of the Notice requires approval of the members of the Company by passing special resolution.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Burhanpur
Date: August 11, 2023

Ajay Shrivastava
Company Secretary
Membership No.: ACS 41817