TEXMO
PIPES AND PRODUCTS LIMITED
AN ISO : 9001 CERTIFIED COMPANY

Texmo/Sec/2017-18/29

04th October, 2017

To,	To,
Manager (Listing) National Stock Exchange of India Exchange Plaza, 5th Floor Bandra kulra Complex, Bandra (E) Mumbai 400051	The Corporate Relationship Department BSE Ltd, 1st Floor, New Trading Ring, P.J.Tower, Dalal Street, Mumbai-400001

Sub: Submission of Annual Report of the Company for the Financial Year 2016-17.

Dear Sir,

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we are enclosing herewith Annual Report of the Company for the Financial Year 2016-17.

This is for the information of the Exchange and its members.

Thanking You

Yours faithfully

For: Texmo Pipes and Products Limited

Texmo Pipes & Products Ltd. Burhanpur

Shyam Sunder Agrawal
Company Secretary cum Compliance Officer

TEXMO

PIPES AND PRODUCTS LIMITED

Soild & Leak Proof

An ISO 9001 Certified Company

F.Y. 2016-17

9th ANNUAL REPORT

Board of Directors

Mrs. Rashmi Devi Agrawal	Chairperson and Non Executive Director
Mr. Sanjay Kumar Agrawal	Managing Director
Mr. Vijay Prasad Pappu	Whole Time Director cum Chief Financial Officer
Mr. Shanti Lal Badera	Non Executive Independent Director
Mr. Sunil Kumar Maheshwari	Non Executive Independent Director
Mr. Amber Chaurasia	Non Executive Independent Director

Committees of Directors

Audit Committee

Mr. Sunil Kumar Maheshwari - Chairman
Mr. Shanti Lal Badera - Member
Mr. Amber Chaurasia - Member
Mr. Vijay Prasad Pappu - Member

Nomination and Remuneration Committee

Mr. Sunil Kumar Maheshwari - Chairman
Mr. Shanti Lal Badera - Member
Mr. Amber Chaurasia - Member

Treasury Committee

Mr. Sanjay Kumar Agrawal - Chairman
Mr. Vijay Prasad Pappu - Member
Mr. Sunil Kumar Maheshwari - Member

Stakeholder Relationship Committee

Mr. Shanti Lal Badera - Chairman
Mr. Amber Chaurasia - Member
Mr. Sanjay Kumar Agrawal - Member

Statutory Auditor

Pankaj Somaiya & Associates LLP
Chartered Accountant

Company Secretary & Compliance Officer

Mr. Shyam Sunder Agrawal

Bankers

State Bank of India
Bank of Baroda
Punjab National Bank
Central Bank of India
HDFC Bank

Registrar & Share Transfer Agent

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500032

Registered Office : 98, Bahadarpur Road, Burhanpur (M.P.) 450 331

Corporate Identification Number
L25200MP2008PLC020852

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CHAIRPERSON'S MESSAGE

Dear Shareholders,

It has been a stupendous year under review for your Company and it gives me pleasure to write you again. While the financial numbers were historic and reached record levels, our operations and strategies formed the bedrock of growth. The global and local macroeconomic environment saw significant events in FY17. In India the demonetisation of ₹1,000 and ₹ 500 denomination currency notes, was a key initiative by the Government. Though this caused inconvenience and distress to many people, the general public accepted it stoically and even seemed to support the announcement. While it was claimed that demonetization had slowed down growth, it needs to be acknowledged that growth had begun to decelerate in the first two quarters of FY17. Even as demonetization pulled the economic growth back at 7.1% for FY 17, our country continues to outpace growth of major developed economies. On a global scale, the commodity prices remained volatile, as several macro-economic and geo-political factors continued to overshadow overall global economic growth. Amidst these circumstances, your Company outperformed industry growth and has created a platform for sustainable growth .

In the last few years, India has taken several steps to ensure long term economic growth. Long term economic progress is possible only with a strong policy framework and we have seen numerous positive steps underway to build the same. Recent policy amendments including the implementation of GST, implementation of the bankruptcy code and the banking sector reforms are being seen as big drivers of the economy, while the demonetization drive was a bold political move. Also, India being a young country, with over 600 million people under the age of 35 years, provides us with a great demographic advantage. This huge population, powered with digital connectivity and technological innovation is proving to be a formidable force in driving the nation forward.

The Country received good rainfall after two years of consecutive drought. This has led to increased food grains production and boosted horticulture activities. The crude price also remained below $60 per barrel throughout the year. Large inflow of foreign exchange via FDI and FII routes have kept rupee - $ parity at a range bound level. In reality rupee rates per $ became better in March 2017 than was in April 2016.

The Cumulative effects of all these factors kept consumer price inflation low. Overall, all our businesses are doing well and remain on track to achieving the long-term business goals and aspirations.. Sales increased sequentially in the fourth quarter as currency came back in the system.

The introduction of GST is a significant reform measure and helped in simplifying tax structure and compliance.

Your company is well positioned to gain from various initiative of the Government of India, towards development of infrastructure in irrigation and housing.

One of the most crucial parts of our Business are costs and we made every effort to control them in our favour. Significant steps taken to overcome the problem of Continuous break down of power supply by installing a solar plant in the factory premises.

To conclude, on behalf of the company Texmo Pipes and Products Limited, I wish to put on record our sincere appreciation for the long association and valuable services rendered by our stakeholders- customers for believing in our products Quality, Suppliers for managing and supplying timely consignment with best quality raw material and Components, our bankers for lending funds & providing services at finest rate, our talent and energized employees for their enthusiasm, devotion to work and optimum utilization of Company resources.

We continue to be committed towards creating value for all our stakeholders and adhering to the highest standards of corporate governance. I wish to thank you all for your trust and continued support in the business.

With Best Wishes
Rashmi Devi Agrawal
(Chairperson)

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of TEXMO PIPES AND PRODUCTS LIMITED (CIN: L25200MP2008PLC020852) will be held on Saturday, 23rd September, 2017 at 11.30 A.M. at the Registered office of the Company at 98, Bahadarpur Road, Burhanpur (M.P.) 450331 to transact 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, 2017, together with the Reports of the Board of Directors and the Auditors thereon for the said period.
2. To appoint a Director in place of Mrs. Rashmi Devi Agrawal (DIN: 00316248) who retires by rotation and being eligible, offers herself for re-appointment.
3. 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 all other applicable provisions, if any of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company appointed **M/S Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.), (Firm Registration No. 010081C/C400001)**, as the Statutory Auditors of the Company at 7th Annual General Meeting held on 26th September, 2015, to hold office from the conclusion of 7th Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company, such appointment of the statutory auditors be and is hereby ratified by the members of the Company for the financial year 2017-18 on such remuneration and out-of-pocket expenses, as may be agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS:

4. **REMUNARATION OF COSTAUDITOR**

   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 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 ₹ 75,000/- (Rupees Seventy Five thousand only) plus applicable taxes to be paid to M/s Sushil Kumar Mantri & Associate (Firm Registration No.101049), Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending March 31, 2018, as approved by the Board of Directors of the Company, be and is hereby ratified;

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

5. **ALTERATION IN CLAUSE III OF MEMORANDUM OF ASSOCIATION**

   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 provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting the Clause III(C) 1 to III(C) 54;

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to this resolution."

6. **ALTERATION IN CLAUSE IV OF MEMORANDUM OF ASSOCIATION**

   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 provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

   IV. "The liability of the members is limited to the extent of amount unpaid, if any, on the shares held by them."

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to this resolution."

7. **ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION**

   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 provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), new set of Articles of Association of the Company, a copy of which is placed before the meeting, duly initialled by the Chairperson, be and is hereby approved and adopted as the Articles of Association of the Company in substitution of the existing Articles of Association of the Company;

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

8. **ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER GROUP.**

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 Article of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, 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 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 Shree Padmavati Irrigations Private Limited (CIN U01401MP1998PTC012594), the Promoter Group Company **("Proposed Allottee")**, upto maximum of 1200000 (Twelve Lakh) equity share of face value ₹10 (Ten) each, at a price of ₹ 22 (Rupees Twenty Two) per share including premium of ₹12 (Rupees Twelve) per equity share, aggregating to ₹ 26400000 (Rupees Two Crores Sixty Four Lakhs only) ,in one or more than one trances; provided that the minimum price of the equity share so issued shall not be less than the price arrived at, in accordance with Chapter VII 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 provision of Chapter VII 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 24th August, 2017 being date 30 days prior to the date of Annual General Meeting i.e. 23rd September, 2017 or such other date as may be prescribed in accordance with 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 & Article 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 Allottee pursuant to the aforesaid preferential allottmeent 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 allottee along with Equity Shares to be so allotted shall be subject to lock-in for such period as specified under Chapter VII 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 Exchanges 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."

9. **APPOINTMENT OF MR. AMBER CHAURASIA AS AN INDEPENDENT DIRECTOR**

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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Amber Chaurasia (DIN:07729278),** who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from February 10, 2017 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose **Mr. Amber Chaurasia** as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years upto February 9, 2022."

10. **DETERMINATION OF FEES FOR SERVICE OF DOCUMENT**

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

"RESOLVED THAT pursuant to the provision of section 20 and other applicable provisions if any, of the Companies Act, 2013 ('the Act") and relevant rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), whereby a document may be served on any member by the Company by sending it to his/her/their address by post or by registered post or by speed post or by courier or by delivering to his/her/their address office or address or by such electronic or other mode as may be prescribed, the consent of the Members of the Company be and is hereby accorded to charge from the Member(s) the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by any Member of the Company for delivery of such extract/documents/records/information to his/her/their address, through a particular mode of services mentioned above, provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of documents by the Company and that no such request shall be entertained by the Company subsequent to the dispatch/ delivery of such documents by the Company to the Member.

Date: 25th August, 2017
Place: Burhanpur

BY ORDER OF THE BOARD OF DIRECTOR
Shyam Sunder Agrawal
Company Secretary
Membership No.: ACS 24489

NOTES:-

1. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies, duly stamped and signed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting.**
2. **A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice later. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No 2 of the Notice, are annexed.
6. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under items no. 4,5,6,7,8,9,10 is annexed hereto.
7. Members/ Proxies are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip enclosed herewith, duly filled and signed mentioning therein details of their DP ID and Client ID / Folio No in order to attend the meeting.

8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. The Share Transfer Book and Register of Members of the Company will remain closed from 18th September, 2017 to 23rd September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
10. Members are requested to send their queries, if any, at least seven days in advance of the meeting.
11. The Register of Director's Shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection at the venue to the Annual General Meeting of the company during the Annual General Meeting and will also remain available for inspection of the members at the registered office of the company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.
12. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN No. for the Equity Shares of the Company is INE141K01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Karvy Computershare Private Limited (" The Karvy") Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad -500 032.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Karvy.

    The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy.
14. Non-Resident Indian Members are requested to inform Karvy, immediately of:
    (a) Change in their residential status on return to India for permanent settlement.
    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. To promote green initiative as per circular issued by Ministry of Corporate Affairs in 2011, the Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.texmopipe.com. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
16. The route map showing directions to reach the venue of the 9th AGM is annexed.
17. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

VOTING THROUGH ELECTRONIC MEANS:-

In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company provides the members the facility to exercise their right to vote at the AGM by electronic means and the businesses may be transacted through e-voting services provided by Karvy Comptershare Private Limited. The process and instructions for e-voting are as under.

A. In case a Member receiving an email of the Annual General Meeting Notice from Karvy

[For Members whose email IDs are registered with the Company/ Depository Participant(s)]:

i) Launch internet browser by typing the URL: https://evoting.karvy.com.

ii) Enter the login credentials (i.e., **User ID and password** mentioned below). Event no. Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. Or contact toll free number 18003454001 for your existing password.

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 e-voting "EVENT" no. for Texmo Pipes and Products Limited.

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 of shares in "FOR" and partially in "AGAINST" but the total number of shares in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder 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 Folios / 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 confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any numbers 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. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: evoting_scrutinizer@rediffmail.com with a copy marked to evoting@karvy.com they may upload the same in e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 18th September, 2017, may write to the Karvy on the email Id: evoting@karvy.com or to Mrs Shobha Anand, Contact No. 040-67162222, at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password.

After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xiii) as mentioned in (A) above, to cast the vote.

B. In case of Members receiving physical copy of the AGM Notice by Post

[For Members whose email IDs are not registered with the Company/Depository Participant(s)]:

i). EVEN, User ID and initial password is provided separately.

ii). Please follow all steps from Sr. No. (i) to (xiii) as mentioned (A) above, to cast your vote.

C. The remote e-voting period commences on Wednesday, the 20th September, 2017 at 10:00 A.M. and ends on Friday, the 22nd September 2017, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, 18th September, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, to be held at the Meeting.

D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available at Karvy's website :- https://evoting.karvy.com.

E. The voting rights of the Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date i.e. (the Record Date), being Monday, 18th September, 2017.

F. The Board has appointed Mr. Nadir Akhtar, a Practicing Advocate as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

G. The Scrutinizer shall, immediately after scrutinizing the votes cast at the meeting, not later than three days of conclusion of the voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit the same to the Chairperson.

H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).

I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company i.e. **www.**texmopipe.com and on the website of Karvy **https://evoting.karvy.com** within two (2) days of passing of resolution and the simultaneous communication will be sent to the BSE Limited and the National Stock Exchange of India 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:

As Special Business:-

ITEM NO.4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s Sushil Kumar Mantri & Associate, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, the remuneration will be ₹ 75,000/- (Rupees Seventy Five 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.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

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

The Memorandum of Association of the Company currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956, and were amended from time to time. In order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the members by passing a Special Resolution is required in this regard.

The Board of Directors recommends the Resolution set out in Item No. 5 for approval of the members as Special Resolution.

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. 5 of the Notice.

The proposed draft of the Memorandum of Association of the Company is available on Company's website: www.texmopipe.com for perusal by the members.

ITEM NO. 6

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the members by way of a Special Resolution is required in this regard.

The Board of Directors recommends the Resolution set out in Item No. 6 for approval of the members as Special Resolution.

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. 6 of the Notice.

The proposed draft of the Memorandum of Association of the Company is available on Company's website: www.texmopipe.com for perusal by the members.

ITEM NO. 7

The Companies Act, 2013 ("the Act") is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA had notified most of the remaining Sections.

With the coming into force of the Act several regulations of the existing Articles of Association of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. The new Articles of Association to be substituted in place of the existing Articles of Association is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013.

The proposed draft of the Articles of Association of the Company is available on Company's website: www.texmopipe.com for perusal by the members.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

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. 7 of the Notice.

ITEM NO. 8

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 73 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 allottee is subject to not having sold any Equity shares of the Company during the 6 (six) months preceding the Relevant Date. The proposed allottee have represented that the Allottee has not sold any Equity shares of the Company during the 6 (six) months preceding the Relevant Date.
2. The Disclosure required under Companies Act, 2013 and in terms of Regulation 73 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 Shree Padmavati Irrigation Pvt Ltd; Promoter Group Company, 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 12,00,000 of face value of ₹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 76(1) of the SEBI (ICDR) Regulations. The Equity Shares shall be allotted at a price not less than higher of the following:

(i) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchange during the twenty six weeks preceding the relevant date; or

(ii) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchange during the two weeks preceding the relevant date.

As per the calculations, 26 weeks and 2 weeks of the high and low of the volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchanges preceding the relevant date stands at ₹21.93 and ₹20.38 respectively. However the issue has been fixed as ₹ 22 (including Premium of ₹12 each)

Per share which is higher price than ₹ 21.93 calculated as per Regulation 76(1) of the SEBI ICDR Regulations.

(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 71(a) of the SEBI ICDR Regulations for determining the minimum price is 24th August, 2017, being a date which is 30 (thirty) days prior to the date of Annual General Meeting, i.e 23rd September, 2017.

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

The entire allotment is proposed to be made to Shree Padmavati Irrigations private limited a Promoter Group Company of Texmo Pipes and Products Limited.

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

Shree Padamavati Irrigation Private Limited (CIN: U01401MP1998PTC012594), Promoter Group Company registered in India intends to subscribe to the Equity Share. No shares being offered to any other Promoter and Promoter Group Companies, Directors, Key Managerial Personnel or relative of the Directors or Key Managerial Personnel of the Company.

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

As required under Chapter VII 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 Annual 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 allottee and the percentage of post preferential offer capital that may be held by them

Shree Padmavati Irrigation Private Limited (CIN: U01401MP1998PTC012594) and percentage of post preferential offer capital that will held by it is. 5.24%

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

S.NO	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	**Promoter's Holding:**				
1.	Indian:				
	Individual	7427955	31.18	7427955	29.69
	Bodies Corporate	112000	0.47	1312000	5.24
	Sub Total	**7539955**	**31.65**	**8739955**	**34.93**
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	**7539955**	**31.65**	**8739955**	**34.93**
B	**Non-Promoter's Holding:**				
1.	Institutional Investors	1904	0.01	1904	0.01
2.	Non- institution:				
	Private Bodies Corporate	1426154	6.00	1426154	5.70
	Directors and Relatives	0	0	0	0
	Indian public	14436947	60.60	14436947	57.70
	Others :				
a.	NRI	334196	1.40	334196	1.34
b.	Clearing Members	76844	0.32	76844	0.31
c.	Trust	4000	0.02	4000	0.01
	Sub Total (B)	**16280045**	**68.35**	**16280045**	**65.07**
	GRAND TOTAL	**23820000**	**100**	**25020000**	**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 2016-17, 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

S. No	Proposed Allottee	Ultimate Beneficial Owner	Category of the Allottee	Pre Issue Equity Holding		No. of Shares to be Allotted	Post Issue Equity Holding	
1.	Shree Padmavati Irrigation Pvt Ltd	Mr. Sanjay Kumar Agrawal Mrs Rashmi Devi Agrawal	Promoter Group	112000	0.47%	1200000	1312000	5.24

(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 6 (Six) months 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 73(1)(f) and (g) of the SEBI ICDR Regulations.

(p) Disclosure as specified under Regulations 73(1)(h) 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.

(q) Auditor's Certificate

A Copy of the Certificate from the Statutory Auditor of the Company, Pankaj Somaiya & Associate LLP, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI ICDR Regulations for Preferential issue, shall be placed before the Shareholders at the Annual General Meeting and will be available for inspection at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M. on any working day (Except Saturday) prior to the date of meeting.

(r) Lock-in Period

The Equity Shares to be allotted to the proposed allottee mentioned above, who is part of promoter Group, shall be locked-in for a period of three years from the date of trading approval.

The entire pre-preferential allotment shareholding of the proposed allottee, if any, shall be locked-in from the Relevant Date up to a period of 6 (Six) months from the date of trading approval granted by the Stock Exchanges.

(s) 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 allottee.

(t) 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 allottee 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 pari passu 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 Devi Agrawal, Director of Texmo pipes and Products Limited, being Director and Member of the Shree Padamavati Irrigation Private Limited, the proposed allottee 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. 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. 9

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Amber Chaurasia as an Additional Director (Independent) of the Company w.e.f. 10th February, 2017 and he holds office up to the date of the ensuing Annual General Meeting.

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

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

Section 149(10) of the Act provided that an independent director shall hold office for a term of up to five consecutive years on the Board. Further section 149(13) states that the provision relating to retirement of Director by rotation shall not apply to the appointment of Independent Directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Amber Chaurasia as an Independent Director of the Company to hold office for a term up to 9th February, 2022.

A copy of the draft letter of appointment for Independent Director setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the Registered office of the Company on all working days between 11:00 am to 1:00 pm up to the date of AGM.

The Board recommended the Ordinary Resolution at Item no.9 for approval by the members.

Save and except Mr. Amber Chaurasia, 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. 9 of the Notice.

ITEM NO. 10

As per the provision of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her/them by post or by registered post or by speed post or by courier or by delivering to his/her/their office or address or by such electronic or other mode as may be prescribed. It further provide that a Member may request for delivery of any documents through a particular mode, for which the member shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Therefore, to enable the members to avail this facility, it is necessary for the Company to approve the fees to be charged for the delivery of a document in a particular mode, as mentioned in the resolution.

Accordingly, the Board of Directors recommend the resolution as set out at item no. 10 of the Notice for approval of the members as an Ordinary Resolution.

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. 10 of the Notice.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Burhanpur

Date: 25th August, 2017

Shyam Sunder Agrawal
Company Secretary
Membership No.: ACS 24489

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 appoint-ment	Qualifi-cation	Nature of his / her expertise in specific functional areas	Relationship between directors inter-se	Director ship in other listed entities	Membership of Committees of other listed entities	Number of shares held in the Company
Mrs. Rashmi Devi Agrawal	27.05.1967	13.08.2013	B.A.	Business Manage ment	Wife of Mr. Sanjay Kumar Agrawal	Nil	Nil	33,77,592
Mr. Amber Chaurasia	01.04.1976	10.02.2017	M.F.A	Financial Management	NA	Nil	Nil	Nil

BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their **9th Annual Report** on the business and operations of your Company together with the Audited Financial Statements and the Auditor's Report for the year ended 31st March, 2017.

Financial summary or highlights/Performance of the Company (*Standalone and Consolidated*)

(Amount in ₹ Lakhs)

Particulars	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Turnover	28,393.93	27,903.28	32,172.97	27903.28
Profit before Interest, Depreciation and Tax	1430.22	1813.15	1431.62	1769.45
Less Interest	692.04	771.96	692.04	771.96
Less Depreciation	590.69	550.62	590.69	550.62
Profit before tax	147.49	490.57	148.89	446.88
Less Provision for tax				
- Current tax	55.32	137.59	55.32	137.60
- Deferred tax	(19.97)	(20.72)	(19.81)	(20.56)
Excess provision for earlier year	161.06	-	161.06	-
Profit after tax	(48.93)	373.70	(47.68)	329.85
Prior year adjustment	-	-	-	
Profit after tax & prior year adjustments	(48.93)	373.70	(47.68)	329.85
Balance of profit brought forward from earlier years	2947.06	2,573.35	2917.89	2588.04
Adjustment relating to Fixed Assets (net of Deferred Tax)	-	-	-	-
Profit available for Appropriations:	2898.12	2,947.06	2870.20	2917.89
Appropriations				
Transfer to General Reserves				
Proposed dividend:				
- Equity				
- Preference				
Profit carried to Balance Sheet	2898.12	2947.06	2870.20	2917.89

On a standalone basis your company recorded a turnover of ₹ 28,393.93 Lakhs for the year ended 31st March, 2017 as against ₹ 27, 903.28 Lakhs in the previous year which shows an increase of 1.76%.

On a standalone basis, the profit before interest, depreciation and tax for the financial year is ₹ 1430.22 Lakhs as against ₹ 1813.15 Lakhs recorded in the previous year. The profit before tax for the financial year stood at ₹ 147.49 Lakhs compared to ₹ 490.57 Lakhs of the previous year. The profit after tax, before exceptional item for the financial year at ₹ (48.92) Lakhs compared to ₹ 373.70 Lakhs of the previous year.

On a standalone basis your company recorded Production of 22205.65 MT for the year ended 31st March, 2017 as against 22532.71 MT in the previous year which shows a decrease of 1.45%.

2. Change in nature of Business

During the year under review, there has been no change in the nature of business of the Company.

3. Dividend

Your Directors do not recommended any dividend for the year ended 31st March, 2017 and the available surplus be retained to strength the net worth of the company.

4. Transfer to Reserves

Your Directors do not proposed any amount to be transferred to the Reserves for the year ended 31st March, 2017.

5. Details of Subsidiary/Associate Companies

The Company has its two subsidiaries namely Tapti Pipes & Products Limited FZE (Overseas Subsidiary). Another subsidiary is Texmo Petrochemicals LLP. None of the Company has become or ceased to be subsidiary, joint venture or associate of the Company, during the year under review.

The consolidated financial statements of your Company for the financial year 2016-17, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and SEBI (LODR) Regulations, 2015. The

consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiaries, as approved by their respective Board of Directors.

A separate statement in Form AOC-1 containing the salient features of financial statements of subsidiaries of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

6. Commission received by Directors from Subsidiary

During the year under review none of the directors of the company are in receipt of the commission or remuneration from subsidiaries of the Company, as provided under section 197 (14) of the Companies Act, 2013.

7. Particulars of Employees

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

8. Details relating to remuneration of Director, KMPs and employees

Disclosure pertaining to remuneration and other details as required Section 197(12) of the Companies Act 2013 read with rule 5 (1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in **Annexure A**.

9. Particulars of loans, guarantees, investments outstanding during the financial year

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 13 and 14 to the standalone financial statement).

10. Extract of the annual return

In terms of provision of section 134 (3) (a) of the Companies Act, 2013, the extract of the Annual Return as provided under sub-section (3) of the section 92 of the Companies Act, 2013 in form MGT-9 forming -part of this boards report and is annexed as **Annexure B.**

11. Deposits

Your company has not invited/accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 and Rules made there under, during the year under review.

12. Conservation of energy, technology absorption, foreign exchange earnings and outgo

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and out-go, in accordance with the requirement of the Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Account) Rules, 2014 forms part of this Board's Report and is annexed as **Annexure-C**

13. Particulars of contracts or arrangements with related parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 for the financial year 2016-17 in the prescribed format, AOC 2 has been enclosed with the report as **Annexure-D.**

The Policy on materiality of related party transactions and manner of dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: www.texmopipe.com.

14. Auditors:

***A.* Statutory Auditors:**

M/S Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.), (Firm Registration No. 010081C/C400001) Statutory Auditors of the company, were appointed as Statutory Auditors of the Company at 7th Annual General Meeting of the Company held on 26th September, 2015 to hold office from the conclusion of 7th Annual General Meeting until the conclusion of the 10th Annual General Meeting subject to ratification of the appointment by the members at every Annual General Meeting. The Board of Directors recommended ratification of appointment of **M/S Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.)**, as the Statutory Auditors of the Company for the FY 2017-18. The Company has received an eligibility letter under section 141 of the Companies Act, 2013 and rules made there under that they are not disqualified.

***B.* Secretarial Auditor:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **CS Dinesh Kumar Gupta, Company Secretary in Practice, Indore (M.P.),** to undertake the Secretarial Audit of the Company.

***C.* Cost Auditors:**

The Board of Directors, on the recommendation of the Audit Committee, has appointed **M/s Sushil Kumar Mantri & Associates**, **Cost Accountants,** (Firm Registration No. 101049), as Cost Auditors to audit the cost accounts of the Company for the Financial Year 2017-18. In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors require ratification by the shareholders of the company.

15. AUDITOR'S REPORTS

***A.* Statutory Auditor's Report:**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

***B.* Secretarial Auditor's Report:**

Pursuant to the provisions of section 204 (1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, the Company has obtained a Secretarial Audit Report in the prescribed From MR-3, from **CS Dinesh Kumar Gupta, Company Secretary in practice, Indore (M.P.)**. The Secretarial Auditor' Report is annexed herewith as **Annexure -E**

16. Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made there under.

17. Share Capital

There has been no change in the capital structure of the Company during the year under review.

18. Disclosure regarding issue of employee stock options

The Company has not issued any shares under employee's stock options scheme pursuant to provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

19. Disclosure regarding issue of sweat equity shares

The Company not issued sweat equity shares pursuant to provisions of Section 54 read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014 during the Financial Year.

20. Details of Directors and Key Managerial Personnel

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Rashmi Devi Agrawal (DIN 00316248), retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Smt. Rashmi Devi Agrawal has given declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that she is not disqualified from being reappointed as a Director of the Company.

Mr. C.B. Chhaya (DIN 00968966) Independent Director of the Company resigned from the Board with effect from 13th December, 2016. The Board pLakhses on record its sincere appreciations for valuable guidance and contribution made by Mr. C.B. Chhaya in deliberations of the board during his tenure as Independent Director on the Board of Director of the Company.

Pursuant to provision of section 149 & 161 (1) of Companies Act, 2013, applicable provisions of SEBI (LODR) Regulations, 2015, Articles of Association of the Company and as per recommendation of Nomination and Remuneration Committee. Mr. Amber Chaurasia (DIN 07729278) appointed as an Additional Independent Director of the Company with effect from 10th February, 2017. Mr. Amber Chaurasia, aged about 40 year has a rich experience of 18 years in the field of finance. He has specialization in the field of Corporate Finance and Capital Market. Pursuant to provisions of section 161(1) Mr. Amber Chaurasia (DIN 07729278) shall hold office up to the date of ensuing Annual General Meeting, the Board recommends to the members of the Company for regularization of Mr. Amber Chaurasia (DIN 07729278) as Director of the Company.

21. Declaration given by Independent Director(s) and reappointment,

In compliance with section 149(7) of the Act, all Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. Internal Financial Controls

The Company believes that internal control is necessary principle of prudent business governance that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Company's independent and Internal Audit processes, both at the Business and Corporate levels, provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Financial Statements of the Company are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Board. These, in turn are supported by a set of divisional Delegation Manual & Standard Operating Procedures (SOPs) that have been established for individual units/ areas of operations.

The Company uses SAP Systems as a business enabler and also to maintain its Books of Account. The SOPs in tandem with transactional controls built into the SAP Systems ensure appropriate segregation of duties, tiered approval mechanisms and maintenance of supporting records. The systems, SOPs and controls are reviewed by Senior

management and audited by Internal Auditor whose findings and recommendations are reviewed by the Board of Directors and tracked through to implementation.

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

23. Number of meetings of Board of Directors and committees

The details of Board and Committee meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013.

24. Audit Committee

The Audit Committee comprises of 4 (four) Members of which 3 (three) are independent including Chairman. All recommendations made by the Audit Committee were accepted by the Board during FY 2016-17.

25. Familiarization Programme

The Company has conducted the programme through its Managing Director, Whole-time Director, Company Secretary and other Senior Managerial Personnel to familiarize the Independent Directors with Company in following areas :-

- Familiarization with the Company;
- Independent directors' roles, rights and responsibilities;
- Board dynamics & functions;
- Nature of the Industry in which the Company operates;
- Business Model of the Company;
- Compliance management.

The Policy on Familiarization Programme may be accessed on the Company's website at the link: www.texmopipe.com.

26. Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, all Companies having net worth of ₹ 500 crore or more, or turnover of ₹ 1000 crore or more, or a net profit of ₹ 5 crore or more during any financial year are required to constitute a CSR Committee of the Board of Directors comprising three or more Directors, at least one of whom should be an independent director and such company shall spend at least 2% of the average net profit of the Company's during three immediately preceding financial year.

The Company is not covered under the above mentioned limits of the act. However it has taken voluntary initiative by forming CSR Committee comprising of two independent directors and an executive director as member. As and when Company meets the required threshold limits of CSR policy further action will be taken accordingly in such respect.

27. Corporate Governance

The Company continue to imbibe and emulate the best corporate governance practices aimed at building trust among all stakeholders – shareholders, employees, customers, suppliers and others. The Company believes that fairness, transparency, responsibility and accountability are the four key elements of corporate governance. The Corporate Governance Report presented in a separate section forms an integral part of this Annual Report as **Annexure – F**.

28. Details of establishment of vigil mechanism for directors and employees

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulation, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: www.texmopipe.com

29. Nomination and Remuneration Policy

The Company framed a policy for Nomination and Remuneration of all Directors & KMPs etc in accordance with provisions of section 178 of Companies Act, 2013 and Rules made there under and other applicable provisions of Companies Act, 2013, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to harmonize the aspirations of human resources consistent with the goals of the Company. Board of Directors of the Company approved and updated the said policy as and when required.

The Nomination and Remuneration Committee works with the entire Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Members are expected to possess the required qualifications, integrity, expertise and experience for the position. They should also possess the deep expertise and insights in sectors / areas relevant to the Company and ability to contribute to the Company's growth.

30. Risk Management Policy

The Company, like any other enterprise, is exposed to business risk which can be an internal risks as well as external risks. One of the key risks faced by the Company in today's scenario is the wide and frequent fluctuations in the prices of

its raw material. Any further increase in prices of raw materials could create a strain on the operating margins of the Company. Inflationary tendencies in the economy and deterioration of macroeconomic indicators can impact the spending power of the consumer because of which down trading from branded products to non-branded can occur which can affect the operating performance of the Company.

Any unexpected changes in regulatory framework pertaining to fiscal benefits and other related issue can affect our operations and profitability.

However the Company is well aware of the above risks and as part of business strategy has put in mechanism to ensure that they are mitigated with timely action. The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

In the opinion of the Board of Directors, none of the aforementioned risks affect and/or threaten the existence of the Company.

31. Management Discussion and Analysis Report

Management Discussion and Analysis, as required under Regulation 34(3) of SEBI (LODR) Regulations, 2015 read with Schedule V of said Regulations, forms part of this Board's report as **Annexure-G.**

32. Directors' Responsibility Statement

In terms of provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors Confirm that:-

(i) in the preparation of the annual accounts, for financial year 2016-17, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) the directors had prepared the annual accounts on a going concern basis; and

(v) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. Material changes and commitments affecting the financial position of the Company.

There have been no material changes and commitments affecting financial position of the Company that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

34. Details of significant and material orders passed by the regulators or courts or tribunal

There were no significant and material orders passed by the regulators or courts or tribunal impacting the going concern status and Company's operations in future.

35. Anti sexual harassment policy

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

Number of Complaints received: Nil

Number of Complaints disposed off: Nil

36. Acknowledgement

Your Directors would like to gratefully acknowledge and place on record their sincere appreciation for the cooperation and assistance received from its stakeholders, valued customers, suppliers, banks, consultants, financial institutions, government authorities and stock exchanges. The Directors also wish to place on record their sincere appreciation of the devoted and dedicated services rendered by all Executives, Staff Members and Workmen of the Company.

For and on behalf of the Board of Directors

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director cum CFO
[DIN: 02066748]

Place: Burhanpur (MP)
Date: 25th August, 2017

ANNEXURE-A

DETAILS PERTAINING TO REMUNERATION OF EACH DIRECTOR AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) & 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNAL), RULES, 2014.

i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during financial year 2016-17, ratio of the remuneration of each director to the median remuneration of the employees of the Company for financial year 2016-17.

Amount in ₹

S. No.	Name of Director And Designation	Remuneration of Directors/KMPs For Financial Year 2016-2017	%Increase In Remuneration In The Financial Year 2016-2017	Ratio of Remuneration of Each Director/To Median of Remuneration of Employees
1	Mr. Sanjay Kumar Agrawal Managing Director	7,00,000	0	6.78
2	Mr. Vijay Prasad Pappu Whole-time Director cum CFO	6,91,881	0	6.70
3	Mr. Shyam Sunder Agrawal Company Secretary	5,74,749	16.63	-

Note :- i. The Non-Executive Directors of the Company are entitled for sitting fee which is as per the statutory provisions and within the limits approved by the shareholders. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report and governed by the Differential Remuneration Policy, as detailed in the said report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.

ii. The median remuneration of employees of the company during the financial 2016-2017 was ₹1,03,200/-

iii. In the financial year, there was increase of 6.17% in the median remuneration of employees;

iv. There were 520 permanent employees on the rolls of company as on 31st March, 2017;

v. Average percentage increase made in the salaries of employees other than the managerial personnel in financial year 2016-2017 was 11.48% whereas the increase in managerial remuneration for same financial year was Nil.

vi. The key parameters for the variable components of remuneration availed by the board of directors based on the recommendations of the nomination and remuneration committee as per remuneration policy for directors and senior management personnel.

vii. No employee received Remuneration higher than the limit as provided in Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnal), Rules, 2014 as Amended.

viii. It is hereby affirmed that the remuneration paid during the year ended 31st march 2017 is as per remuneration policy of the company.

For and on behalf of the Board of Directors

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Place: Burhanpur (MP)
Date: 25th August, 2017

ANNEXURE – B'

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2017.
of
TEXMO PIPES AND PRODUCTS LIMITED
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	**L25200MP2008PLC020852**
ii.	Registration Date	03/07/2008
iii.	Name of the Company	Texmo Pipes and Products Limited
iv.	Category/Sub-Category of the Company	Indian non government company
v.	Address of the Registered office and contact details	98, Bahadarpur Road, Burhanpur, (M. P.) 450331 Phone No:- 07325-255122 Fax: 07325-253273 Email: cs@texmopipe.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032 Tel: +91 40 67162222, 33211000 Fax: +91 40 23420814

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	**Plastic Products**	**22209**	**100%**

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	Percentage of shares held	Applicable Section
1.	Texmo Petrochemicals LLP 98, Bahadarpur Road, Burhanpur, (M.P.) 450331	AAE-7789	Subsidiary	99.15%	2(87)(ii)
2.	Tapti Pipes and Products Limited FZE. P.O. box 49509, E Lob office no. E2-113F-43, Hamriyah Free Zone Shariah. UAE	NA	Subsidiary	100%	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	7539955	0	7539955	31.65	7539955	0	7539955	31.65	0
b) Central Govt./ State govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	**7539955**	**0**	**7539955**	**31.65**	**0**	**0**	**7539955**	**31.65**	**0**
2) Foreign									
a) Individuals (NRI/foreign individuals)	0	0	0	0	0	0	0	0	0
b) Bodies Corporate	0	0	0	0	0	0	0	0	0
c) Banks / FI	0	0	0	0	0	0	0	0	0
d) Qualified foreign investors	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	**0**	0	0	0	0	0	0	0	0
Sub-total (A1+A2)	**7539955**	**0**	**7539955**	**31.65**	**7539955**	**0**	**7539955**	**31.65**	**0**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds /UTI	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	1700	0	1700	0.01	0.01
c) Central Govt. /state govt.	0	0	0	0	0	0	0	0	0
d) Venture Capital Funds	0	0	0	0	0	0	0	0	0
e) Insurance Companies	0	0	0	0	0	0	0	0	0
f) FIIs	0	0	0	0	0	0	0	0	0
g) Foreign Portfolio Investors	45228	0	45228	0.19	0	0	0	0	(0.19)
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Qualified foreign investor	0	0	0	0	0	0	0	0	0
j) Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	**45228**	**0**	**45228**	**0.19**	**1700**	**0**	**1700**	**0.01**	**(0.18)**
2. Non Institutions									
a) Bodies Corporate:	2978683	0	2978683	12.50	1706248	0	1706248	7.16	(5.34)
b) Individuals:									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	7611210	104	7611314	31.95	8632658	104	8632762	36.24	4.29
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5134822	0	5134822	21.56	5417676	0	5417676	22.74	1.18
k) NBFCs Registered with RBI	10000	0	10000	0.04	0	0	0	0	(0.04)
c) Qualified foreign investor:	0	0	0	0	0	0	0	0	0
d) Others:									
(i) Clearing members	60381	0	60381	0.25	168856	0	168856	0.71	0.46
(ii) NRI	439605	12	439617	1.85	348791	12	348803	1.46	(0.39)
(iii) Trust	0	0	0	0	4000	0	4000	0.02	0.02
Sub-total(B)(2)	**16234701**	**116**	**16234817**	**68.16**	**16278229**	**116**	**16278345**	**68.34**	**0.18**
Sub-total (B1+B2)	**16279929**	**116**	**16280045**	**68.35**	**16279929**	**116**	**16280045**	**68.35**	**0.00**

C. Shares held by Custodian for GDRs & ADRs										
a) Promoter & Promoter Group	0	0	0	0	0	0	0	0	0
b) Public	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**23819884**	**116**	**23820000**	**100**	**23819884**	**116**	**23820000**	**100**	**0**

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the Year
1.	Sanjay Kumar Agrawal	3896474	16.36	0	3896474	16.36	0	0.00
2.	Rashmi Devi Agrawal	3377592	14.18	0	3377592	14.18	0	0.00
3.	Sanjay Kumar Agrawal and Rashmi Devi Agrawal on behalf of Shree Venkatesh Industries	143000	0.60	0	143000	0.60	0	0.00
4.	Shree Padmavati Irrigation Pvt Ltd	112000	0.47	0	112000	0.47	0	0.00
5.	Mohan Lal Sohan Lal	6089	0.03	0	6089	0.03	0	0.00
6.	Anand Umale	1200	0.005	0	1200	0.005	0	0.00
7.	Mahmood Ahmed Khan	1200	0.005	0	1200	0.005	0	0.00
8.	Vijay Prasad Pappu	1200	0.005	0	1200	0.005	0	0.00
9.	Rajesh Baban Lal Agrawal	1200	0.005	0	1200	0.005	0	0.00
	Total	**7539955**	**31.65**	**0**	**7539955**	**31.65**	**0**	**0.00**

iii. Change in Promoter's Shareholding (please specify, if there is no change)

Sr. no.	Particular's	Shareholding at the beginning of the year		Cumulative Shareholding during the year 01.04.2016 to 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	7539955	31.65		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	**There is no Change in Promoter's Shareholding.**			
	At the End of the year	7539955	31.65		

Iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs.

Sr. No.	Folio/DP id-Client id	Category	Type	Shareholding at the beginning of the year			Cumulative shareholding during the year	
				Name of the Share Holder	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	21700-1202170000029889 & 21700-1202170000034770	LTD	Opening Balance	Divyam Tie Up Private Ltd	1143175	4.80	1143175	4.80
	09/12/2016		Sale		37254	0.16	1105921	4.64
	23/12/2016		Sale		1105921	4.64	0	0.00
	31/03/2017		Closing Balance				0	0.00
2	IN30131320493031	PUB	Opening Balance	SUBRAMANIANP	377890	1.59	377890	1.59
	12/08/2016		Sale		900	0.01	376990	1.58
	09/09/2016		Sale		3600	0.01	373390	1.57
	16/09/2016		Sale		2700	0.01	370690	1.56
	23/09/2016		Sale		900	0.01	369790	1.55
	14/10/2016		Purchase		88090	0.37	457880	1.92
	21/10/2016		Sale		1800	0.01	456080	1.91
	10/02/2017		Sale		1080	0.00	455000	1.91
	31/03/2017		Closing Balance				455000	1.91
3	IN30009510160167	LTD	Opening Balance	NITIKET INVESTMENTS PVT LTD	300000	1.26	300000	1.26
	13/05/2016		Sale		128325	0.54	171675	0.72
	20/05/2016		Sale		21675	0.09	150000	0.63
	03/06/2016		Sale		50000	0.21	100000	0.42
	26/08/2016		Sale		100000	0.42	0	0.00
	31/03/2017		Closing Balance				0	0.00
4.	IN30064410001816 IN30082911655927	PUB	Opening Balance	SHARAD KANAYALAL SHAH	245000	1.03	245000	1.03
	12/08/2016		Purchase		245000	1.03	490000	2.06
	12/08/2016		Sale		245000	1.03	245000	1.03
	31/03/2017		Closing Balance				245000	1.03
5.	47100-1204710000047859	PUB	Opening Balance	HIMANSHU P SHARMA	217700	0.91	217700	0.91
	08/04/2016		Sale		217700	0.91	0	0.91
	13/05/2016		Purchase		36892	0.15	36892	0.15

	10/06/2016		Purchase		13108	0.06	50000	0.21
	05/08/2016		Sale		13618	0.06	36382	0.15
	12/08/2016		Sale		36382	0.15	0	0.00
	31/03/2017		Closing Balance				0	0.00
6.	21700-1202170000029650	LTD LTD	Opening Balance	SAM FINANCIAL SERVICES PVT.LTD	211442	0.89	211442	0.89
	19/08/2016		Sale		211442	0.89	0	0.00
	31/03 /2017		Closing Balance				0	0.00
7.	IN30216410046464	PUB	Opening Balance	RAJIV AGARWAL	200000	0.84	200000	0.84
	18/11/2016		Sale		51723	0.22	148277	0.62
	25/11/2016	LTD	Sale		266	0.22	148011	0.62
	02/12/2016		Sale		16634	0.07	131377	0.55
	09/12/2016		Sale		31377	0.13	100000	0.42
	13/01/2017		Sale		93640	0.39	6360	0.03
	20/01/2017		Sale		6360	0.03	0	0.00
	31/03/2017		Closing Balance				0	0.00
8	IN30018311787136	PUB	Opening Balance	GYAN PAL SINGH	200000	0.84	200000	0.84
	29/04/2016		Sale		10000	0.04	190000	0.80
	20/05/2016		Sale		50000	0.21	140000	0.59
	09/12/2016		Sale		40000	0.17	100000	0.42
	23/12/2016		Sale		25000	0.11	75000	0.31
	06/01/2017		Sale		25000	0.10	50000	0.21
	13/01/2017		Sale		50000	0.00	0	0.00
	10/03/2017		Purchase		5000	0.02	5000	0.02
	31/03/2017		Closing Balance				5000	0.02
9	IN30154933725989	PUB	Opening Balance	PRABHAS DHANUKA	200000	0.84	200000	0.84
	31/03/2017		Closing Balance				0	0.00
10	IN30009510002585	PUB	Opening Balance	ELESH ANUBHAI GOPANI	200000	0.84	200000	0.84
	13/05/2016		Sale		85000		115000	0.48
	20/05/2016		Sale		30000		85000	0.36
	09/09/2016		Sale		77405		7595	0.03
	16/09/2016		Sale		7595		0	0.00
	31/03/2017		Closing Balance				0	0.00

Notes :

- The above information is based on the weekly beneficiary position received from Depositories.
- The date wise increase or decrease in shareholding of the top ten shareholders is available on the website of the Company www.texmopipe.com .

iv. Shareholding of Directors and Key Managerial Personnel

Sr. no.	Name	Shareholding		Date	Increase/ (Decrease)	Reason	Cumulative Shareholding During The Year	
		No. of Shares at the Beginning/ End of the year	% of Shares of the Company				No. of Shares	% of Total Shares of the Company
1.	Mr. Sanjay Kumar Agrawal Managing Director	3896474	16.36	01.04.2016	Nil	Nil		
		3896474	16.36	31.03.2017	Nil		**3896474**	**16.36**
2.	Mrs. Rashmi Devi Agrawal Non Executive Director	3377592	14.18	01.04.2016	Nil	Nil		
		3377592	14.18	31.03.2017	Nil		**3377592**	**14.18**
3	Mr. Vijay Prasad Pappu Whole - Time Director cum CFO	1200	0.005	01.04.2016	Nil	Nil		
		1200	0.005	31.03.2017	Nil		**1200**	0.005
4	Shyam Sunder Agrawal Company Secretary	Nil	Nil	01.04.2016	Nil	Nil	Nil	Nil
		Nil	Nil	31.03.2017	Nil	Nil	Nil	Nil

The Independent Director Mr. Amber Chaurasia, Mr. Sunil Kumar Maheshwari, Mr. Shanti Lal Badera and Mr. Amber Chaurasia do not hold any shares in the company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment **Amt. in ₹ Lakhs**

Particular's	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year as on 01-04-2016 **i)** Principal Amount **ii)** Interest due but not paid **iii)** Interest accrued but not due	**5310.31** **-** **5.12**	**607.26** **-** **0.29**	**--**	**5917.57** **-** **5.41**
Total(i+ii+iii)	**5315.43**	**607.55**	**--**	**5922.98**
Change in Indebtedness during the financial year - Addition - Reduction	**724.10** **(137.62)**	**477.46** **(250.60)**	**--**	**1201.56** **(388.22)**
Net Change	**586.48**	**226.86**	**--**	**813.34**
Indebtedness at the end of the financial year **2016-2017** i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	**5,901.90** **-** **4.27**	**834.41** **-** **0.08**	**--**	**6736.31** **-** **4.34**
Total (i+ii+iii)	**5906.17**	**834.49**	**--**	**6,740.66**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Amt. in ₹

Sr. no.	Particulars of Remuneration	Name Of WTD/MD		Total Amount
		Mr. Vijay Prasad Pappu	Mr. Sanjay Kumar Agrawal	
1.	Gross salary:-			
	(a) Salary as per provisions containing section17 (1) of the Income-tax Act, 1961.	6,91,881	7,00,000	13,91,881
	(b) Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as% of profit - others, specify	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total(A)	6,91,881	7,00,000	13,91,881
	Ceiling as per the Act			14,28,277.56

B. Remuneration to other directors:-

Amt. in ₹

Sr. No.	Particulars of Remuneration	Name Of Directors				Total Amount
1	Independent Directors	Mr. Shantilal Badera	Mr. Sunil Kumar Maheshwari	Mr. C. B. Chayya	Mr. Amber Chaurasia	
	·Fee for attending Board/Committee meetings ·Commission ·Others, please specify	140000 NIL NIL	130000 NIL NIL	32500 NIL NIL	NIL NIL NIL	302500 NIL NIL
	Total(1)	140000	130000	32500	NIL	302500
	Other Non-Executive Directors	Mrs. Rashmi Devi Agrawal				
	Fee for attending Board Committee Meetings ·Commission ·Others, please specify	NIL NIL NIL		NA		NIL NIL NIL
	Total(2)	NIL		NIL	NIL	NIL
	Total(B)=(1+2)	140000	130000	32500	NIL	302500
	Overall Ceiling as per the Act	The remuneration is well within the limits as prescribed by Companies Act, 2013.				

Total A+B= ₹ 16,94,381/-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Amt. in ₹

Sr. No.	Particulars of Remuneration				
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b) Value of perquisites u/s 17(2)Income-tax Act,1961 (c) Profits in lieu of salary under section 17(3)Income-tax Act,1961	NA NA	5,74,749 NIL NIL	NIL NIL NIL	5,74,749 NIL NIL
2.	Stock Option		NIL	NIL	NIL
3.	Sweat Equity		NIL	NIL	NIL
4.	Commission - as% of profit -others, specify	NA	NIL	NIL	NIL
5.	Others, please specify		NIL	NIL	NIL
	Total	NA	**5,74,749**	**NIL**	**5,74,749**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:-

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment /Compounding fees imposed	Authority RD /NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. Directors					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. Other Officers In Default					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

For and on behalf of the Board of Directors

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director cum CFO
[DIN: 02066748]

Place: Burhanpur (MP)
Date: 25th August, 2017

'ANNEXURE–C'

THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO, IN THE MANNER AS PRESCRIBED IN RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 [CHAPTER IX]

A. CONSERVATION OF ENERGY

i) a) Steps taken for conservation of energy

- Usage of SSR (Solid State Relay) in place of contactor.
- Replacement of Induction Motor to Servo Motor.
- Replaced old conventional light fittings and CFL by latest generation LED light fittings.

b) Impact of Conservation of Energy

- Optimum utilization of production capacity by energy saving and consequently reduction in the cost of production.

ii) Steps taken by the Company for utilization of alternate source of energy:- The Company has become the first in Madhya Pradesh to launch renewable energy by way of installing solar plant in its factory premises to generate solar power. By installation of solar power plant the Company has reduced its dependency on traditional source of energy because solar power provides energy independence, energy security and energy reliability. This will also helps in diminution of expulsion of CO2 and other green house gas emissions and has been proved to be an ecofriend.

iii) Capital investment on energy conservation equipments: - ₹. 2.50 Lakhs

B. TECHNOLOGY ABSORPTION :

(i) The efforts made towards technology absorption:

- By replacing manual operations automation in socket Machines.
- Installation of Box conveyer system which was earlier manually operated.
- Installation of sticker printing machine for labeling on the boxes instead of manual sealing.

(ii) The benefits derived like product improvement, cost reduction, product development or imports substitutions:

By introducing the above mechanism the process has become simplified which resulting in improvement in the quality of products and cost efficient also.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – All technologies used are indigenous.

(iv) The expenditure incurred on Research and Development: Nil

C). FOREIGN EXCHANGE EARNINGS AND OUTGO:-

(i) **Foreign Exchange Outgo: -**

Amt. in ₹ Lakhs

Particulars	Amount
Raw Materials	2270.79
Spare Parts	2.38
Finance Charges	Nil

(ii) **Foreign Exchange Earning: -**

Amt. in ₹ Lakhs

Particulars	Amount
Nil	Nil

For and on behalf of the Board of Directors

Place:- Burhanpur
Date: - 25 August 2017

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

Vijay Prasad Pappu
Whole Time Director cum CFO
(DIN 02066748)

FORM NO. AOC-2 **ANNEXURE-D**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. **Details of contracts or arrangements or transaction not at arm's length basis**:
   (a) Name(s) of the related party and nature of relationship: Not Applicable
   (b) Nature of contracts/arrangements/transactions: Not Applicable
   (c) Duration of the contracts/arrangements/transactions: Not Applicable
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
   (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
   (f) Date(s) of approval by the Board: Not Applicable
   (g) Amount paid as advances, if any: Not Applicable
   (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable
2. **Details of material contracts or arrangement or transactions at arm's length basis**

Sr. No	Name of Related Party	Nature of Relationship	Nature of transaction	Duration of transaction	*Salient terms of the contracts or arrangements or transactions including the value, if any*
1.	Mrs Rashmi Devi Agrawal	Director	Leasing of property	On- going	In normal course of business and at prevailing market prices. Rent paid ₹ 19 .75 lakhs
2.	Mr. Sanjay Kumar Agrawal	Managing Director	Leasing of property	On- going	In normal course of business and at prevailing market prices. Rent paid ₹ 53.35 Lakhs Rent received ₹ 2.74 Lakhs
3.	Shree Vasudeo Industries	Enterprise in which KMP are able to exercise significant influence	Purchase or supply of any goods and materials	On- going	In normal course of business and at prevailing market prices. ₹ 2227.92 Lakhs
4.	Shree Padmavati Irrigation Pvt Ltd	Enterprise in which KMP are able to exercise significant influence	Sale, of any goods or materials and Leasing of property	On- going	In normal course of business and at prevailing market prices. Leasing of property ₹ 0.24 Lakhs

Note : Appropriate approval have been taken for related party transactions in Board Meeting held on 8th February, 2016. No advances have been paid or received against the transactions mentioned above.

Date: 25 August , 2017
Place: Burhanpur

For and on behalf of the Board of Directors

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

Vijay Prasad Pappu
Whole Time Director cum CFO
(DIN 02066748)

ANNEXURE-E

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Texmo Pipes and Products Limited
98, Bahadarpur Road,
Burhanpur (M.P.)-450331

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Texmo Pipes and Products Limited (CIN: L25200MP2008PLC020852)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of :

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Companies Act, 1956 (to the extent applicable);

iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iv. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

v. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

vi. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the audit period)**;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the audit period)**;

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period)**;

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009 **(Not applicable to the Company during the audit period)**; and

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the audit period)**.

vii. As per information provided by the management, there is no law applicable specifically to the Company vis-à-vis the industry to which the Company belongs.

I have also examined compliance with the applicable clauses/Regulations of the following:

a) Secretarial Standards with regard to Meeting of Board of Director (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive

Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

*Note: This report is to be read with our letter of even date which is annexed as "**Appendix-I**" and Forms an integral part of this report.*

Date: 14.08.2017
Place: Indore

Dinesh Kumar Gupta
Practicing Company Secretary
(FCS No. 5396 CP No. 4715)

Appendix - I

(To the Secretarial Audit Report to the Members of Texmo Pipes and Products Limited for the financial year ended 31st March, 2017)

To,
The Members,
Texmo Pipes and Products Limited

My Secretarial Audit Report for the financial year ended March 31, 2017 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts reflected on secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14.08.2016
Place: Indore

Dinesh Kumar Gupta
Practicing Company Secretary
(FCS No. 5396 CP No. 4715)

ANNEXURE-F

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance refers to mechanisms, processes and relations by which corporations are controlled and directed. We believe that an active, well-informed and independent board is necessary to ensure the highest standards of Corporate Governance.

Corporate Governance has always been essential to the management of the business and affairs of our Company. We believe that Corporate Governance is not an end, it is just a beginning towards growth of Company for a long term prosperity. The Company recognizes that Corporate Governance is the basic important structure for the achievement of organization's objective. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. We believe that good governance is a systemic process which enables the Company to operate in a manner that meets with the ethical, legal and business expectations and at the same time fulfils its social responsibilities.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financial and performance, as well as the leadership and governance of the Company. Your Company has complied with the requirements of Corporate Governance as laid down under Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

2. COMPOSITION OF BOARD

At Texmo Pipes and Products Limited (TPPL), it is our belief that an enlightened Board deliberately creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. At present the Board consists of 2 Executive Directors, 1 Non-Executive Non-Independent Director and 3 Non-Executive Independent Directors. The Company has a Non-Executive Chairperson. The Company is having 3 Independent Directors which as per Regulation 17 of the SEBI (LODR) Regulation, 2015 is one-half of the total strength of Board of Directors of the Company, which meets the requirement relating to the composition of the Board. In compliance of provisions of section 149 of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (LODR) Regulation, 2015, the Company is having one woman director in form of Non-Executive Chairperson.

No Director of the Company is related to any other Director of the Company, except that Mr. Sanjay Kumar Agrawal and Mrs. Rashmi Devi Agrawal are spouse.

The Company is having an appropriate size of the Board for real strategic discussion and avails the benefits of diverse experience and viewpoints.

3. BOARD INDEPENDENCE

We at Texmo Pipes and Products Limited adhere to the definition of independence of Directors is derived from section 149 (6) of Companies Act, 2013. All Directors are individuals of integrity and courage, with relevant skills and experience to bring independent judgement on the business of the Company.

4. MECHANISM FOR EVALUATING BOARD MEMBERS

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/non executive/ independent Directors through a peer-evaluation excluding the Director being evaluated through a Board effectiveness survey. The Questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board Member is requested to evaluate the effectiveness of the Board dynamics and relationship, information flow, decision-making of the Directors, relationship to stakeholders, Company performance, Company strategy, and the effectiveness of the whole Board and its various committees on a scale of one to five. Feedback on each director is encouraged to be provided as a part of the survey.

Independent directors have three key roles- governance, control and guidance. Some of the performance indicators based on which the independent directors are evaluated include :-

- Ability to contribute to and monitor our corporate governance practices
- Ability to contribute by introducing international best practices to address top-management issues
- Active participation in long-term strategic planning
- Commitment to the fulfillment of a Director's obligations and fiduciary responsibilities; these include participation in board and committee meetings.

5. DIRECTOR INDUCTION, FAMILIARIZATION AND TRAINING

As per Regulation 25 of SEBI (LODR) Regulation, 2015 the Company has entered into a Listing agreement with Stock Exchange. The Company provides suitable training to independent director to familiarize them with the Company, their role, nature of the industry in which the Company operates, business model of the Company etc. the details of such training are also required to be disclose in the Annual Report.

The Company acknowledged the importance of continuous education and training of the Directors to enable the effective discharge of their responsibility. The Company has been organizing visit of the Director to its PVC Plant with a view to enable them familiarize with the nature of industry, operations, process and interact with management personnel and staff.

Directors are regularly briefed about the industry specific to enable them to understand the business environment in which the company operates. To enhance their skills and knowledge the directors are regularly updated on the change in the policy, laws and regulation, development in the business environment etc.

Efforts are also made to familiarize the Directors about their roles, responsibility in the Company, its business model and the environment in which the Company operates. Same is available on the Company's website at www.texmopipe.com.

6. REMUNERATION TO EXECUTIVE DIRECTORS

The remuneration of the Managing Director & the Whole Time Director is recommended by the Nomination and Remuneration Committee to the Board of Directors based on criteria such as industry Benchmarks, the Company's performance vis-à-vis the industry, performance track record of the Managing Director & Whole-Time Director.

Mr. Sanjay Kumar Agrawal is the Managing Director of the Company. The Salary and allowance paid to Mr. Sanjay Kumar Agrawal during the year 2016-17 were Rs. 7.00 Lakhs and Mr. Vijay Prasad Pappu is the Whole time director cum Chief Financial Officer of the Company and the Salary and allowance paid to Mr. Vijay Prasad Pappu during the year 2016-17 were Rs.6.91 Lakhs.

7. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

The Non-Executive Directors are entitled to sitting fee for attending the Board/Committee Meetings. A sitting fee of Rs. 15,000 for attending each meeting of the Board and Audit Committee and of Rs. 2,500 for attending each of the Stakeholders Relationship Committee and Rs. 10,000 for attending each of the Nomination & Remuneration Committee Meetings was paid to the Non-Executive Directors during the year under review.

The Sitting fees paid to the Non-Executive Directors are within the limits prescribed under the Companies Act, 2013. No stock options were granted to Non-Executive Directors during the year under review.

The Board considered the performance of the Non-Executive Directors based on their attendance and contribution at the Board and Committee Meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the Meetings.

The Non-Executive Independent Directors did not have any material pecuniary relationship or transactions with the Company during the year 2016-17.

The details of Sitting Fees paid to the Non-Executive Directors during the year 2016-17.

Sr. No.	Name of Non Executive Directors	Sitting fees (₹)
1.	Mr. Chakradhar Bharat Chhaya (resigned on 13th December, 2016)	32,500
2.	Mr. Shanti Lal Badera	1,40,000
3.	Mr. Sunil Kumar Maheshwari	1,30,000
4.	Mr. Amber Chaurasia (Appointed on 10th Febuary 2017)	-

8. BOARD MEETINGS

i) Scheduling and Selection of agenda items for Board Meetings.

The Board meets at regular intervals to discuss and decides on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Burhanpur. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairperson of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the year 2016-17, Four Meetings of the Board of Directors were held on 27th May, 2016, 9th August, 2016, 11th November, 2016 and 10th February, 2017. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The necessary quorum was present for all meetings. The draft minutes of each Board / Committee meetings are circulated to all Directors for their comments within 15 days of the meeting. The Company Secretary, after incorporating comments, received if any, from the Directors, records the minutes of each Board / Committee meeting within 30 days from conclusion of the meeting. The important decisions taken at the Board / Committee meetings are communicated to the concerned departments promptly.

None of the Directors on the Board are Members in more than ten Committees or Chairman in more than five Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2017 have been made by the Directors.

The details of attendance of Directors for the year 2016-17 at the Board Meetings and in AGM are given below :

Name of Director	Category	Board Meetings held	Board Meetings Attended	Attendance in previous AGM
Mrs. Rashmi Devi Agrawal	Non-Executive Non-Independent	4	4	Yes
Mr. Sanjay Kumar Agrawal	Executive	4	4	Yes
Mr. Vijay Prasad Pappu	Executive	4	4	Yes
Mr. Shanti Lal Badera	Non Executive Independent	4	4	Yes
Mr. Sunil Kumar Maheshwari	Non Executive Independent	4	4	Yes
Mr. Chakradhar Bharat Chhaya (resigned on 13th December, 2016)	Non Executive Independent	3	1	No
Mr. Amber Chaurasia (Appointed on 10th February, 2017)	Non Executive Independent	1	-	-

ii) Information placed before the Board of Directors

The information placed before the Board of Directors is as follows :

a) Annual operating plans and budgets, revisions and updates.

b) Capital budgets with revisions and updates.

c) Quarterly (including periodic) results of the company and its operating divisions/ business segments.

d) Minutes of the meetings of Board of Directors, Audit and other committees of the Board and meetings of Subsidiary Company.

e) The information on recruitment and remuneration of senior officers below the board level, including appointment or cessation of office by CFO and Company Secretary.

f) Show cause, demand and prosecution notices which are materially important.

g) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

h) Any material default in financial obligations to and by the listed entity, or substantial non payment for goods sold by the listed entity.

i) Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.

j) Details of any joint venture or collaboration agreement.

k) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.

l) Quarterly details of foreign exchange exposures and the step taken by management to limit the risks of adverse exchange rate movement, if material.

m) Industrial relationship issues of material nature and proposed remedial actions. All significant development in Human Resources/ industrial relations.

n) Transactions of material nature of buying and selling of investments, or undertaking/ assets, which are not in normal course of business.

o) Status on compliance with all regulatory, statutory and material contract requirements.

p) Details of delegation of authorities to executives and power of attorney.

9. BOARD COMMITTEES

Currently, the Board has Five Committees Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Treasury Committee.

i) Audit Committee

The Audit Committee constituted in pursuance of Regulation 18 of the SEBI (LODR) Regulation, 2015 and Section 177 of the Companies Act, 2013 is instrumental in overseeing the financial reporting besides reviewing the quarterly, half yearly, annual financial results of the company; it reviews company's financial and risk management policies and the internal control systems, internal audit systems, etc. through discussions with internal and external auditors and the following matters :-

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

- Appointment, removal and terms of remuneration of internal auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
  1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act 2013;
  2. Changes, if any, in accounting policies and practices and reasons for the same;
  3. Major accounting entries involving estimates based on the exercise of judgment by management;
  4. Significant adjustments made in the financial statements arising out of audit findings;
  5. Compliance with listing and other legal requirements relating to the financial statements;
  6. Disclosure of any related party transactions;
  7. Qualifications in the draft audit report.
- Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
- Monitoring the use of the proceeds of the proposed initial public offering of the Company.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussions with internal auditors on any significant findings and follow up thereon.
- Reviewing internal audit reports and adequacy of the internal control systems.
- Scrutiny of inter-corporate loans and investments.
- Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- To review the functioning of the whistle blower mechanism, when the same is adopted by the Company and is existing.
- Carrying out any other function as may be statutorily required to be carried out by the Audit Committee.

Composition of Audit Committee, its Meetings and Attendance

The Board has reconstituted the Audit Committee w.e.f. 10th February, 2017, due to resignation of Mr. C.B.Chhaya. The Chairman of the Audit Committee is Mr. Sunil Kumar Maheshwari. During the year 2016-17, Four Audit Committee Meetings were held on 27th May, 2016, 09th August, 2016, 11th November, 2016 and 10th February, 2017. The necessary quorum was present for all meetings.

The composition of the Audit Committee and number of meetings attended by the Members are given below:-

Name of Director	Category	No. of Meeting held	No. of Meetings attended
Mr. Sunil Kumar Maheshwari	Non Executive Independent	4	4
Mr. Shanti Lal Badera	Non Executive Independent	4	4
Mr. Vijay Prasad Pappu	Executive	4	4
Mr. Chakradhar Bharat Chhaya (resigned on 13th December, 2016)	Non Executive Independent	3	1
Mr. Amber Chaurasia (Appointed on 10th February, 2017)	Non Executive Independent	-	-

Company Secretary acts as the secretary to the Audit Committee.

The Committee Meetings are also attended on invitation by Statutory Auditors and Internal Auditor of the Company.

The Internal and Statutory Auditors of the Company discuss their audit findings and update the Audit Committee and submit their views directly to the Committee to conduct detailed reviews of the processes and internal controls in the Company.

ii) Stakeholders Relationship Committee

The Committee is set up in accordance with Regulation 20 of the SEBI (LODR) Regulation, 2015 read with section 178 of

Companies Act, 2013. The Committee has been set up to oversee the performance of the Registrars and Share Transfer Agents with respect to redressal of Shareholders grievances etc. According to Companies Act, 2013 the nomenclature of a Shareholders/Investors Grievance Committee of the Company has been changed from Share Holders / Investor Grievance Committee to Stakeholders Relationship Committee.

The process of share transfer as well as review of redressal of investors/shareholders grievances is undertaken expeditiously and usually reply is sent within a period of 07 days of receipt, except in the cases that are constrained by disputes or legal impediments. All the complaints have been redressed to the satisfaction of the complainants by the Registrar and Share Transfer Agents and the Compliance Officer of Company. However, the matters related to issue of fresh Share Certificates are dealt with the Stakeholders Relationship Committee.

Composition of the Committee, its Meetings and Attendance

The Board has reconstituted a Stakeholders Relationship Committee w.e.f. 10th February, 2017, due to resignation of Mr. C.B.Chhaya. The Chairman of the Committee is Mr. Shantilal Badera. During the year 2016-17, Four Meetings of the committee were held on 27th May, 2016, 09th August, 2016, 11th November, 2016 and 10th February, 2017. The necessary quorum was present for all meetings.

The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members are given below:-

Name of Director	Category	No of Meeting held	No. of Meetings attended
Mr. Shanti Lal Badera	Non Executive Independent	4	4
Mr. Sanjay Kumar Agrawal	Executive	4	4
Mr. Chakradhar Bharat Chhaya (resigned on 13th December, 2016)	Non Executive Independent	3	1
Mr. Amber Chaurasia (Appointed on 10th February, 2017)	Non Executive Independent	-	-

Company Secretary and Compliance officer acts as the secretary to the committee.

iii) Nomination And Remuneration Committee

The Committee is set up in accordance with Regulation 19 of the SEBI (LODR) Regulation, 2015. The Committee is set up to oversee the performance of the Executive Directors and recommends remuneration, promotions, increments etc. for the Managing Director and Executive Director to the Board for approval. According to Companies Act, 2013 the nomenclature of Remuneration Committee of the Company is changed from Remuneration Committee to Nomination & Remuneration Committee.

Composition of the Committee, its Meetings and Attendance

The Board has reconstituted a Nomination and Remuneration Committee due to resignation of Mr. C.B. Chhaya. Mr. Sunil Kumar Maheshwari is Chairman of the Committee. During the year 2016-17, One Meeting of the committee was held on 10th February, 2017.

The composition of the Nomination & Remuneration Committee and number of meetings attended by the Members are given below :

Name of Director	Category	No. of Meeting held	No. of meetings attended
Mr. Sunil Kumar Maheshwari	Non Executive Independent	1	1
Mr. Shanti Lal Badera	Non Executive Independent	1	1
Mr. Amber Chaurasia (Appointed on 10th February, 2017)	Non Executive Independent	-	-
Mr. Chakradhar Bharat Chhaya (Resigned on 13th December, 2016)	Non Executive Independent	-	-

iv) Composition of Corporate Social Responsibility Committee

Our CSR Committee ('the Committee') comprised two Independent Directors and Managing Director as on 31st March 2017:

- Mr. Sunil Kumar Maheshwari, Chairman
- Mr. Amber Chaurasia
- Mr. Sanjay Kumar Agrawal

The purpose of the Committee is to formulate and to monitor the CSR policy of the Company. The CSR Committee has adpted a policy that intends to:

- Strive for economic development that positively impact society at large with minimal resource footprint.
- Be responsible for the Corporate Actions and encourage a positive impact through its activities on the environment,

communities and stakeholders.

The committee will be overseeing the activities/functioning of the company's foundation and identify the areas of CSR activities, programmes and execution of initiatives as per predefined guidelines. The committee will also be assisted by the company's foundation in reporting the progress of deployed initiatives, and making appropriate disclosures (internal/external) on periodic basis.

In view of criteria provided under section 135 of Companies Act, 2013 and Rules made thereunder, the Company is not required to set aside mandatory sum towards CSR expenditure.

v) Treasury Committee

The Board of Directors has constituted a Non- mandatory Sub Committee of Board styled as Treasury Committee with Mr. Sanjay Kumar Agrawal as Chairman of the Committee, Mr. Vijay Prasad Pappu and Mr. Sunil Kumar Maheshwari as members of the Committee. The Board of Directors has delegated certain powers to Treasury Committee to deal with the day to day business affairs of the Company and to take the beneficial decisions for the Company and pass various resolutions on behalf of the Board except those which are to be passed necessarily by the Board.

Composition of Treasury Committee, its Meetings and Attendance

During the year 2016-17, six Treasury Committee Meetings were held on 12.04.2016, 31.05.2016, 26.08.2016, 28.11.2016, 17.01.2017 and 24.02.2017. The necessary quorum was present for all meetings.

Number of meetings attended by the Members is given below :-

Name of Director	No of Meeting held	No of Meetings attended
Mr. Sanjay Kumar Agrawal	6	6
Mr. Vijay Prasad Pappu	6	6
Mr. Sunil Kumar Maheshwari	6	NIL

Company Secretary and Compliance officer act as the secretary to the Treasury Committee.

10. CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

As per the Section 149(8) Companies Act, 2013, the Company and independent directors shall abide by the provisions specified in schedule IV. Further Schedule IV lays down a code for independent directors of the Company. Pursuant to said provision of the Companies Act 2013, the Company has adopted a code for the independent directors of the Company.

11. RELATED PARTY TRANSACTIONS

All details on the financial and commercial transaction, where Directors may have a potential interest are provided to the Audit Committee as well as the Board of Directors. The Interested Directors neither participate in discussion, nor vote on such matters. In terms of Regulation 23 of the SEBI (LODR) Regulation, 2015 the Company has adopted a policy on the subject and the same is available on the Company's website at www.texmopipe.com.

Details of materially significant related party transaction i.e. the transaction of the Company of material nature with its Promoters, the Directors or the Management or their relatives are presented under note no. 37 on notes forming part of the accounts.

12. DETAILS OF SHARES HELD IN SUSPENSE ACCOUNT

The disclosure under Schedule V (Clause F) of the SEBI (LODR) Regulation, 2015 is as under :

Sr. No.	Particulars	No. of shareholder	No. of shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year 01.04.2016.	2	150
2	Number of shareholders who approached the company for transfer of share from suspense account during the year.	Nil	Nil
3	Number of shareholders to whom shares were transferred from suspense account during the year.	Nil	Nil
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year 31.03.2017.	2	150
5	The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.		

13. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mr. Shyam Sunder Agrawal

Company Secretary & Compliance Officer

Texmo Pipes and Products Limited Phone : 07325-255122

98, Bahadarpur Road, Burhanpur (M.P.) 450331 Fax : 07325-253273 Email- cs@texmopipe.com

In addition to the above e-mail ID of the Compliance Officer, the Investors/Shareholders can also lodge their complaints, if any, at complaints@texmopipe.com.

The Company Secretary has been designated as Compliance Officer of the Company in line with the requirement of SEBI (LODR) Regulation, 2015 .

14. RECORDING OF MINUTES OF PROCEEDINGS OF BOARD AND COMMITTEE MEETINGS

The Company Secretary records the Minutes of the proceedings of each Board and Committee Meeting. Draft Minutes are circulated to all the members of the Board/Committee for their comments. The inputs / corrections in the draft Minutes as suggested by Directors are incorporated in the final minutes thereafter signed copy of Minutes are also circulated to all Directors. This is also in compliance with Secretarial Standard SS 1 issued by The Institute of Company Secretaries of India.

15. DETAILS OF OTHER DIRECTORSHIP AND COMMITTEE MEMBERSHIP

Details with particulars of their Directorships and Chairmanship/Membership of Board Committees in other Public Companies, in which they are Directors showing the position as on 31st March, 2017 are given below :-

Sr. No.	Name of Directors	Directorship in other Public Companies	Committee positions held	
			Chairmanship	Membership
1	Mr. Sanjay Kumar Agrawal	0	0	0
2	Mrs. Rashmi Devi Agrawal	0	0	0
3	Mr. Vijay Prasad Pappu	0	0	0
4	Mr. Shanti Lal Badera	0	0	0
5	Mr. Sunil Kumar Maheshwari	0	0	0
6.	Mr. Amber Chaurasia (Appointed on 10th February, 2017)	0	0	0

In accordance with Regulation 26 of the SEBI (LODR) Regulation, 2015 with the Stock Exchanges, Memberships/ Chairmanships of only the Audit Committee and Stakeholders Relationship Committee of all Public Limited Companies whether listed or not (excluding those of the company) have been considered.

The Company has received Declarations of independence as prescribed in section 149 (7) of Companies Act, 2013 from Independent Directors.

16. CODE OF CONDUCT

In compliance with Regulation 26(3) of SEBI (LODR) Regulation, 2015 and the Companies Act, 2013, the Company has framed and adopted a code of conduct and ethics. The Code is applicable to the members of the Board, Senior Management of the Company. The code is available on our website – www.texmopipe.com.

The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 31st March, 2017. The Annual Report of the Company contains a Certificate by the Managing Director & CFO in terms of Schedule V of the SEBI (LODR) Regulation, 2015

17. PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Code for prevention of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015. The Code for prevention of Insider Trading lays down guideline and procedures to be followed and disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Code has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company Securities. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Designated persons (Directors, Officers and other concerned employees / persons) are prevented from dealing in the Company's shares during the closure of Trading Window. The Compliance Officer is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "price sensitive information" and pre-clearance of Trade etc. Directors and designated employees who buy and sell shares of the Company are prohibited from entering into an opposite transaction i.e. sell or buy any shares of the Company during the next six months following the prior transactions. The aforesaid Code is available at the website of the Company www.texmopipe.com.

18. SUBSIDIARY COMPANIES

There is no material non listed Indian Subsidiary Company requiring appointment of Independent Director of the Company on the Board of Directors of the Subsidiary Companies. The requirements of Regulation 24 of SEBI (LODR) Regulation, 2015 with regard to subsidiary companies have been complied with. The Company has adopted a policy for determining "Material Subsidiaries" and the same is available on the Company's website at www.texmopipe.com.

19. DISCLOSUSRE

i) Accounting Treatment in Preparation of Financial Statements

The Company has followed the guidelines of Accounting Standard laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its Financial Statements. The Ministry of Corporate Affairs (MCA), vide its Notification in the Official Gazette dated February 16, 2015 notified the Indian Accounting Standards (Ind AS) applicable to certain class of

Companies. Ind AS has replaced the existing GAAP. Pursuant to provisions of Companies (Indian Accounting Standards) Rules, 2015, for our Company Ind AS is applicable from April 1, 2017.

ii) Vigil mechanism/ Whistle Blower Policy

In Compliance with Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulation, 2015 Company has framed a vigil mechanism /whistle blower policy and the same has been placed on the Company's Website.

None of the employees of the Company has been denied access to the Audit Committee.

iii) Management Discussion and Analysis Report

The Management discussion and analysis report is prepared in accordance with the requirement of Regulation 34 of the SEBI (LODR) Regulation, 2015 and shall form part of the Annual Report to the shareholders.

20. COMMUNICATIONS TO SHAREHOLDERS

Effective Communication of information is an essential component of Corporate Governance. The Company regularly interacts with the Shareholder through the multiple channels of communication such as publication of Results, Annual Reports, Press Release and the Company's Website. The Quarterly, Half yearly and the Annual Financial results submitted to the Stock Exchange at Mumbai in the prescribed format within 30 minutes of the conclusion of the Board Meeting at which the result are taken on record. The quarterly financial Results and the Annual Results of the Company are also published in prominent daily news papers such as Free Press (English) and Choutha Sansar (Hindi). The Company has also sent Annual Report through email to those Shareholders who have registered their email ids with Depositary Participant.

Annual Report, Corporate Governance Report, Audited Results and the quarterly Financial Results are also available on the website of the Company www.texmopipe.com under investor's information section.

21. PLEDGE OF EQUITY SHARES

No Pledge has been created over the Equity Shares held by the Promoters and/or Promoter Group Shareholders as on 31st March 2017.

22. PROMOTERS' SHAREHOLDING

The aggregate Shareholding of the Promoters and Persons belonging to the Promoters Group as on 31st March 2017 comprised of 7539955 Equity Shares of Rs. 10/- each representing 31.65% of the total paid up Share Capital of the Company.

23. DISCLOSURE OF NON-COMPLIANCE BY THE COMPANY DURING THE PREVIOUS YEAR.

There were no instances of non compliance or penalty, structures imposed on the company by the Stock Exchange or SEBI or any other Statutory Authority on any matter related to capital markets during the previous year.

The Company has complied with the mandatory requirements of corporate governance Regulation 27 of the SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

24. GENERAL SHAREHOLDERS INFORMATION

i) General Body Meeting

The Company convenes the Annual General Meeting (AGM) within Six Months from the closure of the financial year. The details of the AGM held in previous three Years are given as below:-

Financial year	Date and time	Venue	Special Resolution passed
2013-14	27th September, 2014 at 11.30 A.M.	98, Bahadarpur Road, Burhanpur (M.P.)-450331	1. Approval of borrowing powers to Board of Directors u/s 180(1)(a) of the Companies Act 2013 2. Approval powers to Board of Directors u/s 180(1)(c) of the Companies Act 2013 for creation of security in respect of secured loans 3. Approval of related party transaction under section 188 of Companies Act, 2013.
2014-15	26th September, 2015 at 11.30 A.M.	98, Bahadarpur Road, Burhanpur (M.P.)-450331	NIL
2015-16	29th September, 2016 at 11.30 A.M.	98, Bahadarpur Road,- Burhanpur (M.P.) 450331	NIL

ii) Details of Special Resolution passed at Extra-ordinary General Meeting in last Three years.

No Extra-ordinary General Meeting was held in last three years.

iii) Passing of Resolution by Postal Ballot

During the year, no resolution was passed through the Postal Ballot by the Shareholders. At present there is no proposal for passing resolution through postal ballot.

iv) General Meeting for the financial year 2016-17

Date	23rd September 2017
Venue	98, Bahadarpur Road, Burhanpur (M.P.) 450331
Time	11.30 A.M.
Book closure date	From 18th to 23rd September, 2017. (Both days inclusive)
Last date of receipt of Proxy forms	21st September 2017. (Before 11.30 A.M. at the Registered office of the Company)

v) Tentative Calendar for financial year ending 31st March, 2018.

Quarterly Financial Results	Date of Board Meeting
1st Quarterly results	First half of August 2017
2nd Quarterly results	First half of November 2017
3rd Quarterly results	First half of February 2018
4th Quarterly results	Second half of May 2018

vi) Listing Details

At present, the Equity Shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited (NSE).

The Annual Listing fees for the financial year 2017-18 have been paid to the Stock Exchanges.

All GDRs have converted into underlying equity shares of the Company and the Company has been delisted from the Luxemburg Stock Exchange on 26th September, 2014.

The Company has paid Annual Custodial Fees for the year 2017-18 to the National Securities Depository Limited and Central Depository Services Limited on the basis of beneficial accounts maintained by them as on 31st March 2017.

Equity Shares
BSE Limited 16th Floor, P.J. Tower, Dalal Street, Mumbai 400001
National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (East), Mumbai 400051

vii) Stock Codes

Table 1

Name of the Stock Exchange	Stock Code
BSE Limited.	533164
National Stock Exchange of India Limited (NSE)	TEXMOPIPES
ISIN of Equity Shares	INE141K01013

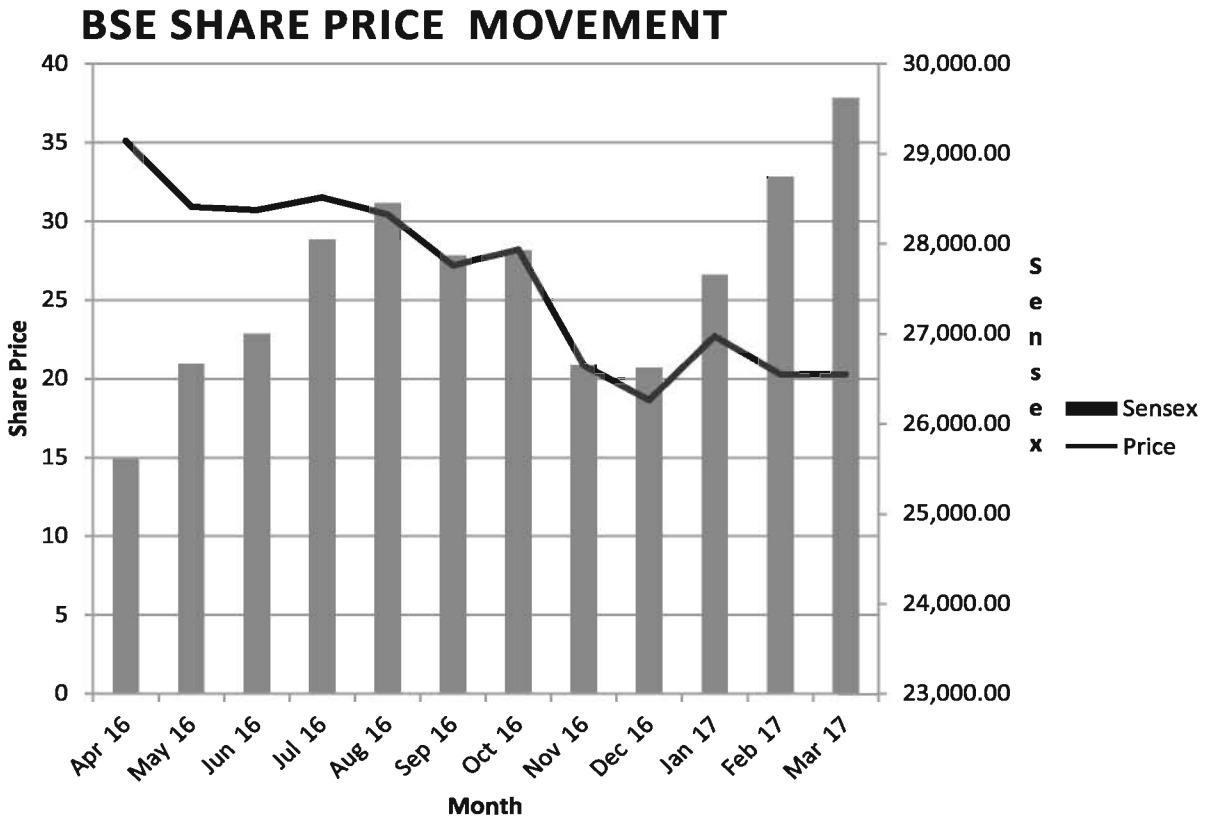
viii) Share Price Data

The details of High, Low Prices of shares of the company at BSE Limited and National Stock Exchange of India Limited (NSE) for the year ended 31st March, 2017 are as under:-

Period – from 01st April, 2016 to 31st March, 2017.

Months	BSE		NSE	
	High (₹)	Low(₹)	High (₹)	Low (₹)
April 2016	36.05	21.65	36.20	22.20
May 2016	39.70	29.00	39.75	29.30
June 2016	34.00	27.05	34.00	27.20
July 2016	37.20	31.30	37.40	31.15
August 2016	35.40	28.20	35.00	28.30
September 2016	32.85	25.00	32.90	24.95
October 2016	29.75	27.10	29.80	27.00
November 2016	28.90	18.50	28.90	18.35
December 2016	22.90	18.60	22.85	18.50
January 2017	24.90	18.05	25.00	18.00
February 2017	24.20	20.00	23.95	19.60
March 2017	24.55	17.80	22.50	17.75

ix) Stock Performance in comparison to Broad Based indices;



x) Distribution of Shareholding as on 31st March, 2017

Category (Amount)	Shareholders		Equity Shares held	
	No. of shareholders	% of total Shareholders	Amount	% amount
1 - 5000	10,989	73.33%	1,84,79,850	7.76%
5001 - 10000	1,811	12.08%	1,56,23,980	6.56%
10001 – 20000	947	6.32%	1,50,24,880	6.31%
20001 - 30000	348	2.32%	91,38,530	3.84%
30001 - 40000	179	1.19%	65,44,910	2.74%
40001 - 50000	185	1.23%	88,61,380	3.73%
50001 - 100000	266	1.77%	2,04,31,940	8.58%
100001 & ABOVE	261	1.74%	14,40,94,530	60.50%
Total	**14,986**	**100%**	**23,82,00,000**	**100%**

xi) Shareholding Pattern as on 31st March, 2017

Category	No. of shareholders	No. of share held	% of equity
Promoters and Promoter Group holding	9	7539955	31.65
Public shareholdings			
Clearing member	86	1,68,856	0.71%
HUF	354	7,35,670	3.09%
Bodies Corporate	322	17,06,248	7.16%
Non Resident Indians	121	2,53,185	1.06%
Non Resident Indians Non Repatriate	24	95,618	0.40%
Bank	1	1,700	0.01%
Trust	1	4,000	0.02%
Resident Individuals	14,065	1,33,14,768	55.90%
Total	**14,983**	**2,38,20,000**	**100%**

xii) Director`s Shareholding as on 31st March, 2017

S. No.	Name of Director	No. of Share Held	% of Holding
1.	Mrs. Rashmi Devi Agrawal	3377592	14.18%
2.	Mr. Sanjay Kumar Agrawal	3896474	16.36%
3.	Mr. Vijay Prasad Pappu	1200	0.01%
4.	Mr. Shanti Lal Badera	Nil	Nil
5.	Mr. Chakradhar Bharat Chhaya	Nil	Nil
6.	Mr. Sunil Kumar Maheshwari	Nil	Nil
7.	Mr. Amber Churasia	Nil	Nil
	Total	**7275266**	**30.55%**

xiii) Dematerialization of Shares and Liquidity

2,38,19,884 Equity Shares representing 99.99% of the total equity share capital of the company is held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited as on 31st March, 2017.

The bifurcation of shares held in Physical & Demat form as on 31st March 2017, is given below:

Category		No. of shareholders	No. of share held	% of equity
Physical		4	116	0.00
Demat Segment	NSDL	8297	10,738,497	45.09%
	CDSL	6685	13,081,387	54.91%
Total		**14,986**	**23820000**	**100.00%**

xiv) No Outstanding GDRs

The Company had issued Global Depository Receipts on 11th April 2011, and the underlying shares against each of the GDRs were issued in the name of the Bank of New York Mellon DR, the depository. As on 31st March 2017, there were no GDRs outstanding.

The Company has been delisted from the Luxemburg Stock Exchange on 26th September, 2014.

xv) Investor Grievances Redressal System

Karvy Computershare Private Limited, Registrar & Transfer Agents (RTA) of the Company has confirmed that 5 Complaints were received during the FY 2016-17 from the Shareholders and same were disposed off with the satisfaction of investors. To redress investor grievances, the Company has a dedicated e-mail id complaints@texmopipe.com to which investors may send complaints.

xvi) Share Transfer System

The company's shares are covered under the compulsory dematerialisation list and are transferable through the depository system. Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects.

xvii) Registrar and Transfer Agents

Share transfer, dividend payment and all other shareholders' correspondence are attended to and processed by our Registrar and Transfer Agents, i.e. Karvy Computershare Private Limited having their office at :-

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli

Financial District, Nanakramguda, Hyderabad – 500 032

Tel: +91-40-67162222, 33211000

Fax: +91-40-23420814

xviii) Plant Locations

The company`s plant is located at Registered Office, i.e. 98, Bahadarpur Road, Burhanpur (M.P.) - 450331

xix) Corporate Identity Number

The Corporate Identity Number (CIN) of the Company is L25200MP2008PLC020852.

xx) Address for Correspondence

Shareholder's correspondence: Shareholders may correspond with:

1. Registrar & Transfer Agents for all matters relating to transfer / dematerialization of shares, payment of dividend, IPO refunds / demat credits at :

   Karvy Computershare Private Limited

   Karvy Selenium Tower B, Plot 31-32, Gachibowli

Financial District, Nanakramguda, Hyderabad – 500 032

Tel: +91 40 67162222, 33211000

Fax: +91 40 23420814

2. Shareholder may also contact :

Mr. Shyam Sunder Agrawal

Company Secretary & Compliance Officer

Texmo Pipes and Products Limited

98, Bahadarpur Road, Burhanpur (M.P.) - 450 331

Tel. No. 07325-255122

Email id- cs@texmopipe.com

xxi) Reconciliation of Share Capital

As stipulated by SEBI, during the year on quarterly basis the Company had complied with the Regulation 55A of SEBI (D&P) Regulation 1996 by obtaining from a qualified Practicing Company Secretary a 'Reconciliation of Share Capital Audit Report' to reconcile the total admitted, issued and listed capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

xxii) Go-Green Initiative

Ministry of Corporate Affairs (MCA) has undertaken a 'Green Initiative' in the field of Corporate Governance by permitting the delivery of documents viz. notices of meetings, annual reports etc. to the Shareholders through electronic mode vide its Circular No.17/2011 dated 21 April 2011. In pursuance of same, we take immense pleasure in informing you that your company had started this from last four year onwards, initiated this Go-Green Programme by sending the soft copies of the Annual Report to the Shareholders who have already registered their E-mail Ids with the Company and RTA. Further with a view to encourage the same in future we request the shareholders to kindly register their email address with the Company/Registrar & Share Transfer Agent (With Depository Participants in case of shares held in dematerialised form). This paperless compliance is a part of Green Initiative in the Corporate Governance as introduced by MCA.

25. COMPLIANCE

The Company Secretary while preparing the Agenda, Notes on Agenda, Minutes etc. of the meeting(s), is responsible for and is required to ensure adherence to the applicable laws and regulations including the Companies Act, 1956 and Companies Act, 2013, FEMA, read with the Rules and Regulations issued there under, Listing Agreement with the stock exchanges and Rules and Regulations issued by the RBI and the Secretarial Standards issued by the Institute of Company Secretaries of India.

26. MANDATORY REQUIREMENTS

The Company has fully complied with the applicable mandatory requirements of Regulation 27 of the SEBI (LODR) Regulation, 2015 executed with the Stock Exchanges.

27. ADOPTION OF NON-MANDATORY REQUIREMENTS

Although it is not mandatory, the Board of TPPL has constituted a Corporate Social Responsibility Committee. Details of the Committee have been provided under "composition of Corporate Social Responsibility Committee".

28. COMPLIANCE ON CORPORATE GOVERNANCE

The quarterly compliance report on Corporate Governance has been submitted to the Stock Exchanges where the Company's Equity Shares are listed in the requisite format duly signed by the Compliance Officer. Apart from that the Company has also complied all requirement of Corporate Governance Report of sub-para(2) to (10) of Schedule V of SEBI (LODR) Regulations, 2015.

29. AUDITORS QUALIFICATION ON FINANCIAL STATEMENT

The Company's Financial Statement is free from any qualification by the Auditors.

30. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from its Statutory Auditors testifying to its compliance with the provision relating to Corporate Governance laid out in Schedule V of the SEBI (LODR) Regulation, 2015 executed with the Stock Exchange.

The Certificate is annexed to this Report and the same will be forming part of the Annual Report to be filed by the Company.

31. INFORMATION PURSUANT TO REGULATION 34(3) AND SCHEDULE V OF THE SEBI (LODR) REGULATION, 2015.

Loan and Advances in the nature of loan to Subsidiaries :-

Amt. in Lakhs

Name the Company	Balance as at 31st March 2017	Maximum outstanding during the year
Tapti Pipes & Products Limited FZE	621.46	620.55

32. CEO/ CFO CERTIFICATE

As required under Part B of Schedule II of the SEBI (LODR) Regulation, 2015 with the Stock Exchanges, Mr. Sanjay Kumar Agrawal, Managing Director Cum Chief Executive Officer and Mr. Vijay Prasad Pappu, Whole Time Director cum Chief Financial Officer of the Company have certified to the Board regarding financial statements for the year ended 31st March, 2017.

The CEO/CFO Certification of Financial Statement and Cash Flow Statement for the year are enclosed at the end of this Report.

33. REPORT ON CORPORATE GOVERNANCE

A separate section on Corporate Governance forms a part of the Annual Report. This Chapter read together with the information given in the chapter entitled Management Discussion and Analysis and Shareholders information, constitute a detailed compliance report on Corporate Governance during 2016-17.

34. DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT PURSUANT TO SCHEDULE V OF THE SEBI (LODR) REGULATION, 2015.

As required by Clause D of Schedule V of the SEBI (LODR) Regulation, 2015, this is to confirm that the company has adopted a code of conduct for all Board Members and Senior Management of the company. The code is available on the Company's web site : www.texmopipe.com

I, confirm in respect of the financial year ended 31st March, 2017, that the company has received from the senior management team of the company and the members of the Board, a declaration of compliance with the code of conduct as applicable to them. For the purpose of this declaration, senior management team comprises of employees in the Key Managerial Personnel cadre as on 31st March, 2017 of the company.

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Place: Burhanpur (MP)
Date: 25th August, 2017

CEO/CFO CERTIFICATION TO THE BOARD

(Under Schedule II of SEBI (LODR) Regulations, 2015)

To

The Board of Directors

Texmo Pipes and Products Limited

We, Sanjay Kumar Agrawal, Managing Director and Vijay Prasad Pappu, Whole Time Director Cum Chief Financial Officer, of Texmo Pipes and Products Limited ("the Company"), to the best of our knowledge and belief, hereby certify that:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief :
   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee
   (1) Significant changes in internal control over financial reporting during the year;
   (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

Vijay Prasad Pappu
Whole Time Director cum CFO
(DIN 02066748)

Place : Burhanpur
Date : 25 August 2017

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF TEXMO PIPES AND PRODUCTS LIMITED

1. We have examined the compliance of corporate governance by **Texmo Pipes And Products Limited** ('the company') for the year ended on 31st March, 2017 as stipulated in:
   - Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the year ended on March 31, 2017 and
   - Regulations 17 to 27 {excluding regulation 23 (4)} and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the year ended on March 31, 2017.

2. The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2017.

5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For - Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Regn. No. 010081C/C400001

Date: 25 August 2017
Place: Burhanpur

CA Pankaj Somaiya
Partner
Membership No. 79918

ANNESURE-G

MANAGEMENT DISSCUSSION AND ANALYSIS

Industry structure and Developments

Infrastructure is a key driver for the Indian economy. India's focus on infrastructure over the last decade made the country the second fastest growing economy in the world. Large investments in sectors such as water and sanitation management, irrigation, building & construction, power, transport, retail etc. continue to been made. PVC and CPVC plays important role in the sustainable management of these sectors through various products like pipes, wires & cables, water proofing membranes, wood PVC composites, food and medicinal packaging. These huge investments in infrastructure will result in making India a hub for PVC and CPVC product manufacturing leading to growth in plastics processing sector. The major schemes / steps which will directly impact on the industry are:

- The government of India has initiated many new projects and investments in the irrigation sector.
- The government's focus is on rural water management, which will be fulfilled only with proper infrastructure for the transportation of water to the end-user.
- The government has launched a campaign of 'Housing for All by 2022'. Housing shortage coupled with lack of proper water management system (sewage/drainage) in slums creates ample opportunities for the piping industry in India.
- Swatch Bharat Mission (SBM) is another flagship programme of the government. Lack of sanitation and drinking water facilities creates a huge opportunity for PVC pipe manufacturers.
- GST is now a realty w.e.f. 1st July, 2017, which is considered to be the biggest tax reform post independence. GST will have multi-dimensional impacts on Indian economy. It will help in creating efficient indirect tax regime by removing cascading effect of tax and similar tax structure across the states.

Opportunities and Threats

This industry is one of the fast growing industries in the Indian economy. The Indian plastics industry has enormous potential of growth but presently have very low usage levels as compared to the global standards. At the same time, this industry in the coming decades promote sustainable development by investing on technologies to protect environment and stimulates growth by balancing economic needs and other financial constraints. Plastics waste is a challenge to be managed well again. Connection of plastics waste management with the prospects of recycling industry will be a superior thought.

Product wise performance

Company's major products are PVC, HDPE, Fittings and Trading. Performance of various products at a glance is as under :-

Particulars	2016-17	2015-16
HDPE Pipe	7408.63	9024.90
PVC Pipe	12739.58	11789.59
CPVC Pipe	1505.17	1024.88
Moulding fittings	2843.56	2135.07
Trading Sale	2636.20	2425.17
Total	**27133.13**	**26399.61**
Less excise duty	(1166.77)	(762.94)
Add Sell Fit Charges	13.49	13.03
VAT/CST subsidy for Industrial promotion	28.75	137.09
Total revenue from operation as per audit report	**26008.61**	**25786.83**

With the augment of industrial experience and knowledge we are providing brilliant variety of CPVC pipes & fittings to our client. The Company continually focusing on CPVC pipe market, quality of the product and after sale services. The Company has enlarged its presence in the market and demand of its product. It can be viewed that growth of CPVC pipes are increasing year after year.

Outlook

There are a number of factors like low per capita consumption, manufacturing focus, end use industry growth, increasing urbanization, changing lifestyle, promoting growth of plastic industry in India. The plastic processing industry not only modify our lives in many aspects but it has significant impact on our economy as well. The plastic processing industry need to invest in modern equipment to reduce costs and to improve installed capacities to achieve scale of economies. The Government's current campaign "Make in India" has a special center of attention on the chemical industry and aims to turn the country into a global manufacturing hub, a tremendous growth in the plastic processing sector is expected especially in downstream industries.

Risks and Concerns

During the financial year under review, the Company was awarded 'BWR BBB' rating from 'BWR BBB-' rating (Triple B from Triple B minus) for fund based facilities, resuting in reduction of finance cost as compared to previous years. Higher finance cost is still a concern to the Company and Company is still striving hard to get more improved ratings by more reducing the finance cost. Further, your Company has an intricate Risk Management procedure which depicts business risk and operational risks that are supported by policy framework.

Internal Control System and their adequacy

The Company considers that internal control is one of the key support of governance which provide freedom to the management within a outline of appropriate checks and balances. Texmo Pipes and Products Limited have a strong Internal control framework, which was instituted considering the size, nature and risk in the business. The Company's Internal control environment provide assurance on efficient conduct of operations, security of Assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records, timely preparation of authentic financial information and compliance with applicable laws and regulation . The Company uses SAP- Enterprise Resources Planning software as its core IT system. The Internal Auditor is a Chartered Accountant has been entrusted the job to conduct regular internal Audits at all the units/Branches and report to the management the lapses, if any. To ensure efficient Internal control system, the Company has a well constituted Audit committee who at its periodical meeting , review the competence of internal control system and Procedures thereby Suggesting improvement in the system and process as per the changes of Business dynamics. The system and process are continuously improved by adopting best in class processes, automation and implementing latest IT tools.

Discussion on Financial Performance with respect to operational performance

On a standalone basis your company recorded a turnover of ₹ 28,393.93 Lakhs for the year ended 31st March, 2017 as against ₹ 27, 903.28 Lakhs in the previous year which shows an increase of 1.76%.

On a standalone basis, the profit before tax for the financial year stood at ₹ 147.49 Lakhs compared to ₹ 490.57 Lakhs of the previous year. The profit after tax, before exceptional item for the financial year at ₹ (48.92) Lakhs compared to ₹ 373.70 Lakhs of the previous year.

On a standalone basis your company recorded Production of 22205.65 MT for the year ended 31st March, 2017 as against 22532.71 MT in the previous year which shows an decrease of 1.45%.

Material development in human resources / Industrial relations front

The Company has been incessantly developing its employee capacity by way of conducting programs such as employee orientation sessions, policy and procedure awareness sessions, leadership development workshops and other options designed to enable the company and employees to succeed.

The Company ensures that all new employees are inducted seamlessly again and again in the organization irrespective of the location they join. As of March 31, 2017, the Company's total work force is 748 employees.

Cautionary Statement

Statements in the Management Discussion & Analysis are describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

Such statements reflect the Company's current views with respect to the future events and are subject to risk and uncertainties. Important developments that could affect the Company's operations include changes in industry structure, significant changes in political and economic environment in India and overseas, tax laws, and litigations. The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future.

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Texmo Pipes and Products Limited
Burhanpur (M.P)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Texmo Pipes and Products Limited ("the Company"),** which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that gives a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred to in section 133 of The Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting & auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made there under and the Order under section 143 (11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the Notes forming part to the standalone financial statements:

Note 27 to the Standalone Financial Statements which describe the uncertainty related to the outcome of the lawsuit filed against the Insurance Company.

Note 28 to the standalone financial statements that no provision has been made during the year in respect of Investment in and loan given to subsidiary Tapti Pipes & Products Limited FZE which in the opinion of the management are considered good & are fully recoverable.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act. , read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

   e. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

   f. With respect to the adequacy of the internal financial control over financial reporting of the company and operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i The Company has disclosed the impact of pending litigations on its financial position in its financial statements- refer note 33 to the standalone financial statement.

      ii. The Company has made provision as at March 31, 2017, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. The Company has provided requisite disclosures in the standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 31, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management. Refer Note 31.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the 'Annexure B' a statement on the matters specified in paragraph 3 and 4 of the Order.

For Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001

CA Pankaj Somaiya
Partner
Membership No.079918

Place : **Burhanpur (MP)**
Date : **26th May, 2017**

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Texmo Pipes and Products Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001

CA Pankaj Somaiya
Partner
Membership No.079918

Place : **Burhanpur (MP)**
Date : **26th May, 2017**

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The fixed assets have been physically verified during the year by the management in accordance with the regular programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information given to us, no material discrepancies were noticed on such verification.

(c) According to the information & explanations given to us on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

(ii) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in register maintained under section 189 of Act.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 & 186 of the Act, with respect to loans, making investment and providing guarantee & security available.

(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

(vi) We have broadly reviewed the books of accounts maintained by the Company in respect of products where pursuant to the rules made by Central Government of India, the maintenance of cost records has been prescribed under sub section (1) of section 148 of the Companies Act, 2013, and we are of opinion that prima facie the prescribed accounts & records have been made & maintained. However, we have not made the detailed examination of the records.

(vii) (a) According to information explanation given to us and on the basis of our examination of records of the Company, amount deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess, Professional tax and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, sales tax, service tax, custom duty, excise duty, value added tax, cess, Professional tax and other material statutory dues except income tax which were in arrears as at 31st March 2017, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of duty of customs, excise duty and cess which has not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the following dues of income tax, sales tax and value added tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues	Amount Demanded (₹ in lakhs)	Amount paid under dispute (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax Act	Central Sales Tax	47.32	2.37	2007-08	M.P. High Court, Jabalpur
		1.43	0.71	2008-09	M.P. Commercial Tax Appellate Tribunal
		21.19	2.12	2013-14	Appellate Deputy Commissioner of Commercial Tax, Khandwa
		18.04	1.81	2014-15	Appellate Deputy Commissioner of Commercial Tax, Khandwa
Entry Tax Act, 1976	Entry Tax	11.32	11.32	2006-07	M.P. Commercial Tax Appellate Board
		38.23	1.91	2007-08	M.P. High Court, Jabalpur

		21.55	8.62	2008-09	M.P. Commercial Tax Appellate Board
		17.46	4.38	2014-15	Additional Commissioner of commercial Tax Indore
Madhya Pradesh Value Added Tax,2002	Value Added Tax	119.78	5.99	2007-08	MP High Court, Jabalpur
		100.64	52.12	2009-10,2010-11 & 2011-12	M.P. Commercial Appeal Board
		18.53	-	2010-11	Additional Commissioner of commercial Tax Indore
		17.87	4.45	2014-15	Additional Commissioner of commercial Tax Indore
Income Tax Act,1961	Income Tax	74.85	67.81	2010-11	Income Tax Appellate Tribunal, Indore

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans & borrowing of financial institutions, bank and government. The Company has not issued any debentures.

(ix) In our opinion and according to the information and explanations given to us, the Company did not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loans were applied, on an overall basis, for the purposes for which they were raised.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xii) The Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the order is not applicable to the company.

(xiii) According to the information and explanations given to us, and based on our examination of records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standard (AS) 18, Related Party Disclosure specified under section 133 of the Act, read with Rule 7 of the Companies Rules (Accounts) 2014

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the company.

(xv) The company has not entered into non-cash transaction with directors or person connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the company.

(xvi) According to the information and explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001

CA Pankaj Somaiya
Partner
Membership No.079918

Place : **Burhanpur (MP)**
Date : **26th May, 2017**

Balance Sheet as at 31st March 2017

Amount in ₹ Lakhs

Particulars	Note	As at 31st March 2017	As at 31st March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2	2,382.00	2,382.00
(b) Reserves and surplus	3	10,021.92	10,070.85
		12,403.92	**12,452.85**
Non-current liabilities			
(a) Long-term borrowings	4	1,574.67	1,056.85
(b) Deferred tax liabilities (Net)	5	216.66	236.63
(c) Other Long term liabilities	6	330.24	188.60
		2,121.57	**1,482.08**
Current liabilities			
(a) Short-term borrowings	7	4,850.05	4,645.71
(b) Trade payables	8	4,853.04	4,250.17
(c) Other current liabilities	9	1,557.64	1,209.33
(d) Short-term provisions	10	123.41	113.58
		11,384.14	**10,218.78**
TOTAL		**25,909.63**	**24,153.71**
ASSETS			
Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		4,736.30	4,249.69
(ii) Intangible assets		11.76	17.50
(iii) Capital work-in-progress		28.88	48.84
(b) Non-current investments	12	4,443.25	4,634.55
(c) Long-term loans and advances	13	1,157.04	1,351.22
(d) Other non-current assets	14	714.38	714.38
		11,091.62	**11,016.18**
Current assets			
(a) Inventories	15	8,201.91	7,450.00
(b) Trade receivables	16	4,635.18	3,555.73
(c) Cash and Bank Balances	17	1,009.20	1,055.95
(d) Short-term loans and advances	18	907.24	854.99
(e) Other current assets	19	64.48	220.86
		14,818.01	**13,137.53**
TOTAL		**25,909.63**	**24,153.71**

Significant Accounting Policies 1
Contingent liabilities, capital and other commitments 33

The accompanying notes are an integral part of these financial statements

As per our report of even date
For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (MP)
Date: 26th May, 2017

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Statement of Profit and Loss for the Year ended 31st March, 2017

Amount in ₹ Lakhs

Particulars	Note	As at 31st March2017	As at 31st March 2016
Revenue			
Revenue from operations (gross)	20	28,436.17	28,053.42
Less: Excise Duty		(2,427.57)	(2,266.58)
Revenue from operations (net)		26,008.61	25,786.83
Other income	21	419.24	231.52
Total Revenue		**26,427.85**	**26,018.35**
Expenses:			
Cost of materials consumed	22	16,718.46	16,889.54
Purchases of Stock-in-Trade	23	3,345.45	2,595.95
Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	24	48.66	93.43
Employee benefits expense	25	1,316.38	1,119.35
Depreciation and amortization expense	11	590.69	550.62
Finance costs	26	1,182.83	1,291.13
Other Expenses	27	3,077.90	2,987.75
Total expenses		**26,280.37**	**25,527.78**
Profit before tax		**147.48**	**490.57**
Tax expense:			
(1) Current tax		55.32	137.59
(2) Deferred tax		(19.97)	(20.72)
(3) Short/(Excess) Provision for Tax for earlier years (refer note 30)		161.06	-
Profit for the year		**(48.93)**	**373.71**
Earnings per equity share of ₹10 each	32		
(1) Basic (₹)		(0.21)	1.57
(2) Diluted(₹)		(0.21)	1.57
Weighted Average number of shares outstanding		2,38,20,000.00	2,38,20,000.00

The accompanying notes are an integral part of these financial statements

As per our report of even date
For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (MP)
Date: 26th May, 2017

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Cash Flow Statement for the year ended 31st March 2017

		Year Ended 31st March 2017		Year Ended 31st March 2016	
A.	**Cash Flow arising from operating Activities**				
	Profit before tax and exceptional items as per Statement of Profit & Loss		**147.48**		**490.57**
	Add/Deduct				
	a) Depreciation and amortization expenses	590.69		550.62	
	b) Finance Cost	1,182.83		1,291.13	
	c) Interest Income	(126.64)		(101.14)	
	d) Provisions for Doubtful Debts & Advances	22.00		25.25	
	e) (Profit)/Loss on Sale of Asset	(53.62)		(38.33)	
	f) Provision no longer Required			(9.67)	
			1,615.27		**1,717.85**
	Operating cash profit before working capital changes		**1,762.75**		**2,208.43**
	Add/Deduct				
	a) Increase/(Decrease) in Trade and other Payables	602.87		277.65	
	b) (Increase)/Decrease in Trade and other Receivables	(775.66)		(542.66)	
	c) (Increase)/Decrease in Inventories	(751.92)	(924.70)	(558.86)	(823.87)
	Cash Flow from Operations		**838.05**		**1,384.56**
	Deduct				
	Direct Taxes (Net)		(82.32)		(176.67)
	Net Cash Inflow in Course of operating Activities		**755.73**		**1,207.89**
B.	**Cash Flow arising from Investing Activities :**				
	Inflow				
	a) Interest Received	126.64		101.14	
	b) Increase in long term liabilities	19.89		20.44	
	c) Proceed from sale of Asset	156.38		14.79	
	d) Proceeds from Short Term Loans & Advances	-		54.11	
	e) Profit/(Loss) on Sale of Asset	53.62		38.33	
	f) Investment in Subsidiaries/Joint Venture	191.30		0.20	
	g) Movement in Long term Loans & Advances	185.79		-	
	i) Movement in Deposits	27.00	**760.62**	-	**229.01**
	Outflow				
	a) Purchase of Tangible Assets	(1056.56)		(340.03)	
	b) Investment in Subsidiaries/Joint Venture			(14.80)	
	c) Movement in Long term Loans & Advances	-		(192.99)	
	d) Movement in Short term Loans & Advances	(18.87)		-	
	e) Movement in Deposits	-	**(1075.42)**	(203.42)	**(751.24)**
	Net Cash Inflow/(Outflow)in the course of Investing Activities		**(314.81)**		**(522.23)**
C.	**Cash Flow arising from Financing Activities :**				
	Inflow				
	a) Proceeds from Long Term Loans	517.82		245.79	
	b) Proceeds from Short Term Loans	204.34	722.17	261.17	506.96
	Outflow				
	a) Finance Charges	(1182.83)	**(1182.83)**	(1291.13)	**(1291.13)**
	Net Cash Inflow/(Outflow)in the course of Financing Activities		**(460.67)**		**(784.17)**
	Net Increase/(decrease)in cash or cash equivalents (A+B+C)		(19.73)		(98.53)
	Add: Balance at the beginning of the year		**40.87**		**139.39**
	Less: Cash & Cash Equivalent at the close of the year		**21.12**		**40.87**

As per our report of even date
For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (MP)
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For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Notes to the financial statement for the year ended 31st March 2017

Significant Accounting Policies

BACKGROUND

Texmo Pipes and Products Limited was formed as a Partnership Firm by the name M/s Shree Mohit Industries on 13th May 1999 and was subsequently converted and incorporated as a Public Limited Company in July 2008 with the Registrar of Companies, Madhya Pradesh and Chhattisgarh. The Partnership Firm was converted into Company under Part IX of the Companies Act, 1956 under the name of Texmo Pipes and Products Limited having Certificate of incorporation dated 3rd July 2008.

I. Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in consonance with the mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The financial statements for the financial year ended 31st March, 2017 have been prepared as per the requirements of the Schedule III to the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

II. Use of Estimates

In preparation of financial statements estimates and assumptions are required to be made in conformity with GAAP, which affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Any revisions to the accounting estimates are recognized prospectively in the current and future periods.

III. Inventories

a. Raw material, work in progress, finished goods, packing materials, stores, spares, components consumables and stock-in trade are carried at the lower of cost and net realizable value. Damaged unserviceable and inert stocks are suitably written down/provided for. Reusable waste is valued at net realizable value.

b. In determining cost of raw material, packing materials, stock-in trade, stores, spares, component and consumable, weighted average cost method is used. Cost of inventory comprises all cost of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

c. Cost of finished goods and work in progress includes costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted Average basis. Excise Duty in respect of finished goods lying at the factory premises have been provided for and included in valuation of inventory where the excise duty is payable.

d. Goods or materials in transit are valued at cost to date.

IV. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effect of transaction of non-cash nature and any deferrals or accrual of past or future cash receipts or payment. The cash flow from operating, investing and financing activities of the Company are segregated based on the available information.

V. Revenue Recognition

a. Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. The amount recognized as sale is exclusive of sales tax/VAT and is net of returns. Sales are stated gross of excise duty as well as net of excise duty; excise duty being the amount included in the amount of gross turnover. The excise duty related to the difference between the closing stock and opening stock is recognized separately as part of changes in inventories of finished goods, work in progress and stock in trade.

b. Interest income is recognized on the time proportion basis.

VI. (a) Tangible Fixed Assets and Depreciation

Tangible fixed assets are carried at cost of acquisition or construction, less accumulated depreciation. The cost of

fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable costs related to the acquisition or construction of the respective assets. Profit or loss on disposal of tangible asset is recognised in the statement of profit and Loss.

Depreciation is charged on Straight Line Method over the useful lives of assets as prescribed in schedule II to the Companies Act, 2013. Depreciation on assets purchased/sold during the year is proportionately charged. In respect of the following assets, useful life estimated is different than those prescribed in Schedule II;

Asset	Useful Life
Dies and Moulds	8 years

(b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Profit or loss on disposal of intangible assets is recognised in the statement of profit and loss.

Intangible Assets are amortized over their respective individual estimated useful lives on Straight Line basis, commencing from the date the asset is available for its use. The Computer Software SAP is amortized over a period of 5 years.

VII. Foreign Currency Transactions:

a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

b. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

c. Non-monetary foreign currency items are carried at cost.

d. Exchange differences arising on a monetary item that is receivable from a non-integral foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future are accumulated in Foreign Currency Translation Reserve (FCTR). The exchange differences so accumulated in FCTR are reclassified to the Statement of Profit and Loss as and when settlement occurs.

e. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement.

VIII. Government Grant

The company recognizes Government grants only when there is reasonable accuracy and conditions attached to them shall be complied with, and the grants will be received. The Revenue grants are recognised in the Profit and loss account in the period in which these are accrued.

IX. Investments

a. Investments which are intended for sale within twelve months are classified as current investment.

b. Others are classified as long term investment.

c. Cost of investment comprises of the purchase price and any directly attributable expenses incurred.

d. Current investments are carried at the lower of cost and fair value computed individually.

e. Long term Investment are stated at cost. Provision for diminution in the value of long term investment is made, only if, in the opinion of the management, such a decline is registered as being other than temporary.

X. Employee Benefits

a. Short term Employee Benefits :

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.

b. Post Employment Benefits :

i. **Defined Contribution Plan**: The Company's contribution paid/payable during the year to Provident Fund, Employee State Insurance are considered as Defined Contribution Plans. The contribution paid/ payable under these plans are recognised during the period in which the employee render services.

ii. **Defined Benefit Plan:** Employee Benefits in the nature of Gratuity are recognised as an expense in the statement of

Profit and Loss for the period in which the employee has rendered services. The company contributes towards Gratuity Fund administered by LIC of India for eligible employees. Under this scheme the settlement obligations remain with the company, although insurer administer the scheme and determine the contribution premium required to be paid by the company. The plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's salary and the years of employment with the company. Liability with regard to Gratuity Fund is accrued based on actuarial valuation conducted by an independent Actuary as at 31st March each year.

XI. Borrowing Cost

Borrowing Cost attributable to acquisitions and construction of qualifying assets are capitalized as a part of cost of such assets up to the date when such assets are ready for its intended use. A Qualifying Asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged in the Statement of Profit & Loss in the period in which they are incurred.

XII. Leasing

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Operating lease rentals are expensed with reference to lease terms and other considerations. Lease rentals should be recognized on straight line basis. There are no finance leases.

XIII. Earnings per share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

XIV. Taxation

Tax expense comprises of Current Tax and Deferred Tax.

Current Tax is determined as the amount of tax payable in respect of taxable income for the year. Provision for Current tax is measured at the amount computed under the Income Tax Act, 1961, or Book Profit computed under section 115JB, whichever is higher, and correspondingly set-off available under section 115JAA is credited to the Statement of Profit and Loss of the financial year.

MAT credit is recognised as an asset only when, and to the extent, there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent that there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

Deferred tax is recognized, subject to consideration of prudence in respect of deferred tax assets, on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more periods.

XV. Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

XVI. Cash and Cash Equivalent

Cash and cash equivalent include cash and cheques in hand, bank balance, demand deposits with banks and other short-term highly liquid investment where the original maturity is three month or less.

XVII. Provisions, Contingent Liabilities and Contingent Asset

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resource and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resource. When there is possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in the financial statements.

Notes to the financial statement for the year ended 31st March 2017

Amount in ₹ Lakhs

2. Share Capital	As at 31st March 2017	As at 31st March 2016
Authorized		
3,00,00,000 (Previous Year 3,00,00,000) Equity Shares of ₹10 each	3,000.00	3,000.00
Issued, Subscribed & Paid up		
2,38,20,000 (Previous Year 2,38,20,000) Equity Shares of ₹10 each fully paid up	2,382.00	2,382.00
Total	2,382.00	2,382.00

2.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31st March 2017		As at 31st March 2016	
	Number	Amount in ₹ Lakhs	Number	Amount in ₹ Lakhs
Shares outstanding at the beginning of the year	2,38,20,000	2,382.00	2,38,20,000	2,382.00
Add: Share Issued during the year	-	-	-	-
Less: Buy back of shares during the year	-	-	-	-
Shares outstanding at the end of the year	**2,38,20,000**	**2,382.00**	**2,38,20,000**	**2,382.00**

2.2 Rights, Preferences and restrictions attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹10/-per share. Each shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their share holding.

2.3 Details of shareholders holding more than 5% shares in the company :

Particulars	As at 31st March 2017		As at 31st March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sanjay Kumar Agrawal	38,96,474	16.36%	38,96,474	16.36%
Rashmi Devi Agrawal	33,77,592	14.18%	33,77,592	14.18%

Amount in ₹ Lakhs

3. Reserves & Surplus	As at 31st March 2017	As at 31st March 2016
Securities Premium Reserve		
As per last Balance Sheet	6,564.04	6,564.04
Foreign Currency Translation Reserve		
As per last Balance Sheet	559.76	559.76
Profit and loss account		
As per last Balance Sheet	2,947.06	2,573.35
Add: Profit for the year	(48.93)	373.71
	2,898.12	2,947.06
Total	**10,021.92**	**10,070.85**

Notes to the financial statement for the year ended 31st March 2017

Amount in ₹ Lakhs

4. Long-term borrowings	As at 31st March 2017	As at 31st March 2016
Term loans		
From banks		
Secured	639.63	337.20
From Others		
Secured	106.05	134.06
UnSecured	400.00	200.59
	1,145.67	**671.85**
From Related Parties		
Unsecured (refer Note 37)	429.00	385.00
Total	**1,574.67**	**1,056.85**

4.1 Nature of Security and terms of repayment for Long Term Secured BorrowingsNature of SecurityTerms of Repayment

a) HDFC Bank Term Loan of ₹ 92.54 Lakhs (Previous Year: ₹ 100.36 Lakhs) secured by Mumbai office of the Company.Repayable in 120 equal monthly installments starting from May 2014 . Last installment due in April 2024. Rate of interest 12% p.a. as at year end.(Previous Year 12%).

b) Bank of Baroda Term Loan for Plant & Machinery of ₹ 180.14 Lakhs (Previous Year: ₹ 293.66 Lakhs), repayable within 66 months including initial moratorium period of 6 months, repayable by October 2019, secured on pari pasu charge on plant & Machinery and Personal Guarantees and Corporate Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigation Pvt. Ltd., Balaji Industries and Venkatesh Industries. Repayable in 60 equal monthly installments starting from November 2013. Last installment due in November 2018. Rate of interest 13.50% p.a. as at year end.(Previous Year 13.50%).

c) Vehicle Loan of ₹ 261.29 Lakhs (Previous Year : ₹ 113.67 Lakhs). The Loan are secured by way of hypothecation of respective motor vehicle purchased.Repayable in 36 to 60 equal monthly installments. Rate of interest in range of 9.81% to 14.00% p.a. (Previous Year 9.81% to 14.00% p.a.).

d) Secured Loan From Others include Loan from Religare Finvest Limited of ₹ 71.75 Lakhs (Previous Year: ₹ 78.07 Lakhs), secured by Equitable Mortgage of Indore Office.Repayable in 120 equal monthly installments starting from May 2014 . Last installment due in April 2024. Rate of interest 13.50% p.a. as at year end.(Previous Year 13.50 %).

e) Secured Loan From Others include Loan from Reliance Capital Limited of ₹ 60.71 Lakhs (Previous Year : ₹ 78.83 Lakhs), secured by Hypothecation of Plant & Machinery , disbursed in November 2015 of ₹83.00 Lakhs repayable by January 2016. Repayable in 48 equal monthly installments, starting from January 2016. Last installment due in December 2019. Rate of interest 15.00% p.a. as at year end.(Previous Year %).

f) Central Bank of India Term Loan for plant & Machinery is ₹ 385.43 Lakhs (Previous Year: Nil), secured by Pari Pasu charge on Plant & Machinery with SBI situated at Factory Premises Present & Future and Personal Guarantees of Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, M/s Balaji Industries, M/s Shree Padmavati irrigation Private Limited and Shree Venkatesh Industries.Repayable in 84 equal monthly installments starting from October 2016. Last installment due in September 2023. Rate of interest 13.95% p.a. as at year end.

4.2: Terms of Repayment for Long Term Unsecured Borrowing .

g) Unsecured Loan From Others include Loan from Religare Finvest Limited of ₹ 0.61 Lakhs (Previous Year: ₹ 14.27 Lakhs).Repayable in 36 equal monthly installments starting from May 2014 . Last installment due in April 2017. Rate of interest 18.50% p.a. as at year end.(Previous Year 18.50 %).

h) Unsecured Loan From Others includes Loan from Bajaj Finance Limited of ₹ 4.80 Lakhs (Previous Year: ₹ 7.99 Lakhs, disbursed in February 2015 of ₹35.35 Lakhs repayable in 18 equal monthly installments, repayable by September 2016.Repayable in 18 equal monthly installments starting from Febuary 2016. Last installment due in September 2016. Rate of interest 19.12% p.a. as at year end.(Previous Year 19.12%).

4.3 : Terms of Repayment for loans from Related Parties

i) Loans & Advances from Related parties Include Loan from Managing Director Mr. Sanjay Kumar Agrawal of ₹46.25 Lakhs (Previous Year - ₹ 280.00 Lakhs) , Director Mrs. Rashmi Devi Agrawal - ₹ 57.50 Lakhs (Previous Year - ₹ 55.00 Lakhs) &

Notes to the financial statement for the year ended 31st March 2017

Shree Padmavati Irrigations Pvt. Ltd., Indore- ₹ 325.25 Lakhs (Previous Year - ₹ 50.00 Lakhs).The loans are Interest free, and repayable after three years.

4.4 : Unsecured Loans from others include ₹ 400.00 lakhs, which is repayable after 1 year on demand.

4.5 : Installments falling due within a year in respect of all the above loans aggregating ₹ 311.59 Lakhs (Previous Year ₹ 215.09 Lakhs) have been grouped under "current Maturities of long term debt (refer note 9)

Amount in ₹ Lakhs

5. Deferred Tax Liability (Net)	As at 31st March 2017	As at 31st March 2016
Deferred Tax Liabilities		
Related to Fixed Assets	266.88	272.92
Deferred Tax Assets		
Provision For Doubtful Trade Receivable	25.71	18.44
Provision for Doubtful Loans & Advances	2.97	2.97
Gratuity Payable	21.54	14.88
Total	**216.66**	**236.63**

Amount in ₹ Lakhs

6. Other Long Term Liabilities	As at 31st March 2017	As at 31st March 2016
Security Deposits from Dealers	144.74	117.25
Advances for sale of Properties	5.50	13.10
Provision for Tax (refer note 30)	180.00	58.25
Total	**330.24**	**188.60**

Amount in ₹ Lakhs

7. Short Term Borrowings	As at 31st March 2017	As at 31st March 2016
Secured		
Loans repayable on demand :		
Working Capital Loans		
From banks (refer note 7.1)	4,498.62	4,181.10
From others (refer note 7.2)	351.43	464.61
Total	**4,850.05**	**4,645.71**

7.1 Working Capital Loans are from Consortium of Banks State Bank of India, Bank of Baroda , Punjab National Bank and Central Bank of India led by State Bank of India where in, SBI Cash Credit Loan of ₹ 3221.31 Lakhs (Previous Year: ₹ 3065.59 Lakhs), Bank Of Baroda Cash Credit Loan of ₹ 687.01 Lakhs (Previous Year: ₹ 590.44 Lakhs), Punjab National Bank cash Credit Loan of ₹ 392.50 Lakhs (Previous Year: ₹ 348.89 Lakhs) and Central Bank of India Cash Credit Loan of ₹ 197.81 Lakhs (Previous Year: ₹ 176.18 Lakhs) secured by first Pari pasu charge (between consortium members) on whole of companies present & future stocks of Raw Material, Finished Goods, Stock in Process, Stores & Spares and other Raw Material, and the company's present and future book debts, outstanding monies, receivable, claims, bills, Contracts, engagements, securities, investments, rights and assets of the company. The working capital facilities as above are further secured by way of equitable mortgage of Immovable Properties of the company and promoters, Related Entities and Personal Guarantees and Corporate Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigations Private Limited, Shree Balaji Industries and Shree Venkatesh Industries.

7.2 Working Capital Loans from others includes Raw Material NSIC assistance of ₹ 351.43 Lakhs (Previous Year : ₹ 464.60 Lakhs) and is secured by bank guarantees.

Notes to the financial statement for the year ended 31st March 2017

Amount in ₹ Lakhs

8. Trade Payables	As at 31st March 2017	As at 31st March 2016
Acceptances	2645.50	2,595.78
Other than Acceptances (refer note 8.1 & Note 8.2)	2207.54	1,654.39
Total	**4,853.04**	**4,250.17**

***8.1* Details of dues towards MSME units**

Particulars	As at 31st March 2017	As at 31st March 2016
Principal amount remaining unpaid and interest due thereon	898.42	475.49
Interest paid in terms of Sec 16		
Interest due and payable for the period of delay in payment	45.63	70.50
Interest accrued and remaining unpaid		
Interest due and payable even in the succeeding years		

8.2 The identification of suppliers as Micro, Small and Medium Enterprise defined under "The Micro, Small and Medium Enterprises Development Act, 2006" was done on the basis of information to the extent provided by the suppliers of the Company.

Amount in ₹ Lakhs

9. Other Current Liabilities	As at 31st March 2017	As at 31st March 2016
(a) Current maturities of long-term debt	311.59	215.01
(b) Interest accrued but not due on borrowings;	4.34	5.41
(c) Statutory Remittances (Excise Duty/PF/ESI/other Statutory due etc.)	78.64	77.74
(d) Advance from customers	646.80	282.39
(e)Gratuity Payable	54.08	44.97
(f) Other Payables (refer note 9.1)	462.19	583.80
Total	**1,557.64**	**1,209.33**

9.1 The company has recognised liability based on substantial degree of estimation for excise duty payable as on 31st March 2017 of ₹176.34 Lakhs(previous year ₹146.69 Lakhs).Actual outflow is expected in the next financial year.

Amount in ₹ Lakhs

10. Short Term Provisions	As at 31st March 2017	As at 31st March 2016
Provision for Employee Benefits	123.41	113.58
Total	**123.41**	**113.58**

Notes to the financial statement for the year ended 31st March 2017

11. FIXED ASSETS

Assets	GROSS BLOCK				ACCUMULATED DEPRECIATION and AMORTISATION				NET BLOCK	
Particulars	As at 01.4.2016	Addition during the year	Deduction during the year	As at 31.03.2017	As at 01.04.2016	For the year	Deductions	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
i) Tangible Assets										
Freehold Land	198.70	-	-	198.70	-	-	-	-	198.70	198.70
Factory Buildings	877.65	24.12	-	901.78	163.19	27.64	-	190.82	710.96	714.47
Office Buildings	289.52	56.15	-	345.67	28.05	4.76	-	32.81	312.85	261.47
Plant & Machinery	5,337.07	747.63	(49.82)	6,034.88	2,515.28	473.36	(46.19)	2,942.45	3,092.43	2,821.79
Furniture & Fixture	131.64	8.94	-	140.58	62.97	15.77	-	78.73	61.85	68.68
Vehicles	330.91	222.66	(33.63)	519.94	179.82	49.82	(30.78)	198.86	321.08	151.10
Office Equipment	102.39	17.07	-	119.46	68.91	12.11	-	81.02	38.44	33.48
Total Tangible Assets	**7,267.89**	**1,076.57**	**(83.45)**	**8,261.01**	**3,018.21**	583.46	**(76.97)**	**3,524.70**	**4,736.31**	**4,249.68**
ii) Intangible Assets										
Computer Software	38.39	1.49	-	39.87	20.88	7.23	-	28.11	11.76	17.51
Total Intangible Assets	**38.39**	**1.49**	**-**	**39.87**	**20.88**	**7.23**	**-**	**28.11**	**11.76**	**17.51**
iii) Capital Work In Progress	48.84	98.77	(118.73)	28.88	-	-	-	-	28.88	48.84
Total (i)+(ii)+(iii)	**7,355.11**	**1,176.83**	**(202.18)**	**8,329.76**	**3,039.09**	**590.69**	**(76.97)**	**3,552.81**	**4,776.96**	**4,316.04**
Previous Year	***7,043.31***	***368.71***	***(56.92)***	***7,355.11***	***2,533.57***	***550.62***	***(45.10)***	***3,039.09***	***4,316.04***	***4,509.74***

Notes to the financial statement for the year ended 31st March 2017

Amount in ₹ Lakhs

12. Non - Current Investments	As at 31st march 2017	As at 31st march 2016
Long Term Investments		
(Valued at cost less other than temporary diminution in value, if any)		
Investment in Equity Shares of wholly owned Subsidiaries :		
Unquoted		
Tapti Pipes & Products Limited FZE, UAE	4,356.13	4,356.13
32235 equity share (P.Y.32235 equity share) (1000 AED per share)		
Investment in Limited Liability Partnership :		
Texmo Petrochemicals LLP (refer note 12.1)	23.30	199.80
Investment in Jointly Controlled Entity		
Mangal Murti Minerals, Nepanagar	46.90	61.70
Investment in Property (Freehold Land)	**16.92**	16.92
Total	**4,443.25**	**4,634.55**

Aggregate Amount of Unquoted Investment	4426.33	4617.63
Aggregate Amount of Investment in Property	16.92	16.92

12.1 During the year ended 31st march, 2017 the Company has withdrawn capital from Texmo Petrochemicals LLP of ₹ 176.50 lakhs (P.Y. nil)

Amount in ₹ Lakhs

13. Long Term Loans and Advances	As at 31st March 2017	As at 31st March 2016
Capital Advances (advance for capital goods)		
(Unsecured, considered good)	35.27	31.59
Security Deposits		
(Unsecured, considered good)	118.41	121.72
Loans to related party		
wholly owned overseas subsidiary company		
Tapti Pipes & products Ltd FZE	621.46	620.55
Advance Tax & TDS	27.00	39.08
Advance amount paid under protest	245.70	273.19
Incentives Receivable from Government	74.45	226.44
Others	34.75	38.66
Total	**1,157.04**	**1,351.22**

Amount in ₹ Lakhs

14. Other non current assets	As at 31st March 2017	As at 31st March 2016
Insurance claim receivable (refer note 28)	714.38	714.38
Total	**714.38**	**714.38**

Notes to the financial statement for the year ended 31st March 2017

Amount in ₹ Lakhs

15. Inventories	As at 31st March 2017	As at 31st March 2016
Raw Materials	5,855.18	5,051.35
Packing Materials	35.12	40.08
Finished goods	1,908.08	2,072.50
Stock in trade	364.60	248.83
Stores and spares	38.93	37.24
Total	**8,201.91**	**7,450.00**

15.1 Stock of Finished goods includes uninsured consignment stock of ₹153.07 Lakhs (P.Y.₹ 102.28 Lakhs) and uninsured stock at branch of ₹143.39 Lakhs (P.Y.₹ 91.06 Lakhs). In respect of inventory lying with consignees' no confirmation is being obtained from them.

Amount in ₹ Lakhs

16. Trade Receivables	As at 31st March 2017	As at 31st March 2016
Trade Receivable outstanding for a period exceeding six month from the date they are due for payment:		
Unsecured, Considered good	1,260.87	434.89
Unsecured, Considered doubtful	62.11	40.11
less: Provision for doubtful debts	62.11	40.11
	1,260.87	434.89
Trade Receivable outstanding for a period less thansix month from the date they are due for payment:		
Unsecured, considered good	3,374.31	3,120.84
Total	**4,635.18**	**3,555.73**

Amount in ₹ Lakhs

17. Cash and Bank Balances	As at 31st March 2017	As at 31st March 2016
Cash and cash equivalents:		
Cash in Hand	17.07	21.65
Bank Balance :		
In Current Account	4.05	19.22
Sub Total	21.12	40.87
Other Bank Balances		
In deposit account#	988.08	1,015.08
Total	**1,009.20**	**1,055.95**

#As margin money of bank guarantee and letter of credit.

Amount in ₹ Lakhs

18. Short-term loans and advances	As at 31st March 2017	As at 31st March 2016
Balances with Tax Authorities	175.46	82.03
Prepaid Expenses	18.85	53.11
Other Loans & Advances (Unsecured, Considered good)		
Advance to employees	28.22	20.89
Advance to others	161.91	171.28
Advance to Suppliers	11.47	126.63
Loans and advances others	165.25	146.38
Incentives Receivable from Government (refer note 43)	346.07	254.68
Total	**907.24**	**854.99**

Notes to the financial statement for the year ended 31st March 2017

Amount in ₹ Lakhs

19. Other current assets	As at 31st March 2017	As at 31st March 2016
Assets Held for Sale (Freehold Land) (refer note 19.1)	64.48	220.86
Total	**64.48**	**220.86**

19.1 Investment in Property classified as current assets on the basis of agreement received as the asset have been agreed to be sold within one year.

Amount in ₹ Lakhs

20. Revenue from Operations	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Sale of Products		
Sale of Manufactured Goods	24,882.67	24,885.85
Sale of Traded goods	3,511.27	3,017.43
Other operating Revenue		
Selfit Charges	13.49	13.04
VAT/CST Subsidy for industrial promotion	28.75	137.10
Total	**28,436.17**	**28,053.42**

Amount in ₹ Lakhs

20.1 Details of Sale of Product	2016-17	2015-16
Manufactured Goods		
Pipes & Fittings	24,882.67	24,885.85
	24,882.67	**24,885.85**
Sale of Traded goods		
Pipes & Fittings	2,901.40	2,511.57
Others	609.87	505.86
	3,511.27	**3,017.43**

Amount in ₹ Lakhs

21. Other Income	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Interest Income	126.64	101.14
Gain on Sale of Fixed Asset/Asset	53.62	38.33
Miscellaneous Income	238.99	92.04
Total	**419.24**	**231.52**

Amount in ₹ Lakhs

22. Cost of material consumed	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Raw Materials Consumed	16,598.92	16,719.55
Packing Materials Consumed	119.55	169.99
Total	**16,718.46**	**16,889.54**

Notes to the financial statement for the year ended 31st March 2017

22.1 Cost of Raw Material consumed	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Opening Stock	5,051.35	4,325.43
Add: Purchases	17,402.75	17,445.47
	22,454.10	21,770.90
Less : Closing Stock	5,855.18	5,051.35
Consumption	**16,598.92**	**16,719.55**

Cost of Packing Material consumed		
Opening Stock	40.08	111.07
Add: Purchases	114.59	99.00
	154.67	**210.07**
Less : Closing Stock	35.12	40.08
Consumption	**119.55**	**169.99**

Amount in ₹ Lakhs

23. Purchase of traded goods	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Pipes & Fittings	2,987.86	2,280.88
Others	357.58	315.08
Total	**3,345.45**	**2,595.95**

Amount in ₹ Lakhs

24. Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Inventories (at close)		
Stock-in-Trade	364.60	248.83
Stock of Manufactured Goods	1,908.08	2,072.50
	2,272.68	**2,321.33**
Inventories (at commencement)		
Stock-in-Trade	248.83	274.84
Stock of Manufactured Goods	2,072.50	2,139.92
	2,321.33	**2,414.76**
Net (Increase)/Decrease	**48.66**	**93.43**

Amount in ₹ Lakhs

25. Employees benefit expenses	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Salaries, Wages & Bonus	1,162.13	974.23
Contributions to Provident and other funds (refer note 25.1)	124.34	111.16
Staff Welfare Expenses	29.91	33.96
Total	**1,316.38**	**1,119.35**

Notes to the financial statement for the year ended 31st March 2017

25.1 As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :

(a) Defined Contribution Plans

Contribution to Defined Contribution Plans recognised as expense for the year is as under

	2016-17	2015-16
Employer's Contribution to Provident Fund	60.53	48.94
Employer's Contribution to State Insurance	39.70	30.87

(b) Defined Benefit Plan

The employees' gratuity funds scheme managed by a Trust (Life Insurance Corporation of India of the Company) is a defined benefit plan.

Gratuity Plan	31/03/2017	31/03/2016
Defined benefit obligation :		
Actuarial assumptions		
Discount Rate	7.40%	7.70%
Salary escalation rate (p.a.)	7.00%	7.00%
Expected Return on Plan Assets	7.65%	8.51%
Mortality rate [Indian Assured Lives (2006-08) Ultimate)]		

Change in present value of the defined benefit obligation		
Opening balance	83.74	50.85
Current service cost	22.23	17.74
Interest cost	6.20	3.92
Actuarial loss/ (gain) on obligation	(1.72)	11.80
Benefits paid	(3.98)	(0.57)
Closing balance	**106.47**	**83.74**
Change in fair value of plan assets		
Opening fair value of plan assets	38.77	26.79
Expected return on plan assets	3.39	2.70
Actuarial gain/ (loss) on plan assets	(0.79)	(0.60)
Contributions	15.00	10.45
Benefits paid	(3.98)	(0.57)
Closing fair value of plan assets	**52.39**	**38.77**
Movement the Net Liability Recognized in Balance Sheet		
Changes In Present Value of Defined Benefit Obligation	106.47	83.74
Changes In Fair Value of Plan Assets	52.39	38.77
Closing Net Liability	**54.08**	**44.97**
Expenses Recognized in Statement of Profit & Loss		
Current Service Cost	22.23	17.74
Interest Cost	6.20	3.92
Expected return On Plan Assets	(3.39)	(2.70)
Actuarial (Gain)/loss	(0.93)	12.40
Expenses recognized in the Statement of Profit & Loss	**24.12**	**31.35**

Notes to the financial statement for the year ended 31st March 2017

Amount in ₹ Lakhs

26. Finance costs	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Interest expense	692.04	519.18
Other borrowing costs	490.79	771.96
Total	**1,182.83**	**1,291.13**

Amount in ₹ Lakhs

27. Other Expenses	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Manufacturing Expenses		
Power & Fuel	744.62	777.37
Stores and Spares consumed	128.26	96.33
Repairs to Machineries	30.31	52.16
Repairs to Buildings	19.46	13.81
Excise Duty #	29.65	(8.32)
Exchange Difference	27.93	1.13
Other Manufacturing Expenses	193.15	206.01
Selling and Distribution Expenses		
Advertisement, Publicity and Sales Promotion	386.75	102.73
Commission on Sales	84.76	104.21
Freight Outward & Other Selling Expenses	433.72	697.07
Discount & Other Expenses	289.73	514.42
Other		
Payment to Auditors		
Statutory Audit Fees	7.50	7.50
Taxation Matters	0.80	0.75
Directors Sitting Fees	3.03	2.90
Rent	117.25	50.75
Rates & Taxes	126.90	108.38
Travelling & Conveyance	93.74	67.66
Insurance	23.86	22.78
Bad Debts Written Off	89.34	13.10
Provision for Doubtful Debts/Loans	22.00	25.25
Communication Expenses	26.34	19.04
Legal & Professional Expenses	115.80	39.90
Office Expenses	21.63	17.97
Printing & Stationary Expenses	30.25	24.24
Miscellaneous Expenses	31.11	30.60
Total	**3,077.90**	**2,987.75**

Excise Duty shown under expenditure represents the difference between excise duty on opening and closing stock of finished goods.

The Company is lessee under various operating leases under which rental expenses for the year was ₹39.19 Lakhs (Previous year: ₹ 13.07 Lakhs). The Company has not executed any non-cancellable operating lease agreement.

Notes to the financial statement for the year ended 31st March 2017

28. Insurance Claim Receivable

During the year 2010-11 on 21.03.2011 a fire occurred in main Raw Material godown at the factory premises of the Company and the Company has lodged the claim of ₹ 2547.69 Lakhs with the Insurance Company and the same was accounted as 'Insurance Claim Receivable'. The Claim is finally settled by Insurance Company for ₹ 1640.86 Lakhs on 12.04.2012. The Management has filed lawsuit against the Insurance Company as the claim is fully recoverable. The Management is confident of realizing the amount due from the Insurance Company and accordingly no adjustments are made to the financial results of the Company in this regard.

29. In case of the Foreign Subsidiary Company 'Tapti Pipes & Products Limited FZE', the Company has made an investment of ₹ 4,356.13 lakhs as on 31 March 2017 (previous year ₹4,356.13 lakhs) and given loan outstanding as on 31st March 2017 ₹ 621.46 lakhs (previous year ₹ 620.55 lakhs). However, in the opinion of the management, management believe that there is no permanent diminution in the value of investment in subsidiary and management is confident of recoverability/ realisation of the loan balance outstanding as on the year end, hence no provision is made as on March 31, 2017.

30. During the year search u/s 132(1) of the Income Tax 1961 was carried out at the various business premises of the company and at the residential premises of the directors and its associates. The Company has filed returns in response to notice under section 153A of Income Tax Act, 1961 for AY 2010-11 to AY 2016-17 and provided for additional tax liability of ₹ 161.06 Lakhs (which has not been paid till date) but the final tax liability shall be ascertained by the Income Tax Department after assessment of search cases. The management is of the view that no extra Tax or penalty liability emerges and the tax determined in returns shall be final.

31. Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as per MCA Notification No. G.S.R. 307 (E) Dated March 30, 2017.

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	759,500.00	2,542,892.00	3,302,392.00
(+) Permitted Receipts	-	1,652,681.00	1,652,681.00
(-) Permitted Payments	-	3,854,657.00	3,854,657.00
(-) Amounts Deposited in Bank	759,500.00	-	759,500.00
Closing Cash in Hand as on 30.12.2016	**-**	**340,916.00**	**340,916.00**

32. Earnings Per Share (EPS)

S.No.	*Particulars*	*31st March 2017*	*31st March 2016*
i)	Net Profit after Tax as per Profit and Loss Statement attributable to Equity Shareholders (₹ in Lakhs)	(48.93)	373.70
ii)	Weighted Average number of Equity Shares used as denominator for calculating EPS	2,38,20,000.00	2,38,20,000.00
iii)	Basic and Diluted Earnings per Share (₹)	(0.21)	1.57
iv)	Face Value per Equity Share (₹)	10.00	10.00

33. Contingent Liability not provided for :

Amount in ₹ Lakhs

Contingent Liability not provided in respect of:	31st March 2017	31st march 2016
a. Disputed Income Tax demand	74.85	74.85
b. Disputed Excise,VAT,CST & entry Tax Demands	873.65	538.21
c. Guarantee Given by the company's Banker in the normal course of business	836.71	1,053.02
d. Letter of Credit purchase of goods	659.74	498.53
e. Other disputes	4.60	106.03

Commitments	31st March 2017	31st march 2016
Capital Contracts remaining to be executed	263.35	289.12

Notes to the financial statement for the year ended 31st March 2017

(a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

(b) The Company does not expect any reimbursements in respect of the above contingent liabilities.

(c) Future cash outflows in respect of the above are determinable only on receipt of judgements/ decisions pending with various forums/ authorities.

(d) The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with Income Tax, Sales/ VAT tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

(e) As on 1st April, 2017, an Investigation under Rule 22 of Central Excise Rules, 2002 by Officers of Preventive Branch, Indore was carried out at the factory premises of the Company. Further a notice dated 5th May, 2017 received by the Company which requires to show cause as to why the Company amount of ₹ 354.45 lakhs should not be demanded for contraventions of non payment of duty or wrong availment of Cenvat Credits. However the management has not replied to the show cause notice till date of audit and is of view that no extra tax liability emerges and therefore it has not been considered necessary to make provision for additional tax liability.

34. In accordance with AS-28 issued by ICAI, the carrying amounts of assets have been reviewed at year end for indication of impairment loss, if any. As there is no indication of impairment of assets, no loss has been recognized during the year.

35. The Company is engaged mainly in production of pipes and fittings as such is the only reportable segment as per Accounting Standard on Segment Reporting (AS-17) issued by the Institute of Chartered Accountants of India. The geographical segmentation is not relevant as the company mainly operates within India.

36. Details of Investment in Jointly Controlled Entity :

Firm's Name	Partners' Name	Share of Capital		Holding Ratio		Profit & Loss Sharing Ratio	
		March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Mangal Murti Minerals	Texmo Pipes and Products Ltd.	46,90,000.00	61,70,371.00	88.47%	90.99%	90.00%	90.00%
	Mohit Agrawal	6,11,250.00	6,11,250.00	11.53%	9.01%	10.00%	10.00%
	Total	**53,01,250.00**	**67,81,621.00**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

37. RELATED PARTY DISCLOSURES:

As per Accounting Standard 18, the disclosures of transaction with the related parties are given below:

a) As per Accounting Standard 18, the disc losures of transaction with the related parties are given below:

S No.	Relationship	Name of Related Parties
1	Key Managerial Personnel	Mr. Sanjay Kumar Agrawal (Managing Director)
		Mr. Vijay Prasad Pappu (Whole time Director)
		Mrs. Rashmidevi Agrawal (Chairperson)
2	Subsidiary	Texmo Petrochemicals LLP
		Tapti Pipes & Products Ltd. FZE
3	Enterprises in which Key Managerial Personnel are able to exercise significant influence	Shree Venkatesh Industries
		Shree Padmavati Irrigations Private Limited
4	Jointly Controlled Entity	Mangal Murti Minerals
5	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence	C.P Industial Products Private Limited
		Narendra CotFibre Industries Private Limited
		Shree Vasudeo Industries

Notes to the financial statement for the year ended 31st March 2017

b) Transactions during the year with Related Parties

Figures Corresponding to previous year are shown in Brackets

S. No	Transactions	Key Managerial Personnel	Subsidiary	Enterprises in which Key Managerial Personnel are able to exercise significant influence	Joint Venture/ jointly Controlled Entity	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence
1	Purchase of Goods	NIL NIL	NIL NIL	NIL NIL	NIL NIL	2,227.92 (1,748.37)
2	Sale of Goods	NIL NIL	NIL NIL	NIL (0.04)	NIL NIL	NIL NIL
3	Rent Paid	73.09 (22.57)	NIL NIL	NIL NIL	NIL NIL	NIL NIL
4	Rent Received	2.74 NIL	NIL NIL	0.24 (0.24)	NIL NIL	NIL NIL
5	Remuneration Paid	19.16 (48.00)	NIL NIL	NIL NIL	NIL NIL	NIL NIL
6	Loan Taken	346.81 (525.38)	NIL (1.00)	307.00 (90.00)	NIL NIL	NIL NIL
7	Loan Repaid	571.27 (270.38)	NIL NIL	31.75 (40.00)	NIL NIL	NIL NIL
8	Loan Received Back	NIL NIL	NIL (1.00)	NIL NIL	NIL NIL	150.00 (28.37)
9	Investment in Jointly Controlled Entity	NIL NIL	NIL NIL	NIL NIL	NIL (14.80)	NIL NIL
10	Investment in Subsidiary	NIL NIL	NIL (0.20)	NIL NIL	NIL NIL	NIL NIL
11	Loans And Advances	NIL NIL	0.92 NIL	NIL NIL	NIL NIL	150.00 NIL
12	Capital Contribution Withdrawn	NIL NIL	176.50 NIL	NIL NIL	14.80 NIL	NIL NIL
Balance as at 31st March 2017						
13	Long Term Borrowing	103.75 (335.00)	NIL NIL	325.25 (50.00)	NIL NIL	NIL NIL
14	Trade and Other Payable	1.42 (19.67)	NIL NIL	NIL (0.54)	NIL NIL	537.25 (368.73)
15	Investments	NIL NIL	4,379.43 (4,555.93)	NIL NIL	46.90 (61.70)	NIL NIL
16	Trade and other Receivable	7.74 NIL	NIL NIL	0.24 NIL	NIL NIL	NIL NIL
17	Loan and Advances	NIL NIL	621.46 (620.54)	NIL NIL	NIL NIL	NIL NIL

Notes to the financial statement for the year ended 31st March 2017

c) Disclosure in Respect of Major Related Party Transactions during the year :

Amount in ₹ Lakhs

Particulars	Relationship	2016-17	2015-16
Purchase of Goods			
Shree Vasudeo Industries	Enterprises in which Key Managerial Personnel are able to exercise significant influence	2,227.92	1,748.37
Rent Paid			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	53.35	16.93
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	19.75	5.63
Remuneration Paid			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	7.11	36.00
Mr. Vijay Prasad Pappu	Key Managerial Personnel	7.06	12.00
Loan Taken			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	333.81	471.38
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	13.00	54.00
M/s Shree Padmavati Irrigation Pvt. Ltd.	Enterprises in which Key Managerial Personnel are able to exercise significant influence	307.00	90.00
Loan Repaid			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	560.77	246.38
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	10.50	24.00
Rahul Developers PVT LTD	Enterprises in which Key Managerial Personnel are able to exercise significant influence	-	-
M/s Shree Padmavati Irrigation Pvt. Ltd.	Enterprises in which Key Managerial Personnel are able to exercise significant influence	31.75	40.00
Loan Received Back			
C.P. Industrial Products Pvt. Ltd.		-	28.37
Narendra CotFibre Industries Private Limited	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence	150.00	-
Capital Contribution in Partnership Firm Investment			
Mangal Murti Minerals	Jointly Controlled Entity	-	14.80
Loans And Advances			
Narendra CotFibre Industries Private Limited	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence	150.00	
Capital Contribution Withdrawn			
Mangal Murti Minerals	Joint Venture/Jointly Controlled Entity	14.80	-
Texmo Petrochemicals LLP	Subsidiary	176.50	-

Balance as at 31st March 2017

Long Term Borrowing			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	46.25	280.00
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	57.50	55.00
M/s Shree Padmavati Irrigation Pvt. Ltd.	Enterprises in which Key Managerial Personnel are able to exercise significant influence	325.25	50.00
Trade and Other Payable			
Shree Vasudeo Industries	Enterprises in which Key Managerial Personnel are able to exercise significant influence	537.25	368.73
Investment			
Mangal Murti Minerals	Joint Venture/Jointly Controlled Entity	46.90	61.70
Texmo Petrochemicals LLP	Subsidiary	23.30	199.80
Tapti Pipes & Products LTD FZE	Subsidiary	4,356.13	4,356.13
Loans And Advances			
Tapti Pipes & Products LTD FZE	Subsidiary	621.46	620.54

38. The Company has recognized exchange differences arising on foreign currency items in line with Accounting Standard-11 Pursuant to above Net Exchange Loss on purchase of Raw Material and Machinery Spare Parts relating to the financial year 2016-17 amounting to ₹ 27.93 Lakhs (P·Y· ₹ 1.13 Lakhs) has been recognized as Expense.

Notes to the financial statement for the year ended 31st March 2017

39. Imported and Indigenous Consumption:

Amount in ₹ Lakhs

S.No.	Particulars	2016-17		2015-16	
(a)	**Raw Materials**	**Amount**	**Amount**	**Amount**	**Percentage**
	Imported (Including High Sea)	2,615.32	15.81%	1,376.46	7.01%
	Indigenous	13,929.16	84.19%	15,343.08	92.99%
	Total	**16,544.48**	**100.00%**	**16,719.55**	**100%**
(b)	**Packing Material**				
	Imported (Including High Sea)	-	0.00%	-	0.00%
	Indigenous	119.55	100.00%	169.99	100.00%
	Total	**119.55**	**100.00%**	**169.99**	**100.00%**
(c)	**Store And Spares**				
	Imported (Including High Sea)	2.91	2.86%	3.13	1.17%
	Indigenous	98.87	97.14%	93.20	98.83%
	Total	**101.78**	**100.00%**	**96.33**	**100.00%**

40. C.I.F. Value of Imports and Expenditure in Foreign Currency:

Amount in ₹ Lakhs

S.No.	Particulars	2016-17	2015-16
(a)	Raw Materials	2270.79	978.40
(b)	Spare Parts	2.38	2.37
(c)	Capital Goods	-	-
	Total	**2273.17**	**980.76**

41. Expenditure in Foreign Currency

Amount In ₹ Lakhs

Particulars	2016-17	2015-16
Finance Charges	-	79.89
Total	**-**	**79.89**

42. Trade Receivables/Payables are confirmed by the Management. No independent balance confirmation has been received from Customers/Suppliers. The above figures are subject to reconciliation and consequent adjustment, if any.

43. The company has established Unit No. 2 and is eligible for incentive under Madhya Pradesh Industrial Investment Promotion Assistance Scheme-2004, Wherein 50% of VAT and CST paid shall be refunded till F.Y 2018-19. During the year ended 31st March 2017, incentive as mentioned are booked in Other Operating Income of ₹ 28.75 Lakhs (P.Y.₹ 137.10 Lakhs).

44. Previous Year's figures have been regrouped/reclassified, wherever necessary to correspond with the current year's classification/disclosure.

45. In the opinion of the Board of Director the current assets, loans and advance have a virtue of realization in ordinary course of business at least equal to the amount at which they are stated and the provision for all known liabilities are adequate and not in excess of the amount of reasonably necessary.

As per our report of even date
For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (MP)
Date: 26th May, 2017

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Independent Auditors' Report on Consolidated Financial Statements

To
The Members,
Texmo Pipes and Products Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of TEXMO PIPES AND PRODUCTS LIMITED ("the Company") and its subsidiaries & it's Joint Ventures (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information thereon (hereinafter referred to as "Consolidated Financial Statements")

Management's Responsibility for Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group-in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014, as applicable.

The respective Board of Directors of the Companies included in the Group and of its Jointly Controlled Entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of these consolidated financial statements by Board of Directors of the Company.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting & auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give true & fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors, on the financial statements of subsidiary, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the Notes forming part to the consolidated financial statements:

(i) Note 29 to the consolidated financial statements, which describe the uncertainty related to the outcome of the lawsuit filed against the Insurance Company.

(ii) Note 30 to the consolidated financial statements that no provision has been made during the year in respect of balance outstanding for advance to suppliers and other receivables in respect of one of the subsidiary Company"Tapti Pipes & Products Limited FZE" which in the opinion of the management are considered good & are fully recoverable.

Our opinion is not modified in respect of these matters.

Other Matter

1. We did not carry out the audit of the financial statements of one subsidiary company, whose financial statements reflect total assets of ₹ 6,478.48 Lakhs as at 31st March, 2017, total revenue of ₹ 3,779.03 Lakhs and net cash inflow of ₹ 4.27 Lakhs for the year then ended on that date. These financial statements have been audited by other auditor whose report have been furnished to us by the management, and in our opinion on the consolidated financial statement, insofar as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on the report of the other auditor.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the report of the other auditors;

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   d. In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules,2014 (as amended).

   e. On the basis of written representations received from the directors of the Company as on March 31, 2017, taken on record by the Board of Directors and the reports of the statutory auditors of the subsidiaries and jointly controlled entity, incorporated in India, none of the directors of the group companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

   f. With respect to the adequacy of internal financial control over financial reporting of the Company its Indian subsidiary company and the jointly controlled entity, incorporated in India and operating effectiveness of such controls, refer to our separate report in 'Annexure A'; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements of a subsidiary, as noted in the 'Other Matter' paragraph:

      i. The Group has disclosed the impact of pending litigations on the Consolidated financial position of the Group and its jointly controlled entity - refer note 35 to the Consolidated financial statements.

      ii. Provision has been made in the Consolidated Financial statements, as required under the applicable laws or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiary company and the jointly controlled entity incorporated in India.

      iv. The Company and it's Indian Subsidiary has provided requisite disclosure in Note 32 to the consolidated financial statements as to holdings as well as dealings in specified Bank Notes during the period from November 8, 2016 to December 30, 2016.Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management.

Place : **Burhanpur (M.P.)**
Date : **26th May 2017**

For : Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001
CA Pankaj Somaiya
Partner
Membership No.079918

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of TEXMO PIPES & PRODUCTS Limited ("the Company") as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of the Company, its subsidiary incorporated in India ("Indian Subsidiary") and jointly controlled entity incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company, its Indian subsidiary and jointly controlled entity incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company, its Indian subsidiary and the jointly controlled entity incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : **Burhanpur (M.P.)**
Date : **26th May, 2017**

For : Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001
CA Pankaj Somaiya
Partner
Membership No.079918

Consolidated Balance Sheet As at 31st March 2017

(Amount in ₹ Lakhs)

Particulars	Note	As at 31st March 2017	As at 31st March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	2,382.00	2,382.00
(b) Reserves and surplus	4	11,523.33	11,720.33
		13,905.33	14,102.33
Non-current liabilities			
(a) Long-term borrowings	5	1,596.07	1,056.85
(b) Deferred tax liabilities (Net)	6	216.66	236.47
(c) Other Long term liabilities	7	330.24	188.60
		2,142.97	1,481.92
Current liabilities			
(a) Short-term borrowings	8	4,850.05	4,645.71
(b) Trade payables	9	4,853.04	4,250.17
(c) Other current liabilities	10	1,558.69	1,257.05
(d) Short-term provisions	11	123.41	114.33
		11,385.19	10,267.25
TOTAL		**27,433.49**	**25,851.50**
ASSETS			
Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		4,738.81	4,250.61
(ii) Intangible assets		11.76	17.51
(iii) Capital work-in-progress		91.12	104.50
(b) Non-current investments	13	16.92	16.92
(c) Long-term loans and advances	14	557.77	883.13
(d) Other non-current assets	15	1,330.35	1,344.55
		6,746.74	6,617.21
Current assets			
(b) Inventories	16	8,201.91	7,450.00
(c) Trade receivables	17	10,493.46	9,597.38
(d) Cash and cash equivalents	18	1,019.66	1,111.06
(e) Short-term loans and advances	19	907.24	854.99
(f) Other current assets	20	64.48	220.86
		20,686.75	19,234.29
TOTAL		**27,433.49**	**25,851.50**

Significant Accounting Policies 1
Contingent Liabilities, Capital and Other Commitments 35

The accompanying notes form an integral part of these financial statements

As per our report of even date

For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (M.P.)
Date: 26th May, 2017

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Consolidated Statement of Profit and Loss for the Year Ended 31st March, 2017

(Amount in ₹ Lakhs)

Particulars	Note	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Revenue			
Revenue from operations(Gross)	21	32,215.21	28,053.42
Less: Excise Duty		(2,427.57)	(2,266.58)
		29,787.64	25,786.83
Other income	22	420.95	245.69
Total Revenue		**30,208.59**	**26,032.52**
Expenses:			
Cost of materials consumed	23	16,718.46	16,889.54
Purchases of Stock-in-Trade	24	7,090.70	2,595.95
Changes in inventories	25	48.66	93.42
Employee benefits expense	26	1,317.14	1,128.54
Finance costs	27	1,182.91	1,291.27
Other Expenses	28	3,111.14	3,036.30
Depreciation and amortization expense	12	590.69	550.62
Total expenses		**30,059.70**	**25,585.64**
Profit before tax		**148.89**	**446.88**
Tax expense:			
(1) Current tax		55.32	137.60
(2) Deferred tax		(19.81)	(20.56)
(3) Short/(Excess) Provision for Tax for earlier years (refer note 31)		161.06	
Profit for the year		**(47.68)**	**329.84**
Earnings per equity share of ₹10 each	34		
(1) Basic (₹)		(0.20)	1.38
(2) Diluted (₹)		(0.20)	1.38
Weighted Average number of Shares outstanding		2,38,20,000.00	2,38,20,000.00

The accompanying notes form an integral part of these financial statements

As per our report of even date

For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (M.P.)
Date: 26th May, 2017

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March 2017

Particulars	Year Ended 31st March 2017		Year Ended 31st March 2016	
A. Cash Flow arising from operating Activities				
Profit before tax and exceptional items as per Statement of Profit & Loss		148.90		446.87
Add/Deduct				
a) Depreciation and amortization expenses	590.69		550.62	
b) Finance Cost	1,182.91		1,291.27	
c) Interest Income	(128.35)		(115.31)	
d) Provisions for Doubtful Debts & Advances	22.00		25.25	
e) (Profit)/Loss on Sale of Asset/Investments	(53.62)		(38.33)	
f) Provision no longer Required	-		(9.67)	
		1,613.63		1,703.82
Operating cash profit before working capital changes		1,762.53		2,150.70
Add/Deduct				
a) Increase/(Decrease) in Trade and other Payables	557.35		318.42	
b) (Increase)/Decrease in Trade and other Receivables	(728.38)		(542.61)	
c) (Increase)/Decrease in Inventories	(751.92)	(922.95)	(558.86)	(783.05)
Cash Flow from Operations		839.58		1,367.65
Deduct				
Direct Taxes (Net)		(82.39)		(177.23)
Net Cash Inflow in Course of operating Activities		757.19		1,190.42
B. Cash Flow arising from Investing Activities :				
Inflow				
a) Interest Received	128.35		115.31	
b) Increase in long term liabilities	19.97		20.45	
c) Proceed from sale of Assets	156.38		14.79	
d) Proceeds from Short Term Loans & Advances	-		54.11	
e) Profit/(Loss) on Sale of Asset	53.62		38.33	
f) Movement in Long term Loans & Advances	185.79		-	
g) Movement in Deposits	27.00	571.10	-	242.99
Outflow				
a) Purchase of Tangible Assets	(1,065.30)		(350.82)	
b) Movement in Long term Loans & Advances	128.66		(144.09)	
c) Movement in Short term Loans & Advances	(19.14)		-	
d) Movement in Deposits	-	(955.78)	(203.42)	(698.32)
Net Cash Inflow/(Outflow)in the course of Investing Activities		(384.68)		(455.34)
C. Cash Flow arising from Financing Activities :				
Inflow				
a) Proceeds from Long Term Loans	554.90		244.66	
b) Proceeds from Short Term Loans	204.34		261.17	
Outflow	-		-	
a) Finance Charges	(1,196.01)		(1,291.27)	
Net Cash Inflow/(Outflow)in the course of Financing Activities	-	(436.76)	(2.73)	(788.17)
Net Increase/(decrease)in cash or cash equivalents (A+B+C)		(64.26)		(53.10)
Effects of Exchange Difference on translation of Cash & Cash equivalents		(0.03)		(0.38)
Add: Balance at the beginning of the year		96.07		149.66
Less: Cash & Cash Equivalent at the close of the year		31.78		96.18

The notes form an integral part of these financial statements

As per our report of even date

For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (M.P.)
Date: 26th May, 2017

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Significant Accounting Policies

I. Basis of Preparation of Financial Statements

a. The financial statements have been prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in consonance with the mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified), and guidelines issued by Securities and Exchange Board of India (SEBI). The financial statements for the financial year ended 31st March, 2017 have been prepared as per the requirements of the Schedule III to the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy.

b. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

II. Principles of Consolidation

a. The consolidated financial statements have been prepared by the Company in accordance with the requirements of the Accounting Standard (AS) 21 – "Consolidated Financial Statements". The financial statements of the Company and its subsidiaries and the joint venture (on a proportionate basis, as per AS 27 "Financial Reporting of Interest in Joint Ventures") have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra – group balances, intra – group transactions and unrealized gain/ loss.

b. In translating the financial statements of non-integral foreign operations for incorporating in the Consolidated Financial Statements, the assets and liabilities are translated at the exchange rate prevailing at the Balance Sheet date. Income and expense items of non-integral foreign operations are translated at the average rates of the exchange for the year. The resulting exchange differences are disclosed under the 'Foreign Currency Translation Reserve' until the disposal of the net investment in non-integral operations.

c. The financial Statements of Company and its Subsidiaries and Jointly controlled entity have been consolidated using uniform accounting policies.

III. Use of Estimates

In preparation of financial statements estimates and assumptions are required to be made in conformity with GAAP, which affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Any revisions to the accounting estimates are recognized prospectively in the current and future periods.

IV. Mine Under Development

The cost of Exploration (Prospecting) and other Development Expenditure of Mine is capitalized and booked in Mine Under Development account and grouped under Capital Work in Progress till the mines are workable and are brought to revenue. The ore obtained during Development activity is adjusted against such expenditure at its desired realizable value.

V. (a) Tangible Fixed Assets and Depreciation

Tangible fixed assets are carried at cost of acquisition or construction, less accumulated depreciation. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable costs related to the acquisition or construction of the respective assets. Profit or loss on disposal of tangible asset is recognised in the statement of profit and Loss.

Depreciation is charged on Straight Line Method over the useful lives of assets as prescribed in schedule II to the Companies Act, 2013. Depreciation on assets purchased/sold during the year is proportionately charged. In respect of the following assets, useful life estimated is different than those prescribed in Schedule II;

Asset	Useful Life
Dies and Moulds	8 years

(b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Profit or loss on disposal of intangible assets is recognised in the statement of profit and loss.

Intangible Assets are amortized over their respective individual estimated useful lives on Straight Line basis, commencing from the date the asset is available for its use. The Computer Software SAP is amortized over a period of 5 years.

VI. Impairment of Assets

The Group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

VII. Foreign Currency Transactions by Indian Company:

a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

b. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

c. Non-monetary foreign currency items are carried at cost.

d. Exchange differences arising on a monetary item that is receivable from a non-integral foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future are accumulated in Foreign Currency Translation Reserve (FCTR). The exchange differences so accumulated in FCTR are reclassified to the Statement of Profit and Loss as and when settlement occurs.

e. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement.

VIII. Investments

a. Investments which are intended for sale within twelve months are classified as current investment.

b. Others are classified as long term investment.

c. Cost of investment comprises of the purchase price and any directly attributable expenses incurred.

d. Current investments are carried at the lower of cost and fair value computed individually.

Long term Investment are stated at cost. Provision for diminution in the value of long term investment is made, only if, in the opinion of the management, such a decline is registered as being other than temporary

IX. Inventories

a. Raw material, work in progress, finished goods, packing materials, stores, spares, components consumables and stock-in trade are carried at the lower of cost and net realizable value. Damaged unserviceable and inert stocks are suitably written down/provided for. Reusable waste is valued at net realizable value.

b. In determining cost of raw material, packing materials, stock-in trade, stores, spares, component and consumable, weighted average cost method is used. Cost of inventory comprises all cost of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

c. Cost of finished goods and work in progress includes costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted Average basis. Excise Duty in respect of finished goods lying at the factory premises have been provided for and included in valuation of inventory where the excise duty is payable.

d. Goods or materials in transit are valued at cost to date.

X. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effect of transaction of non-cash nature and any deferrals or accrual of past or future cash receipts or payment. The cash flow from operating, investing and financing activities of the Company is segregated based on the available information.

XI. Cash and Cash Equivalent

Cash and cash equivalent include cash and cheques in hand, bank balance, demand deposits with banks and other short-term highly liquid investment where the original maturity is three month or less.

XII. Revenue Recognition

a. Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. The amount recognized as sale is exclusive of sales tax/VAT and is net of returns. Sales are stated gross of excise duty as well as net of excise duty; excise duty being the amount included in the amount of gross turnover. The excise duty related to the difference between the closing stock and opening stock is recognized separately as part of changes in inventories of finished goods, work in progress and stock in trade.

b. Interest income is recognized on the time proportion basis.

XIII. Government Grant

The Group recognizes Government grants only when there is reasonable accuracy and conditions attached to them shall be complied with, and the grants will be received. The Revenue grants are recognised in the Profit and loss account in the period in which these are accrued.

XIV. Employee Benefits

a. Short term Employee Benefits :

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.

b. Post Employment Benefits :

i. Defined Contribution Plan: The Company's contribution paid/payable during the year to Provident Fund, Employee State Insurance are considered as Defined Contribution Plans. The contribution paid/ payable under these plans are recognised during the period in which the employee render services.

ii. Defined Benefit Plan: Employee Benefits in the nature of Gratuity are recognised as an expense in the statement of Profit and Loss for the period in which the employee has rendered services. The company contributes towards Gratuity Fund administered by LIC of India for eligible employees. Under this scheme the settlement obligations remain with the company, although insurer administer the scheme and determine the contribution premium required to be paid by the company. The plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's salary and the years of employment with the company. Liability with regard to Gratuity Fund is accrued based on actuarial valuation conducted by an independent Actuary as at 31st March each year.

XV. Borrowing Cost

Borrowing Cost attributable to acquisitions and construction of qualifying assets are capitalized as a part of cost of such assets up to the date when such assets are ready for its intended use. A Qualifying Asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged in the Statement of Profit & Loss in the period in which they are incurred.

XVI. Leasing

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Operating lease rentals are expensed with reference to lease terms and other considerations. Lease rentals should be recognized on straight line basis. There are no finance leases.

XVII. Earnings per share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

XVIII. Taxation

Tax expense comprises of Current Tax and Deferred Tax.

Current Tax is determined as the amount of tax payable in respect of taxable income for the year. Provision for Current tax is measured at the amount computed under the Income Tax Act, 1961, or Book Profit computed under section 115JB, whichever is higher, and correspondingly set-off available under section 115JAA is credited to the Statement of Profit and Loss of the financial year.

MAT credit is recognised as an asset only when, and to the extent, there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent that there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

Deferred tax is recognized, subject to consideration of prudence in respect of deferred tax assets, on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more periods.

XIX. Provisions, Contingent Liabilities and Contingent Assets

The Group creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resource and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resource. When there is possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no prevision or disclosure is made.

Contingent assets are neither recognized nor disclosed in the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

2. Group Information

The Company, its subsidiaries and its joint venture (jointly referred to as the 'Group' herein under) considered in these consolidated financial statements are:

Company

Texmo Pipes & Products Limited (the 'Company') is a public limited company domiciled in India and is listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

Subsidiaries

Name of the Subsidiary	Country of Incorporation	% of Voting Power held as at 31st March 2017	% of Voting Power held as at 31st March 2016
Texmo Petrochemical LLP	India	99.15%	99.90%
Tapti Pipes & Products Limited FZE	UAE	100.00%	100.00%

2.1 Voting power of 0.85% is held by Mr. Sanjay Kumar Agrawal & Mrs. Rashmi Devi Agrawal on behalf of the Company.

Joint Venture

Name of the Entity	Country of Incorporation	% of Ownership Interest, as at 31st March 2017	% of Ownership Interest, as at 31st March 2016
Mangal Murti Minerals	India	88.47%	90.99%

Amount in ₹ Lakhs

3. Share Capital	As at 31st March 2017	As at 31st March 2016
Authorised 3,00,00,000 (Previous Year 3,00,00,000) Equity Shares of ₹10 each	3,000.00	3,000.00
Issued Subscribed & Paid up 2,38,20,000 (Previous Year 2,38,20,000) Equity Shares of ₹10 each fully paid up	2,382.00	2,382.00
Total	**2,382.00**	**2,382.00**

3.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31st March 2017		As at 31st March 2016	
	Number	Amount in ₹ Lakhs	Number	Amount in ₹ Lakhs
Shares outstanding at the beginning of the year	23,820,000	2,382.00	23,820,000	2,382.00
Add: Shares Issued during the year	-	-	-	-
Less: Buy back of shares during the year	-	-	-	-
Shares outstanding at the end of the year	23,820,000	2,382.00	23,820,000	2,382.00

3.2 Right, Preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/-per share. Each shareholder is eligible for one vote per share. The dividend proposed by board of directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their share holding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

3.3 Details of shareholders holding more than 5% shares in the company :

Particulars	As at 31st March 2017		As at 31st March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sanjay Kumar Agrawal	38,96,474	16.36%	38,96,474	16.36%
Rashmi Devi Agrawal	33,77,592	14.18%	33,77,592	14.18%

Amount in ₹ Lakhs

4. Reserves & Surplus	As at 31st March 2017	As at 31st March 2016
Securities Premium Reserve		
As per last Balance Sheet	6,564.04	6,564.04
(A)	**6,564.04**	**6,564.04**
Foreign Currency Translation Reserve		
As per last Balance Sheet	559.75	559.75
(+) Additions		
From Holding Company		-
From Foreign Subsidiary	1,529.34	1,678.65
(Tapti Pipes & Products Ltd FZE)		
(B)	**2,089.09**	**2,238.40**
Profit and Loss Account		
As per last Balance Sheet	2,917.88	2,588.04
Add : Net Profit/(Net Loss) For the current year	(47.68)	329.84
(C)	**2,870.20**	**2,917.88**
Total (A+B+C)	**11,523.34**	**11,720.33**

Amount in ₹ Lakhs

5. Long Term Borrowings	As at 31st March 2017	As at 31st March 2016
Term loans		
From banks		
Secured	639.63	337.20
From Others		
Secured	106.05	134.06
UnSecured	400.00	200.59
	1,145.67	**671.85**
From Related Parties		
Unsecured (refer Note 38)	450.40	385.00
Total	**1,596.07**	**1,056.85**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

5.1 Nature of Security and terms of repayment for Long Term Secured Borrowings

Nature of Security & Terms of Repayment

a) HDFC Bank Term Loan of ₹ 92.54 Lakhs (Previous Year : ₹ 100.36 Lakhs) secured by Mumbai office of the Company.Repayable in 120 equal monthly installments starting from May 2014 . Last installment due in April 2024. Rate of interest 12% p.a. as at year end.(Previous Year 12%).

b) Bank of Baroda Term Loan for Plant & Machinery of ₹ 180.14 Lakhs (Previous Year: ₹ 293.66 Lakhs), repayable within 66 months including initial moratorium period of 6 months, repayable by October 2019, secured on pari pasu charge on plant & Machinery and Personal Guarantees and Corporate Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigation Pvt. Ltd., Balaji Industries and Venkatesh Industries. Repayable in 60 equal monthly installments starting from November 2013. Last installment due in November 2018. Rate of interest 13.50% p.a. as at year end.(Previous Year 13.50%).

c) Vehicle Loan of ₹ 261.29 Lakhs (Previous Year: ₹ 113.67 Lakhs). The Loan are secured by way of hypothecation of respective motor vehicle purchased. Repayable in 36 to 60 equal monthly installments. Rate of interest in range of 9.81% to 14.00% p.a. (Previous Year 9.81% to 14.00% p.a.).

d) Secured Loan From Others include Loan from Religare Fin Vest Limited of ₹ 71.75 Lakhs (Previous Year: ₹ 78.07 Lakhs), secured by Equitable Mortgage of Indore Office. Repayable in 120 equal monthly installments starting from May 2014 . Last installment due in April 2024. Rate of interest 13.50% p.a. as at year end.(Previous Year 13.50 %).

e) Secured Loan From Others include Loan from Reliance Capital Limited of ₹ 60.71 Lakhs (Previous Year: ₹ 78.83 Lakhs), secured by Hypothecation of Plant & Machinery, disbursed in November 2015 of ₹ 83.00 Lakhs repayable by January 2016. Repayable in 48 equal monthly installments, starting from January 2016. Last installment due in December 2019. Rate of interest 15.00% p.a. as at year end.(Previous Year %).

f) Central Bank of India Term Loan for plant & Machinery is ₹ 385.43 Lakhs (Previous Year: Nil), secured by Pari Pasu charge on Plant & Machinery with SBI situated at Factory Premises Present & Future and Personal Guarantees of Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, M/s Balaji Industries, M/s Shree Padmavati irrigation Private Limited and Shree Venkatesh Industries. Repayable in 84 equal monthly installments starting from October 2016. Last installment due in September 2023. Rate of interest 13.95% p.a. as at year end.

5.2: Terms of Repayment for Long Term Unsecured Borrowing

g) Unsecured Loan From Others include Loan from Religare Fin Vest Limited of ₹ 0.61 Lakhs (Previous Year: ₹ 14.27 Lakhs). Repayable in 36 equal monthly installments starting from May 2014 . Last installment due in April 2017. Rate of interest 18.50% p.a. as at year end.(Previous Year 18.50 %).

h) Unsecured Loan From Others includes Loan from Bajaj Finance Limited of ₹ 4.80 Lakhs (Previous Year: ₹ 7.99 Lakhs, disbursed in February 2015 of ₹ 35.35 Lakhs repayable in 18 equal monthly installments, repayable by September 2016. Repayable in 18 equal monthly installments starting from. Last installment due in September 2016. Rate of interest 19.12% p.a. as at year end.(Previous Year %).

5.3 : Terms of Repayment for loans from Related Parties

i) Loans from Related parties Include Loan from Managing Director Mr. Sanjay Kumar Agrawal of ₹ 70.44 Lakhs (Previous Year - ₹ 280.00 Lakhs) , Director Mrs. Rashmi Devi Agrawal - ₹ 57.50 Lakhs (Previous Year - ₹ 55.00 Lakhs) & Shree Padmavati Irrigations Pvt. Ltd., Indore - ₹ 325.25 Lakhs (Previous Year - ₹ 50.00 Lakhs). The loan is Interest free, and repayable after three years.

5.4: Unsecured Loans from others include ₹ 400.00 lakhs, which is repayable after 1 year on demand.

5.5 : Installments falling due within a year in respect of all the above loans aggregating ₹ 311.59 Lakhs (Previous Year ₹ 215.09 Lakhs) have been grouped under "current Maturities of long term debt (refer note 10)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Amount in ₹ Lakhs

6. Deferred Tax Liability (Net)	As at 31st March 2017	As at 31st March 2016
Deferred Tax Liabilities		
Related to Fixed Assets	266.88	272.92
Deferred Tax Assets		
Provision For Doubtful Trade Receivable	25.71	18.44
Provision for Doubtful Loans & Advances	2.97	2.97
Gratuity Payable	21.54	14.88
Preliminary Expenses	-	0.16
Total	**216.66**	**236.47**

Amount in ₹ Lakhs

7. Other Long Term Liabilities	As at 31st March 2017	As at 31st March 2016
Others		
Security Deposits from Dealers	144.74	117.25
Advances for sale of Properties	5.50	13.10
Provision for Tax (refer note 31)	180.00	58.25
Total	**330.24**	**188.60**

Amount in ₹ Lakhs

8. Short Term Borrowings	As at 31st March 2017	As at 31st March 2016
Secured		
Loans repayable on demand :		
Working Capital Loan		
From banks (refer note8 .1)	4,498.62	4,181.10
From others (refer note 8.2)	351.43	464.61
Total	**4,850.05**	**4,645.71**

8.1 Working Capital Loans are from Consortium of Banks State Bank of India, Bank of Baroda , Punjab National Bank and Central Bank of India led by State Bank of India where in, SBI Cash Credit Loan of ₹ 3221.31 Lakhs (Previous Year : ₹3065.59 Lakhs), Bank Of Baroda Cash Credit Loan of ₹ 687.01 Lakhs (Previous Year: ₹ 590.44 Lakhs), Punjab National Bank cash Credit Loan of ₹ 392.50 Lakhs (Previous Year: ₹ 348.89 Lakhs) and Central Bank of India Cash Credit Loan of ₹ 197.81 Lakhs (Previous Year: ₹ 176.18 Lakhs) secured by first Pari pasu charge (between consortium members) on whole of companies present & future stocks of Raw Material, Finished Goods, Stock in Process, Stores & Spares and other Raw Material, and the companies present and future book debts, outstanding monies, receivable, claims, bills, Contracts, engagements, securities, investments, rights and assets of the company. The working capital facilities as above are further secured by way of equitable mortgage of Immovable Properties of the company and promoters, Related Entities and Personal Guarantees and Corporate Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigations Private Limited, Shree Balaji Industries and Shree Venkatesh Industries.

8.2 Working Capital Loans from others includes Raw Material NSIC assistance of ₹ 351.43 Lakhs (Previous Year: ₹ 464.60 Lakhs) and is secured by bank guarantees.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Amount in ₹ Lakhs

9. Trade Payables	As at 31st March 2017	As at 31st March 2016
Acceptances	2,645.50	2,595.78
Other than Acceptances	2,207.54	1,654.39
Total	**4,853.04**	**4,250.17**

9.1 **Details of dues towards MSME units**

Particulars	As at 31st March 2017	As at 31st March 2016
Principal amount remaining unpaid and interest due thereon	783.06	475.49
Interest paid in terms of Sec 16		
Interest due and payable for the period of delay in payment	37.43	70.50
Interest accrued and remaining unpaid	-	-
Interest due and payable even in the succeeding years	-	-

9.2 The identification of suppliers as Micro, Small and Medium Enterprise defined under "The Micro, Small and Medium Enterprises Development Act, 2006" was done on the basis of information to the extent provided by the suppliers of the Company.

Amount in ₹ Lakhs

10. Other Current Liabilities	As at 31st March 2017	As at 31st March 2016
(a) Current maturities of long-term debt	311.59	215.01
(b) Interest accrued but not due on borrowings;	4.34	5.41
(c) Statutory Liabilities	78.64	77.74
(d) Advance from customers	646.80	282.39
(e) Advance for sale of Property	-	-
(f)Gratuity Payable (refer note 24.1 [b])	54.08	44.97
(g) Other Payables	463.24	631.53
Total	**1,558.69**	**1,257.05**

10.1 The company has recognised liability based on substantial degree of estimation for excise duty payable as on 31st march 2017 of ₹176.34 Lakhs (previous year ₹ 146.69 Lakhs). Actual outflow is expected in the next financial year.

Amount in ₹ Lakhs

11. Short Term Provisions	As at 31st March 2017	As at 31st March 2016
Provision for Employee Benefits	123.41	114.33
Total	**123.41**	**114.33**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

12. FIXED ASSETS Amount in ₹ Lakhs

Assets	GROSS BLOCK				ACCUMULATED DEPRECIATION and AMORTISATION				NET BLOCK	
Particulars	As at 01.04.2016	Addition during the year	Deduction during the year	As at 31.03.2017	As at 01.04.2016	For the year	Deductions	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
i) Tangible Assets										
Freehold Land	198.70	-	-	198.70	-	-	-	-	198.70	198.70
Factory Buildings	877.65	24.12	-	901.78	163.19	27.64	-	190.82	710.96	714.47
Office Buildings	289.52	56.15	-	345.67	28.05	4.76	-	32.81	312.85	261.47
Plant & Machinery	5,338.00	749.20	(49.82)	6,037.39	2,515.28	473.36	(46.19)	2,942.45	3,094.94	2,822.72
Furniture & Fixture	131.64	8.94	-	140.58	62.97	15.77	-	78.73	61.84	68.68
Vehicles	330.90	222.66	(33.63)	519.93	179.82	49.82	(30.78)	198.86	321.06	151.09
Office Equipment	102.39	17.09	-	119.48	68.91	12.11	-	81.02	38.45	33.48
Total Tangible Assets	**7,268.81**	**1,078.16**	**(83.45)**	**8,263.52**	**3,018.21**	**583.46**	**(76.97)**	**3,524.70**	**4,738.82**	**4,250.61**
ii) Intangible Assets										
Computer Software	38.39	1.49	-	39.87	20.88	7.23	-	28.11	11.77	17.51
Total Intangible Assets	**38.39**	**1.49**	**-**	**39.87**	**20.88**	**7.23**	**-**	**28.11**	**11.77**	**17.51**
iii) CapitalWork InProgress	104.50	105.36	(118.73)	91.12	-	-	-	-	91.12	104.50
Total (i)+(ii)+(iii)	**7,411.69**	**1,185.00**	**(202.18)**	**8,394.51**	**3,039.09**	**590.69**	**(76.97)**	**3,552.81**	**4,841.72**	**4,372.62**
Previous Year	**7,088.83**	**379.79**	**(56.92)**	**7,411.70**	**2,533.57**	**550.62**	**(45.10)**	**3,039.09**	**4,372.61**	**4,555.26**

Amount in ₹ Lakhs

13. Non - Current Investments	As at 31st March 2017	As at 31st March 2016
Investment in Property (Freehold Land)	16.92	16.92
Total	**16.92**	**16.92**

Amount in ₹ Lakhs

14. Long Term Loans and Advances	As at 31st March 2017	As at 31st March 2016
Capital Advances (advance for capital goods)		
(Unsecured, considered good)	35.55	33.53
Security Deposits		
(Unsecured, considered good)	118.41	121.72
Other Loans Advances (Unsecured, considered good)		
Inter Corporate Deposits	-	-
Unsecured, considered good	21.91	150.50
Unsecured, considered doubtful	-	-
less : Provision for doubtful loans & advances	-	-
	21.91	**150.50**
Advance Tax & TDS	26.99	39.08
Advance amount paid under protest	245.70	273.19
Incentives Receivable from Government	74.45	226.44
Others	34.75	38.66
Total	**557.76**	**883.13**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Amount in ₹ Lakhs

15. Other Non Current Assets	As at 31st March 2017	As at 31st March 2016
Insurance claim receivable (refer note 29)	714.38	714.38
Other Receivable	615.97	630.16
Total	**1,330.35**	**1,344.55**

Amount in ₹ Lakhs

16. Inventories	As at 31st March 2017	As at 31st March 2016
Raw Materials	5,855.18	5,051.35
Packing Materials	35.12	40.08
Finished goods	1,908.08	2,072.50
Stock in trade	364.60	248.83
Stores and spares	38.93	37.24
Total	**8,201.91**	**7,450.00**

16.1 Stock of Finished goods includes uninsured consignment stock of ₹153.07 Lakhs (P.Y. ₹ 102.28 Lakhs) and uninsured stock at branch of ₹ 149.39 Lakhs (P.Y. ₹ 91.06 Lakhs). In respect of inventory lying with consignees' no confirmation is being obtained from them

Amount in ₹ Lakhs

17. Trade Receivables	As at 31st March 2017	As at 31st March 2016
Trade Receivable outstanding for a period exceeding six month from the date they are due for payment:		
Unsecured, Considered good	7,119.15	6,476.54
Unsecured, Considered doubtful	62.11	40.11
less: Provision for doubtful debts	62.11	40.11
	7,119.15	6,476.54
Trade Receivable outstanding for a period less than six month from the date they are due for payment:		
Unsecured, considered good	3,374.31	3,120.84
Total	**10,493.46**	**9,597.38**

Amount in ₹ Lakhs

18. Cash and Bank Balances	As at 31st March 2017	As at 31st March 2016
Cash and cash equivalents:		
Cash in Hand	23.15	25.43
Bank Balance :		
In Current Account	8.43	70.55
	31.58	95.98
Other Bank Balances		
In deposit account #	988.08	1,015.08
Total	**1,019.66**	**1,111.06**

As margin money of bank guarantee and letter of credit.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Amount in ₹ Lakhs

19. Short-term loans and advances	As at 31st March 2017	As at 31st March 2016
Balances with Tax Authorities	175.46	82.03
Prepaid Expenses	18.85	53.11
Other Loans & Advances (Unsecured, Considered good)		
Advance to employees	28.22	20.89
Advance to others	161.91	171.28
Advance to Suppliers	11.47	126.63
Loans and advances others	165.25	146.38
Incentives Receivable from Government	346.07	254.68
Total	**907.24**	**854.99**

Amount in ₹ Lakhs

20. Other Current Assets	As at 31st March 2017	As at 31st March 2016
Assets Held for Sale (Freehold Land)	64.48	220.86
Total	**64.48**	**220.86**

20.1 Investment in Property classified as current asset on the basis of agreement received as the asset have been agreed to be sold within one year.

Amount in ₹ Lakhs

21. Revenue from Operations	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Sale of Products		
Sale of Manufactured Goods	24,882.67	24,885.85
Sale of Traded goods	7,290.30	3,017.43
Other Operating Revenue		
Selfit Charges	13.49	13.04
VAT/CST Subsidy for industrial promotion	28.75	137.10
Total	**32,215.21**	**28,053.42**

21.1 Details of Sale of Product	2016-17	2015-16
Manufactured Goods		
Pipes & Fittings	24,882.67	24,885.85
		-
	24,882.67	**24,885.85**
Sale of Traded goods		
Pipes & Fittings	2,901.40	2,511.57
Others	4388.90	505.86
Total	**7,290.30**	**3,017.43**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Amount in ₹ Lakhs

22. Other Income	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Interest Income	128.35	115.22
Gain on Sale of Fixed Asset/Asset	53.62	38.33
Miscellaneous Income	238.99	92.13
Total	**420.95**	**245.69**

Amount in ₹ Lakhs

23. Cost of material consumed	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Raw Materials Consumed	16,598.92	16,719.55
Packing Materials Consumed	119.55	169.99
Total	**16,718.46**	**16,889.54**

Amount in ₹ Lakhs

23.1 Cost of Raw Material consumed		
Opening Stock	5,051.35	4,325.43
Add: Purchases	17,402.75	17,445.47
	22,454.10	21,770.90
Less : Closing Stock	5,855.18	5,051.35
Consumption	**16,598.92**	**16,719.55**
Cost of Packing Material consumed		
Opening Stock	40.08	111.07
Add: Purchases	114.59	99.00
	154.67	**210.07**
Less : Closing Stock	35.12	40.08
Consumption	**119.55**	**169.99**

Amount in ₹ Lakhs

24. Purchase of traded goods	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Pipes & Fittings	2,987.86	2,280.88
Others	4,102.84	315.08
Total	**7,090.70**	**2,595.95**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Amount in ₹ Lakhs

25. Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Inventories (at close)		
Stock of Manufactured Goods	2,072.50	2,139.92
Stock-in-Trade	248.83	274.84
	2,321.33	**2,414.75**
Inventories (at commencement)		
Stock of Manufactured Goods	1,908.08	2,072.50
Stock-in-Trade	364.60	248.83
	2,272.68	**2,321.33**
Net (Increase)/Decrease	**(48.66)**	**(93.42)**

Amount in ₹ Lakhs

26. Employees benefit expenses	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Salaries, Wages & Bonus	1,162.89	983.42
Contributions to Provident and other funds	124.34	111.16
Staff welfare Expenses	29.91	33.96
Total	**1,317.14**	**1,128.54**

26.1 As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :

(a) Defined Contribution Plans

Contribution to Defined Contribution Plans recognised as expense for the year is as under

	2016-17	2015-16
Employer's Contribution to Provident Fund	60.53	48.94
Employer's Contribution to State Insurance	39.70	30.87

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

(b) Defined Benefit Plan

The employees' gratuity funds scheme managed by a Trust (Life Insurance Corporation of India of the Company) is a defined benefit plan.

Gratuity Plan	31/03/2017	31/03/2016
Defined benefit obligation :		
Actuarial assumptions		
Discount Rate	7.40%	7.70%
Salary escalation rate (p.a.)	7.00%	7.00%
Expected Return on Plan Assets	7.65%	8.51%
Mortality rate [Indian Assured Lives (2006-08) Ultimate]		
Change in present value of the defined benefit obligation		
Opening balance	83.74	50.85
Current service cost	22.23	17.74
Interest cost	6.20	3.92
Actuarial loss/ (gain) on obligation	(1.72)	11.80
Benefits paid	(3.98)	(0.57)
Closing balance	**106.47**	**83.74**
Change in fair value of plan assets		
Opening fair value of plan assets	38.77	26.79
Expected return on plan assets	3.39	2.70
Actuarial gain/ (loss) on plan assets	(0.79)	(0.60)
Contributions	15.00	10.45
Benefits paid	(3.98)	(0.57)
Closing fair value of plan assets	**52.39**	**38.77**
Movement the Net Liability Recognized in Balance Sheet		
Changes In Present Value of Defined Benefit Obligation	106.47	83.74
Changes In Fair Value of Plan Assets	52.39	38.77
Closing Net Liability	**54.08**	**44.97**
Expenses Recognized in Statement of Profit & Loss		
Current Service Cost	22.23	17.74
Interest Cost	6.20	3.92
Expected return On Plan Assets	(3.39)	(2.70)
Actuarial (Gain)/loss	(0.93)	12.40
Expenses recognized in the Statement of Profit & Loss	**24.12**	**31.35**

Amount in ₹ Lakhs

27. Finance costs	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Interest expense	692.04	771.96
Other borrowing costs	490.87	519.32
Total	**1,182.91**	**1,291.27**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Amount in ₹ Lakhs

28. Other Expenses	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Manufacturing Expenses		
Power & Fuel	744.62	777.37
Stores and Spares consumed	128.26	96.33
Repairs to Machineries	30.31	52.16
Repairs to Buildings	19.46	13.81
Excise Duty#	29.65	(8.32)
Exchange Difference	27.93	1.13
Other Manufacturing Expenses	193.15	206.01
Selling and Distribution Expenses		
Advertisement, Publicity and Sales Promotion	386.75	102.73
Commission on Sales	84.76	104.21
Freight Outward & Other Selling Expenses	433.72	697.07
Discount & Other Expenses	289.73	514.42
Other		
Payment to Auditors		
Statutory Audit Fees	7.57	7.56
Taxation Matters	0.80	0.75
Directors Sitting Fees	3.03	2.90
Rent ##	124.47	50.75
Rates & Taxes	126.90	108.38
Travelling & Conveyance	93.83	68.98
Insurance	23.86	22.78
Bad Debts Written Off	89.34	13.10
Provision for Doubtful Debts	22.00	25.25
Communication Expenses	26.34	19.04
Legal & Professional Expenses	117.82	45.22
Office Expenses	21.81	20.49
Printing & Stationary Expenses	30.25	24.24
Miscellaneous Expenses	54.76	69.93
Total	**3,111.14**	**3,036.30**

Excise Duty shown under expenditure represents the aggregate of excise duty borne by the Company and difference between excise duty on opening and closing stock of finished goods.

The Company is lessee under various operating leases under which rental expenses for the year was ₹39.19 Lakhs (Previous year: ₹ 13.07 Lakhs). The Company has not executed any non-cancellable operating lease agreement.

29. Insurance Claim Receivable

During the year 2010-11 on 21.03.2011 a fire occurred in main Raw Material godown at the factory premises of the Company and the Company has lodged the claim of ₹ 2547.69 Lakhs with the Insurance Company and the same was accounted as 'Insurance Claim Receivable'. The Claim is finally settled by Insurance Company for ₹ 1640.86 Lakhs on

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

12.04.2012. The Management has filed lawsuit against the Insurance Company as the claim is fully recoverable. The Management is confident of realizing the amount due from the Insurance Company and accordingly no adjustments are made to the financial results of the Company in this regard.

30. In case of the Foreign Subsidiary Company 'Tapti Pipes & Products Limited FZE', the component auditors' has drawn emphasis of matter paragraph for the balances outstanding as on 31st March, 2017 with respect to advance to suppliers of ₹ 2,272.98 Lakhs (USD 3.51 Million) (P.Y. ₹ 2,325.37 Lakhs (USD 3.51 Million)) and other receivables of ₹ 615.97 Lakhs (USD 0.95 Million) (P.Y. ₹ 630.16 Lakhs (USD 0.95 Million)). However, the management considers the balances still good to be recovered and is confident of recoverability / realisation of the above advance to suppliers and other receivables, hence no provision is made as on March 31, 2017.

31. During the year search u/s 132(1) of the Income Tax 1961 was carried out at the various business premises of the company and at the residential premises of the directors and its associates. The Company has filed returns in response to notice under section 153A of Income Tax Act, 1961 for AY 2010-11 to AY 2016-17 and provided for additional tax liability of ₹161.06 Lakhs (which has not been paid till date) but the final tax liability shall be ascertained by the Income Tax Department after assessment of search cases. The management is of the view that no extra Tax or penalty liability emerges and the tax determined in returns shall be final.

32. Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as per MCA Notification No. G.S.R. 307 (E) Dated March 30, 2017.

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	759,500.00	2,724,442.00	3,483,942.00
(+) Permitted Receipts	-	1,672,681.00	1,672,681.00
(-) Permitted Payments	-	3,862,157.00	3,862,157.00
(-) Amounts Deposited in Bank	759,500.00	-	759,500.00
Closing Cash in Hand as on 30.12.2016	**-**	**534,966.00**	**534,966.00**

33. In respect of Jointly Controlled Entities, the Company's share of assets, liabilities, income and expenditure of the joint venture companies are as follows:

Amount in ₹ Lakhs

Particulars	31st March 2017	31st March 2016
Assets		
Fixed Assets	64.75	56.59
Non-Current Investments	-	-
Non-Current Assets	-	-
Current Investments	-	-
Current Assets	3.64	6.06
Liabilities		
Long Term Borrowings		
Non-Current Liabilities and Provisions	21.40	-
Short Term Borrowings	-	-
Current Liabilities and Provisions	0.09	0.95
Incomes	-	-
Expenses	-	-

34. Earnings Per Share (EPS)

	Particulars	*31st March 2017*	*31st March 2016*
i)	Net Profit after Tax as per Profit and Loss Statement attributable to Equity Shareholders (₹ inLakhs)	(48.68)	329.85
ii)	Weighted Average number of Equity Shares used as denominator for calculating EPS	2,38,20,000.00	23,820,000.00
iii)	Basic and Diluted Earnings per Share (₹)	(0.20)	1.38
iv)	Face Value per Equity Share (₹)	10.00	10.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

35. Contingent Liability and Commitments not provided for:

Amount in ₹ Lakhs

Contingent Liability not provided in respect of:	31st March 2017	31st march 2016
a. Disputed Income Tax demand	74.85	74.85
b. Disputed VAT,CST & entry Tax Demands	873.65	538.21
c. Guarantee Given by the company's Banker in the normal course of business	836.71	1,053.02
d. Letter of Credit purchase of goods	659.74	498.53
e. Other Disputes	4.60	106.03

Commitments	31st March 2017	31st march 2016
Capital Contracts remaining to be executed	263.35	289.12

(a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

(b) The Company does not expect any reimbursements in respect of the above contingent liabilities.

(c) Future cash outflows in respect of the above are determinable only on receipt of judgements/ decisions pending with various forums/ authorities.

(d) The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with Income Tax, Sales/ VAT tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

(e) As on 1st April, 2017, an Investigation under Rule 22 of Central Excise Rules, 2002 by Officers of Preventive Branch, Indore was carried out at the factory premises of the Company. Further a notice dated 5th May, 2017 received by the Company which requires to show cause as to why the Company amount of ₹ 354.45 lakhs should not be demanded for contraventions of non payment of duty or wrong availment of Cenvat Credits. However the management has not replied to the show cause notice till date of audit and is of view that no extra tax liability emerges and therefore it has not been considered necessary to make provision for additional tax liability.

36. In accordance with AS-28 issued by ICAI, the carrying amounts of assets have been reviewed at year end for indication of impairment loss, if any. As there is no indication of impairment of assets, no loss has been recognized during the year.

37. The Company is engaged mainly in production of pipes and fittings as such is the only reportable segment as per Accounting Standard on Segment Reporting (AS-17) issued by the Institute of Chartered Accountants of India. The geographical segmentation is not relevant as the company mainly operates within India.

38. RELATED PARTY DISCLOSURES:

a) As per Accounting Standard 18, the disclosures of transaction with the related parties are given below:

S No.	Relationship	Name of Related Parties
1	Key Managerial Personnel	Mr. Sanjay Kumar Agrawal (Managing Director)
		Mr. Vijay Prasad Pappu (Whole Time Director)
		Mrs. Rashmidevi Agrawal (Chairperson)
2	Subsidiary	Texmo Petrochemicals LLP
		Tapti Pipes & Products Ltd. FZE
3	Enterprises in which Key Managerial Personnel are able to exercise significant influence	Shree Venkatesh Industries
		Shree Padmavati Irrigations Private Limited
4	Jointly Controlled Entity	Mangal Murti Minerals
5	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence	C.P Industial Products Private Limited
		Narendra CotFibre Industries Private Limited
		Shree Vasudeo Industries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

b) Transactions during the year with Related Parties

Figures Corresponding to previous year are shown in Brackets

Amount in ₹ Lakhs

S. No	Transactions	Key Managerial Personnel	Enterprises in which Key Managerial Personnel are able to exercise significant influence	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence
1	Purchase of Goods	NIL NIL	NIL NIL	2,227.92 (1,748.37)
2	Sale of Goods	NIL NIL	NIL (0.04)	NIL NIL
3	Rent Paid	73.09 (22.57)	NIL NIL	NIL NIL
4	Rent Received	2.74 NIL	0.24 (0.24)	NIL NIL
5	Remuneration Paid	19.16 (48.00)	NIL NIL	NIL NIL
6	Loan Taken	364.21 (525.38)	307.00 (90.00)	NIL NIL
7	Loan Repaid	571.27 (270.38)	31.75 (40.00)	NIL NIL
8	Loan Received Back	NIL NIL	NIL NIL	150.00 (28.37)
9	Loans And Advances	NIL NIL	NIL NIL	150.00 NIL
Balance as at 31st March 2017				
10	Long Term Borrowing	127.94 (335.00)	325.25 (50.00)	NIL NIL
11	Trade and Other Payable	1.42 (19.67)	NIL (0.54)	537.25 (368.73)
12	Trade and other Receivable	7.74 NIL	0.24 NIL	NIL NIL

c) Disclosure in Respect of Major Related Party Transactions during the year :

Amount in ₹ Lakhs

Particulars	Relationship	2016-17	2015-16
Purchase of Goods			
Shree Vasudeo Industries	Enterprises in which Key Managerial Personnel are able to exercise significant influence	2,227.92	1,748.37
Shree Padmavati Irrigation Private Limited	Enterprises in which Key Managerial Personnel are able to exercise significant influence	-	-
Rent Paid			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	53.35	16.93
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	19.75	5.63

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017.

Remuneration Paid			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	7.11	36.00
Mr. Vijay Prasad Pappu	Key Managerial Personnel	7.06	12.00
Loan Taken			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	351.21	471.38
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	13.00	54.00
M/s Shree Padmavati Irrigation Pvt. Ltd.	Enterprises in which Key Managerial Personnel are able to exercise significant influence	307.00	90.00
Loan Repaid			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	560.77	246.38
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	10.50	24.00
M/s Shree Padmavati Irrigation Pvt. Ltd.	Enterprises in which Key Managerial Personnel are able to exercise significant influence	31.75	40.00
Loan Received Back			
C.P. Industrial Products Pvt. Ltd.,	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence	-	28.37
Narendra CotFibre Industries Private Limited	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence	150.00	-
Loans And Advances			
Narendra CotFibre Industries Private Limited	Enterprise in which Relative of Key Managerial Personnel are able to exercise significant influence	150.00	
Balance as at 31st March 2017			
Long Term Borrowing			
Mr. Sanjay Kumar Agrawal	Key Managerial Personnel	70.44	280.00
Mrs. Rashmidevi Agrawal	Key Managerial Personnel	57.50	55.00
M/s Shree Padmavati Irrigation Pvt. Ltd.	Enterprises in which Key Managerial Personnel are able to exercise significant influence	325.25	50.00
Trade and Other Payable			
Shree Vasudeo Industries	Enterprises in which Key Managerial Personnel are able to exercise significant influence	537.25	368.73

39. The audited financial statements of the subsidiaries are available as on 31st March 2017 and same has been considered for the preparation of the consolidated financial statements. Figures pertaining to the subsidiary companies and jointly controlled entity have been reclassified wherever necessary to bring them in line with the group financials.

40. Trade Receivables/Payables are confirmed by the Management. No independent balance confirmation has been received from Customers/Suppliers. The above figures are subject to reconciliation and consequent adjustment, if any.

41. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/disclosure.

The Notes form an Integral part of these financial statements

As per our report of even date

For **Pankaj Somaiya & Associates LLP**
Firm Registration No. 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur (M.P.)
Date: 26th May, 2017

For **Texmo Pipes and Products Limited**

Sanjay Kumar Agrawal
Managing Director
[DIN: 00316249]

Vijay Prasad Pappu
Whole Time Director/CFO
[DIN: 02066748]

Shyam Sundar Agrawal
Company Secretary

Form AOC-I

Statement containing salient feature of the financial statement of subsidiaries/associate companies/joint venture

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Lakhs)

Name of Subsidiary	Texmo Petrochemicals LLP*	Tapti Pipes and Products Limited FZE (Note (i) & (ii)
Reporting period	2016-17	2016-17
Share capital	23.50	5695.07
Reserves & surplus	1.39	(29.28)
Total assets	24.96	6478.48
Total Liabilities	0.07	812.69
Investments	-	-
Turnover	1.70	3779.03
Profit before taxation	0.51	0.89
Provision for taxation	0.16	--
Profit after taxation	0.35	0.89
Proposed Dividend	--	--
% of shareholding	99.15%	100%

*Converted from Texmo Petrochemicals Pvt Ltd into Texmo Petrochemicals LLP on 18th September, 2015.

Note: i) Converted into Indian Rupees at the Exchange rate USD 1 = 64.84 INR.

ii) The financial statements have been audited by a firm of Chartered Accountants other than Pankaj Somaiya & Associates LLP.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amt in Lakhs)

Name of Jointly Controlled Entity	**M/s. Mangal Murti Minerals**
1. Latest audited Balance Sheet Date	**31.03.2017**
2. Shares of Jointly Controlled Entity held by the company on the year end	
Number	**----**
Amount of Investment in Jointly Control Entity	**46.90**
Extend of Holding %	**88.47%**
3. Description of how there is significant influence	**Controlling interest & Partner**
4. Reason why the Jointly Controlled Entity is not consolidated	**Not Applicable**
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	**53.01**
6. Profit / Loss for the year	**Not Applicable**
i. Considered in Consolidation	**Yes**
i. Not Considered in Consolidation	**----**

Note **1.** Names of subsidiaries which are yet to commence operations: Mangal Murti Minerals,

2. Names of subsidiaries which have been liquidated or sold during the year- Nil

For: Pankaj Somaiya & Associates LLP
Firm Reg No 010081C/C400001
Chartered Accountants

CA Pankaj Somaiya
Partner
Membership No 079918

For Texmo Pipes and Products Limited

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

Vijay Prasad Pappu
Whole Time Director cum CFO
(DIN 02066748)

Shyam Sunder Agrawal
Company Secretary

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ANNUAL GENERAL MEETING – 23.09.2017
ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Name (in block letters) : _____

Member's Folio Number : _____

Name of Proxy (in block letters to be filled in case the Proxy attends instead of the Member)

_____No. of Shares held_____ .

I hereby record my presence at the Annual General Meeting of Texmo Pipes and Products Limited on Saturday, 23rd day of September 2017 at 11.30 A. M. at 98, Bahadarpur Road, Burhanpur (M.P.).

Please (✓) the appropriate box

Member	Proxy
☐	☐

_____
Member's / Proxy's Signatures*

Note : Please note that no gift/gift coupon will be distributed at the AGM.
*To be signed at the time of handing over this slip.
(Please complete this attendance slip and hand it over at the entrance of the hall)

TEXMO PIPES AND PRODUCTS LIMITED

CIN: L25200MP2008PLC020852
Regd. Office: 98, Bahadarpur Road, Burhanpur (M.P.) – 450 331
Ph. :(07325) 255122, Fax (07325) 253273
Email: texmopipe@texmopipe.com Website: http//www.texmopipe.com

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN:	**L25200MP2008PLC020852**		
Name of Company:	**TEXMO PIPES AND PRODUCTS LIMITED**		
Registered Office :	**98, Bahadarpur Road, Burhanpur (M.P.) 450331**		
Name of Member (s) :			
Registered Address :			
E-mail Id :			
Folio No/Client Id		DP ID	

I/We, being the member(s) of …… Shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
3.	Name			
	Address			
	E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Saturday, 23rd September , 2017 at 11:30 A.M at 98, Bahadarpur, Road, Burhanpur (M.P.) 450331 and at any adjournment thereof in respect of such resolutions as are indicated below:-

** I wish my above proxy to vote in the manner as indicated in the box below:-

Resolutions	For	Against
1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended as at March 31st, 2017, and the Reports of the Directors and the Auditors thereon for the said period.		
2. To appoint a Director in place of Mrs. Rashmi Devi Agrawal who retires by rotation and offer herself for reappointment.		
3. To ratify the appointment Statutory Auditors and to fix their remuneration.		
4. To ratify remuneration of Cost Auditor under section 148 of Companies Act, 2013.		
5. To Approve the alteration in Clause III of Memorandum of Association.		
6. To Approve the alteration in Clause IV of Memorandum of Association.		

7. To Adopt the new set of Article of Association of the Company.		
8. To Issue Equity Shares on Preferential basis to the Promoter Group		
9. To Appoint Mr. Amber Chaurasia as an Independent Director for a term of five consecutive years.		
10. To Determine the fees for service of documents.		

Signed this……day of …….2017.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Revenue Stamp

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the Meeting.

Texmo Pipes and Products Limited

98, Bahadarpur Road, Burhanpur - 450 331, Madhya Pradesh

Dear Shareholder,

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. In accordance with the circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices and documents, including Annual Report, to its shareholders through electronic mode to the registered e- mail addresses of shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a Greener Environment. This is a golden opportunity for every shareholder of 'Texmo Pipes and Products Limited' to contribute to the Corporate Social Responsibility initiative of the Company. Further it will ensure instant and definite receipt of the reports by you.

We notice that your email ID is not available in our records. As we propose to send future Communications, in electronic mode, we request you to please fill up the form given herewith for registering your e-mail ID and send the same to the following address:

Karvy Computershare Private Limited
(Unit: Texmo Pipes and Products Limited)
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad – 500 032
Email id:- shobha.anand@karvy.com

If the shares are held in electronic mode, please get your e-mail registered with your DP immediately.

Please note that as a member of the Company you will be entitled to receive all such communication in Physical Form, upon request.

Thanking you,
Yours faithfully,
For **Texmo Pipes and Products Limited**
Sd/-
Shyam Sunder Agrawal
Company Secretary

E-COMMUNICATION REGISTRATION FORM

Folio No. /DP Id and Client ID : _____

Name of 1st Registered Holder : _____

Name of Joint Holder(s) : _____

Registered Address : _____

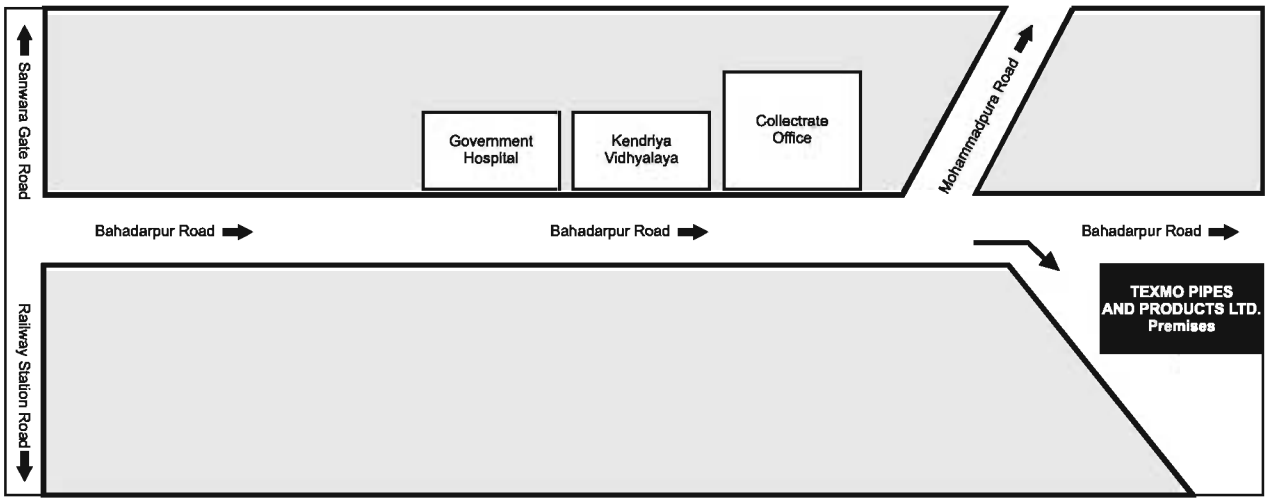
E-Mail address (to be Registered) : _____

I/we Shareholder(s) of **Texmo Pipes and Products Limited** agree to receive communication from the Company in electronic mode. Please register my above e-mail ID for your records for sending communication through e-mail.

Date: …… Signature: ……..
(1st holder only)

Note: Shareholder(s) are requested to keep the Company informed as when there is any change in the e-mail address.

Location Map



TEXMO
PIPES AND PRODUCTS LIMITED

Soild & Leak Proof

An ISO 9001 Certified Company

IS :15778

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