NOTICE

NOTICE is hereby given that the 18th 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 Friday, 11th September, 2026, 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, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Rashmi Agrawal (DIN: 00316248) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:-

3. **REMUNERATION OF COST AUDITOR FOR THE YEAR 2026-27.**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being enforce), the remuneration of Rs. 80,000/- (Rupees Eighty thousand only) plus applicable taxes to be paid to M/s. Saurabh Parikh & 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, 2027, 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."

4. **ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS.**

   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 42 & 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (''the Act") and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time **("SEBI ICDR Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time **("SEBI LODR Regulations")**, along with provisions of listing agreement entered into with stock exchanges and amendment thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time **("SEBI Takeover Regulations")**, any other guidelines and clarification issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India **("SEBI")**, and subject to all necessary approvals, consents, permissions and/or sanctions of Government of India, any other statutory or regulatory authorities, other applicable laws, consent of the members of the Company be and is hereby given to the Board of Directors of the Company (the **"Board"** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constituted to exercise its powers including the power conferred by this resolution), to create, offer, issue and allot on preferential basis **("Preferential Issue")** to Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal **("Proposed Allottees")**, upto maximum of 15,30,000 (Fifteen Lakhs Thirty Thousand) equity shares of face value Rs.10 (Rupees Ten) each, at a price of Rs. 45.65 (Rupee Forty Five and Sixty Five paisa only) per share including premium of Rs. 35.65 (Rupees Thirty Five and Sixty Five paisa only) per equity share, aggregating to Rs. 6,98,44,500 /- (Rupees Six Crores Ninety Eight Lakhs Forty Four Thousand Five Hundred only), in one or more than one tranches; provided that the minimum price of the equity share so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR Regulations) for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as the Board may deemed fit in its absolute discretion.

   RESLOVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as 12th August 2026 being date 30 days prior to the date of Annual General Meeting i.e. 11th September, 2026 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

RESLOVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company.

RESLOVED FURTHER THAT the equity share to be allotted by the Company to the Proposed Allottees pursuant to the aforesaid preferential allotment shall be issued in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

RESOLVED FURTHER THAT the existing holding of proposed allottees along with Equity Shares to be so allotted shall be subject to lock-in for such period as specified under Chapter V of SEBI (ICDR) Regulations relating to Preferential Issue.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchange(s) as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

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

5. **TO APPROVE REMUNERATION PAYABLE TO SMT. RASHMI AGRAWAL (DIN: 00316248) FOR HER REMAINING TENURE 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other 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 remuneration payable to Mrs. Rashmi Agrawal (DIN: 00316248) as Chairperson and Whole Time Director of the Company with effect from 1st September, 2026 to 31st August, 2028 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

1) Salary- Monthly basic salary of Rs. 17,460/- (Rupees Seventeen Thousand Four Hundred and Sixty 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. 6,984/- p.m.
   B. Other Perquisites / Allowances:-
      i. Medical Allowance 10% of basic Salary i.e. Rs. 1,746/-p.m.

ii. Tours and Travel Allowance: Rs. 5,92,143/- p.m.

iii Entertainment Allowance: Rs. 5,92,143/- p.m.

iv. Canteen Allowance: Rs. 5,92,143/- p.m.

v. Performance Allowance: Rs. 1,93,781/- 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.

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

(ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, for the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, the service of the Whole Time Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.

(iii) Leave on full pay and allowances but not exceeding one month's leave for 11 month's service, encashment of unavailed earned leave as per Rules of the Company and / or at the end of the tenure being permitted.

(iv) Expenses or Reimbursement of entertainment and other business promotion expenses actually incurred by the Whole Time Director in the course of business of the Company.

In the event of loss or inadequacy of profits of the Company in any year, the Whole Time Director shall be entitled to payment by way of salary and perquisites as specified above subject to the restrictions specified in Schedule V to the Act.

The Company shall pay to the Whole Time Director compensation for loss of office, or as consideration for loss of office or retirement from office or in connection with such loss or retirement, in accordance with the provisions of Section 191 and 202 of the Act.

Either party shall be entitled to terminate the appointment by giving 90 days notice in writing to the other. The Whole Time Director shall not be entitled to Sitting Fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.

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

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

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

RESOLVED FURTHER THAT the Whole Time Director shall be liable to retire by rotation as long as 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."

6. **TO APPROVE REMUNERATION PAYABLE TO MR. SANJAY KUMAR AGRAWAL (DIN: 00316249) FOR HIS REMAINING TENURE AS A MANAGING DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule-V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approval of the members of the Company be and is hereby accorded for remuneration payable to Mr. Sanjay Kumar Agrawal (DIN: 00316249), as Managing Director of the Company, with effect from 1st September, 2026 to 31st August, 2028 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-:

1) Salary- Monthly basic salary of Rs. 17,460/- (Rupees Seventeen Thousand Four Hundred and Sixty only)

2) Allowances / Benefits / Perquisites

   A. Housing - Rent free furnished residential accommodation. In case, no accommodation is provided by the Company, the Managing Director shall be paid House Rent Allowance equivalent to 40% of basic salary i.e. Rs. 6,984/-

   B. Other Perquisites / Allowances

      i. Medical Allowance 10% of basic Salary i.e. Rs. 1,746/-p.m.

      ii. Tours and Travel: Rs. 7,42,143/-p.m.

      iii Entertainment Allowance: Rs. 7,42,143/-p.m.

      iv. Canteen Allowance: Rs. 7,42,143/-p.m.

      v. Performance Allowance: Rs. 2,47,381/- p.m.

      vi. Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company applicable to Senior Management Staff / Personnel of the Company.

      vii. Medical and Personal Accident Insurance.

      viii. Reimbursement of membership fees /subscription, subject to a maximum of two clubs in India.

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

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

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

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

      (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, for the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, the service of the Managing Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.

      (iii) Leave on full pay and allowances but not exceeding one month's leave for 11 month's service, encashment of unavailed earned leave as per Rules of the Company and / or at the end of the tenure being permitted.

      (iv) Expenses or Reimbursement of entertainment and other business promotion expenses actually incurred by the Managing Director in the course of business of the Company.

      In the event of loss or inadequacy of profits of the Company in any year, the Managing Director shall be entitled to payment by way of salary and perquisites as specified above subject to the restrictions specified in Schedule V to the Act.

The Company shall pay to the Managing Director compensation for loss of office, or as consideration for loss of office or retirement from office or in connection with such loss or retirement, in accordance with the provisions of Section 191 and 202 of the Act.

Either party shall be entitled to terminate the appointment by giving 90 days notice in writing to the other. The Managing Director shall not be entitled to Sitting Fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.

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

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

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

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

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

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

Ajay Shrivastava
Company Secretary
Membership No.: ACS 41817

Place: Burhanpur
Date: August 12, 2026

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, 10/2022, 09/2023, 09/2024 and 03/2025 issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020, May 5, 2020, May 5,2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 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 2026 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 18th 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 11, 2026 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 05th September, 2026 to 11th September, 2026 (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., Friday, September 04, 2026, 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 04, 2026. 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 **Tuesday, September 08, 2026 at 9:00 am (IST)** and ends on **Thursday, September 10, 2026 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, September 04, 2026, 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 2025-26, the Notice of the 18th 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 18th AGM and the Annual Report for 2025-26 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 FOR LOGIN FOR E-VOTING AND ATTENDING AGM THROUGH VC/OAVM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	**A. User already registered for IDeAS facility:** 1. Open https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. **B. User not registered for IDeAS e-Services:** 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields **C.** By visiting the e-Voting website of NSDL: 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	**A. Existing user who has opted for Easi/Easiest** 1. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote **B. User not registered for Easi/Easiest** 1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration. 2. Proceed with completing the required fields. **C. By visiting the e-Voting website of CDSL:** 1. Visit at www.cdslindia.com 2. Provide Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, 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. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can 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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

I) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

i. Initial password is provided in the body of the e-mail.

ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the correct details, click on LOGIN.

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the EVENT i.e. **TEXMO PIPES AND PRODUCTS LIMITED - AGM.**

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at csdineshgupta@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1800 309 4001 (toll free).

A. Voting at e-AGM

i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.

ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.

iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at https://emeetings.kfintech.com by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.

ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.

iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.

iv. Members may join the meeting using headphones for better sound clarity.

v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab 'Speaker Registration' during the period starting from September 05, 2026 (09.00 a.m.) up to September 07, 2026 (05.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com/, under the "How It Works" tab placed on top of the page.

viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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).

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.

Additional notes for Shareholders:

Payment of Dividend through electronic mode only for Physical Foilios:

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode with effect from April 01, 2024.**

You may also refer to SEBI FAQs by accessing the link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ No 38 & 39)

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: Texmo Pipes and Products Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

a. Through hard copies which should be self-attested and dated. **OR**

b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. **OR**

c. Through web- portal of our RTA KFin Technologies Limited - https://ris.kfintech.com

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of Kfin Technologies Limited ; https://ris.kfintech.com/clientservices/isc/isrforms.aspx

a. Form ISR-1 duly filled in along with self attested supporting documents for updation of KYC details

b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement

c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for "Opt-out of the Nomination

Application(s) by our RTA KFINTECH

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at https://ris.kfintech.com/default.aspx# > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query , Complaints , check for status, KYC details, Dividend , Interest , Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: https://kprism.kfintech.com/signup

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com .

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- o A fully digital process, only requiring internet access and a device.
- o Effectively reduces fraud for remote and unknown applicants.
- o Supports KYC requirements.

Here's how it works:

I. Users receive a link via email and SMS.
II. Users record a video, take a selfie, and capture an image with their PAN card.
III. Facial comparison ensures the user's identity matches their verified ID (PAN).

WhatsApp:

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

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

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

Name	Date of Birth	Date of appointment	Qualification	Nature of his /her expertise in specific functional areas	Relationship between directors inter-se	Directorship in other listed entities, 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
Mrs. Rashmi Agrawal (DIN: 00316248)	27.05.1967	13.08.2013	B.A.	Business Management	Wife of Mr. Sanjay Kumar Agrawal	Nil	Nil	47,00,092

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

Mrs. Rashmi Agrawal (DIN: 00316248) aged about 59 years is the Chairperson of the Company. She is one of the Promoters of the Company. She is an Arts Graduate from Nagpur University, and having more than 28 years of rich experience in the field of forming the policies relating to Marketing and Human Resource Development. Mrs. 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 currently appointed for a term of five years w.e.f. September 1, 2023 till August 31, 2028.

She is also Designated Partner in our promoter group entity namely M/s. Shree Padmavati Irrigations LLP and a group entity M/s. Texmo Petrochemicals LLP. She is also partner in our promoter group entities and also a Director in Texmo Pipes Foundation and Director in Subsidiary Group Companies Shree Venkatesh Industries Private Limited and Shree Venkatesh Polymers Private Limited.

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

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

ITEM NO. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s Saurabh Parikh & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, the remuneration will be Rs. 80,000/- (Rupees Eighty Thousand only).

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

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

The proposed issue and allotment of Equity shares on a preferential basis, shall be governed by the applicable provisions of SEBI (ICDR) Regulations and Companies Act, 2013 read with the applicable provisions made there under. Further, in terms of Regulation 163 of the SEBI (ICDR) Regulations, certain disclosure are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without prejudice to the generality of above, the salient feature of the preferential issue of Equity Shares are:

Details of the Issue

1. The allotment of the Equity Shares to the proposed allottees is subject to not having sold any Equity shares of the Company during the 90 trading days preceding the Relevant Date. The proposed allottee have represented that the Allottee has not sold any Equity shares of the Company during the 90 trading days preceding the Relevant Date.
2. The Disclosure required under Companies Act, 2013 and in terms of Regulation 163 of the SEBI (ICDR) Regulations, are set out below:

   (a) The object of the Issue through Preferential Offer

   The object of the issue of Equity Shares by way of the proposed preferential offer is to infuse the capital from Promoters / Promoter Group for long term working capital requirements and long term financial resources for the Company. The Board of Directors of the Company have decided to issue Equity Shares to Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal, since it will also strengthen the financial position of the Company without increasing the finance cost.

   (b) The Total number of Equity Shares to be issued

   Equity Shares up to 15,30,000 (Fifteen Lakh Thirty Thousand) of face value of Rs. 10 each, the Equity Share proposed to be issued shall not be less than the price arrived at in accordance with provisions of SEBI (ICDR) Regulations.

   (c) Pricing of the Preferential Issue

   The Equity Shares will be allotted in accordance with the price determined in terms of the Regulation 164(1) of the SEBI (ICDR) Regulations. The Equity Shares shall be allotted at a price not less than higher of the following:

   (i) The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchange preceding the relevant date; or

   (ii) The 10 trading days volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchange preceding the relevant date.

   As per the calculations, 90 trading days and 10 trading days volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchanges preceding the relevant date stands at Rs. 45.61 and Rs. 43.12 respectively. However the issue has been fixed as Rs. 45.65 (including Premium of Rs. 35.65 each) per share which is higher price than Rs. 45.61 calculated as per Regulation 164(1) of the SEBI (ICDR) Regulations.

   Further, National Stock Exchange of India Limited (NSE) is the Stock Exchange on which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date and the pricing showing above has been taken from obtaining the data from NSE.

   (d) Basis on which the price has been arrived at along with report of the registered valuer.

   As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations.

(e) Relevant Date with reference to which the price has been arrived at

The Relevant Date in terms of Regulation 161(a) of the SEBI (ICDR) Regulations for determining the minimum price is 12th August, 2026, being a date which is 30 (thirty) days prior to the date of Annual General Meeting, i.e 11th September, 2026.

(f) The Class or Classes of person to whom the allotment is proposed to be made

The allotment is proposed to be made to Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal, promoters of the Company.

The details regarding the existing and proposed Shareholding are as under:

Name of Shareholder	Pre-Preferential Issue As on August 07, 2026		Post-Allotment of Equity Shares pursuant to the Preferential Issue	
	No. of Equity Shares held	% held	No. of Equity Shares held	% held
Shri Sanjay Kumar Agrawal	**5448974**	**18.66**	**5978974**	**19.46**
Smt. Rashmi Agrawal	**4700092**	**16.10**	**5700092**	**18.55**

(g) Intention of the Promoter/ Directors/ Key Management Personnel or Senior Management of the Issuer to subscribe to the offer.

Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal, promoters of the Company has intention to subscribe the issue. No shares being offered to any other Promoter and Promoter Group Companies, Directors, Key Managerial Personnel, Senior Management or relative of the Directors, Key Managerial Personnel or Senior Management of the Company.

(h) The Time within which the preferential issue shall be completed

As required under Chapter V of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the 18th Annual Ordinary General Meeting or in the event, allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

(i) The name of proposed allottees and the percentage of post preferential offer capital that may be held by them.

Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal, promoters of the Company and percentage of post preferential offer capital that will held by it is. 38.01 %.

(j) The Shareholding pattern of the Issuer before and after the preferential issue:

S. NO	CATEGORY	PRE ISSUE AS ON 07.08.2026		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	**Promoter's Holding:**				
1.	Indian:				
	Individual	10302955	35.29	11832955	38.51
	Bodies Corporate	2612000	8.95	2612000	8.50
	Sub Total	**12914955**	**44.24**	**14444955**	**47.01**
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	**12914955**	**44.24**	**14444955**	**47.01**
B	**Non-Promoter's Holding:**				
1.	Institutional Investors	64567	0.22	64567	0.21
2.	Non- institution:				
	Private Bodies Corporate	356080	1.22	356080	1.16
	Financial Institutions / Banks	1291	0.00	1291	0.00
	Directors and Relatives	0	0	0	0
	Indian public	14785299	50.64	14785299	48.12
	Others :				
a.	NRI	279332	0.96	279332	0.91

b.	Clearing Members	0	0.0	0	0
c.	HUF	793476	2.72	793476	2.58
	Sub Total (B)	**16280045**	**55.76**	**16280045**	**52.99**
	GRAND TOTAL	**29195000**	**100**	**30725000**	**100**

Note: **(1)** The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

(2) The percentage of post issue shareholding has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

(k) Change in Control

The issue of Equity Shares under consideration will not result in any change in management or control of the Company or change in the composition of the Board of Directors of the Company.

(l) The Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year 2026-27, the Company has not offered, issued and allotted any Equity Shares on Preferential basis to promoter and non promoters.

(m) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in present case since the Company is a listed Company and pricing is in terms of SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(n) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of Post-Preferential Issued Capital that may be held by the said allottee:

Not Applicable since the proposed allotment is to individual promoter(s) and they are the registered owners of the Shares.

(o) Requirement as to re-computation of Price and Lock-in of specified securities

Since the Equity Share of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and (h) of the SEBI (ICDR) Regulations.

(p) Disclosure as specified in under Regulations 163(1)(i) of the SEBI (ICDR) Regulations.

This is not applicable in present case, as the Company and any of its promoters or directors are not a wilful defaulter nor a fraudulent borrower.

(q) Disclosure as specified in under Regulations 163(1)(j) of the SEBI (ICDR) Regulations.

The current and proposed status of the allottee(s) post the preferential issue shall be and remains promoter only.

(r) Practicing Company Secretary's Certificate

The Certificate from M/s. Dinesh Kumar Gupta, Practicing Company Secretary, Indore, MP certifying that the Preferential Issue of the Equity Shares is being made in accordance with the requirements contained in the Regulation 163 (2) SEBI (ICDR) Regulations shall be made available for inspection by the members during the meeting and will also be made available on the Company's website and will be accessible at link https://texmopipe.com.

(s) Lock-in Period

The Equity Shares to be allotted to the proposed allottees mentioned above, who is part of Promoter Group, shall be locked-in for a period of eighteen months from the date of trading approval subject to the provisions of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the proposed allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval granted by the Stock Exchanges.

(t) Undertaking to put Equity Shares under lock-in till the re-computation price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time said amount is paid by the allottees.

(u) Other terms and conditions for issue of Equity Shares.

(i) The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI (ICDR) Regulations. Due to above preferential allotment of the Equity Shares, no change in management control is contemplated. The aforesaid allottees shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.

(ii) The Equity Shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank paripassu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Ltd and BSE Limited where the Equity Shares of the Company are listed.

The Board Recommends the Special Resolution as set out in the notice for member's approval.

Mr. Sanjay Kumar Agrawal, Managing Director and Mrs. Rashmi Agrawal, Whole Time Director of Company, the proposed allottees and their relatives may be deemed to be considered as interested financially or otherwise to the extent of the shares as may be offered and allotted by the Company. Mr. Mohit Agrawal, Chief Executive Officer of the Company, is also interested being son of Mr. Sanjay Kumar Agrawal & Mrs. 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 resolution.

ITEM NO. 5 & 6

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 she continues as a Whole Time Director of the Company. The existing term of the office of Smt. Rashmi Agrawal as Chairperson and Whole Time Director of the Company for a period of five years recommended by Nomination and Remuneration Committee and approved by the Board of Director(s) and Members of the Company is for a period of five years w.e.f. 1st September, 2023 till 31st August, 2028.

Since the incorporation of the Company, Shri Sanjay Kumar Agrawal is at the management and administration of the Company under the overall supervision, control and direction of the Board of Directors. Ever since under their supervision and management, the Company is being functioned successfully. The existing term of the office of Shri Sanjay Kumar Agrawal as Managing Director of the Company for a period of five years recommended by Nomination and Remuneration Committee and approved by the Board of Director(s) and Members of the Company is for a period of five years w.e.f. 1st September, 2023 till 31st August, 2028.

The remuneration payable to both Smt. Rashmi Agrawal as Whole Time Director and Shri Sanjay Kumar Agrawal as Managing Director is presently approved by the members till 31st August, 2026 in its 15th Annual General Meeting held on 26th September, 2023 and Extraordinary General Meeting held on 28th December, 2022 respectively. The Board of Directors in its meeting held on 12th August, 2026 based on the recommendation of Nomination and Remuneration Committee at its meeting held on 12th August, 2026 had recommended the remuneration payable to Smt. Rashmi Agrawal as Whole Time Director and Shri Sanjay Kumar Agrawal as Managing Director till their present term of appointment until 31st August, 2028.

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

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

I. General Information

Sr. No	Particulars	Details
1.	Nature of Industry	The Company is operated in Plastic Industry and engaged in production of 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 31.03.2026)	**Particulars**	**Rs. in lakhs**
		Gross turnover including other income	35,728.17
		Profit before interest, depreciation and tax	2,505.66
		Interest	170.43
		Depreciation	699.43
		Profit before tax	1,635.80
		Current tax	450.00
		Deferred tax	40.52
		Short / (Excess) provisions for earlier years	19.32
		Profit / (Loss) for the period	1,125.96
5.	Foreign investments or collaborations, if any	The Company is having its overseas subsidiary in UAE viz Tapti Pipes and Products Ltd FZE; except this the Company has not entered into material foreign collaborations.	

II. Information about the Directors concerned:

Sr. No	Particulars	Smt. Rashmi Agrawal	Shri Sanjay Kumar Agrawal
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 Sanjay Kumar Agrawal is one of the Promoter, Director and is associated with the Company since inception and looking after the operations and management of the Company. He is a creative thinker and future oriented industrialist having vast experience of over 38 years in the plastic industry.
2.	Past remuneration	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 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 as defined in the Notice.	Rs. 25,00,000/- per month including Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service and as defined in the Notice.
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 Managing Director of the Company for 14 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 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 as defined in the Notice.	Rs. 25,00,000/- per month including Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service and as defined in the Notice.

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 as presently payable is commensurate with the remuneration packages paid to similar appointees in other companies..	Considering the size and growth of the Company, the profile of Shri Sanjay Kumar Agarwal, the Responsibilities entrusted upon him in his capacity as Managing Director, and also considering the industrial benchmarks, the remuneration proposed as presently payable is commensurate with the remuneration packages paid to similar appointees in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Smt. Rashmi Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Shri Sanjay Kumar Agrawal is husband of Smt. Rashmi Agrawal. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Shri Sanjay Kumar Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Smt. Rashmi Agrawal is wife of Shri Sanjay Kumar Agrawal. No other managerial personnel is concerned or interested in the above resolution.

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. 5 and 6 of this Notice for your approval.

Smt. Rashmi Agrawal and Shri Sanjay Kumar Agrawal themselves are interested in the Resolution. Shri Mohit Agrawal, Chief Executive Officer, of the Company is also interested being Son of Shri Sanjay Kumar Agrawal and 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.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Burhanpur
Date: August 12, 2026

Ajay Shrivastava
Company Secretary
Membership No.: ACS 41817