TEXMO
PIPES AND PRODUCTS LIMITED
AN ISO : 9001 CERTIFIED COMPANY

Texmo/Sec/2018-19/36 **29th September, 2018**

To, **Manager (Listing)** **National Stock Exchange of India** **Exchange Plaza, 5th Floor** **Bandra kulra Complex, Bandra (E)** **Mumbai 400051**	**To,** **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 2017-18.

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 2017-18.

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

Thanking You

Yours faithfully

For: Texmo Pipes and Products Limited

Shyam Sunder Agrawal
Company Secretary cum Compliance Officer

Texmo Pipes & Products Ltd. Burhanpur

अब बात होगी सिर्फ नये जमाने की,
टेक्समो पाईप्स् और फिटींग्स् के साथ

TEXMO
PIPES AND PRODUCTS LIMITED

Solid & Leak Proof

An ISO 9001 Certified Company

10th ANNUAL REPORT

F.Y. 2017-18

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,

There were far reaching structural reforms implemented in the Indian economy in the last seventeen months starting from November 2016. In the process these measures have put the economy on sound growth path. The most significant reform was introduction of Goods and Service Tax w.e.f 1.7.2017. This single measure has integrated the Country's economy. Overall, the incidence of indirect tax has come down on most of the products by this measure of merging several indirect taxes and cess charged on the products in different States prior to July 2017.

The several initiatives taken by Government to boost rural income and infrastructure are now fructifying to boost business in several segments which are catered by the Company. The Company, therefore, envisaged a faster growth in business from upcoming financial years.

The effect of Demonetization, GST and RERA looks to have settled down to a large extent. The economy is moving to formal sector slowly, but surely from informal sector. This augurs well to boost the economic activity in the Country. The Monsoon for this year is also normal. Company, therefore, expects business conditions to be favorable in the year to boost the demand for its products.

Pursuant to Companies (Indian Accounting Standards) Rules, 2015, IND-AS have become applicable to your Company with effect from 1st April, 2017, accordingly the Company has prepared all its financial statements in compliance with IND-AS. Figures of previous financial year 2016-17 have also been restated as per applicable IND-AS.

During the year, the Company has implemented SAP 9.2 a leading ERP solution with effect from 1st April, 2017 by switching over from existing ERP. The implementation of SAP 9.2 shall integrate all the business process across the organization. The new Regime of SAP shall bring discipline by transforming the work culture thereby bringing transparency and structured information system.

We continue to be committed towards creating value for all our stakeholders and adhering to the highest standards of corporate governance. I will take this opportunity to thank all our Shareholders, Bankers, suppliers, customers for their continued support.

With Best Wishes
Rashmi Devi Agrawal
(Chairperson)

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the members of TEXMO PIPES AND PRODUCTS LIMITED (CIN: L25200MP2008PLC020852) will be held on Tuesday, 25th September, 2018 at 12.30 P.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, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
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 appoint M/s. Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C), as the Statutory Auditors of the Company and to fix their remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.) (Firm Registration No. 010081C/C400001), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting of the Company to be held in the calendar year 2023, at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of out-of-pocket expenses."

SPECIAL BUSINESS:

4. **REMUNARATION OF COST AUDITOR**

   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 Rs. 75,000/- (Rupees Seventy Five thousand only) plus applicable taxes to be paid to M/s Saurabh Parikh & Associate (Firm Registration No.101495), Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending March 31, 2019, 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. **TO APPROVE RE-APPOINTMENT AND REMUNERATION OF SHRI SANJAY KUMAR AGRAWAL (DIRECTOR IDENTIFICATION NO. 00316249) AS A MANAGING DIRECTOR OF THE COMPANY**

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

   "RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the company be and is hereby accorded to re-appoint **Mr. Sanjay Kumar Agrawal (DIN: 00316249), as Managing Director of the Company**, for a period of five years with effect from 1st September, 2018 to 31st August, 2023 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

   1) Salary-

      Monthly basic salary of Rs. 3,00,000/- (Rupees Three Lakh only)

   (2) Allowances / Benefits / Perquisites

      A. Housing - Rent free furnished residential accommodation. In case, no accommodation is provided by the Company, the Managing Director shall be paid House Rent Allowance equivalent to 40% of basic salary i.e. Rs. 1,20,000/- p.m.

      B. Other Perquisites / Allowances

         i. Medical Allowance 10% of basic Salary i.e. Rs. 30,000/-p.m.

ii. Conveyance Allowance Rs. 60,000/-p.m.

iii. Uniform Allowance Rs. 30,000/- p.m.

iv. Other Allowance and Children education allowance Rs. 60,000/- p.m.

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

vi. Medical and Personal Accident Insurance.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

6. TO APPROVE RE-APPOINTMENT AND REMUNERATION OF SHRI VIJAY PRASAD PAPPU (DIRECTOR IDENTIFICATION NO. 02066748) AS A WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors and approval thereof by the Board, approvals of the members of the company be and is hereby accorded to re-appoint **Mr. Vijay Prasad Pappu (DIN: 02066748), as Whole Time Director of the Company**, for a period of five years with effect from 1st September, 2018 to 31st August, 2023 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

1) Salary-

Monthly basic salary of Rs. 50,100/- (Rupees Fifty Thousand One Hundred only)

(2) Allowances / Benefits / Perquisites

A. The Whole Time Director shall be paid House Rent Allowance equivalent to 40% of basic salary i.e. Rs. 20,040/- p.m.

B. Other Perquisites / Allowances

i. Medical Allowance 10% of basic Salary i.e. Rs. 5,010/-p.m.

ii. Conveyance Allowance Rs. 10,020/-p.m.

iii. Allowance Rs. 5,010/- p.m.

iv. Other Allowance and Children education allowance Rs. 10,020/- p.m.

v. Medical and Personal Accident Insurance.

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

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

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

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

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

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

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

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

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

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

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

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

7. TO APPROVE APPOINTMENT AND REMUNERATION OF SMT RASHMI DEVI AGRAWAL (DIRECTOR IDENTIFICATION NO. 00316248) AS A WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule – V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the company be and is hereby accorded to appoint **Mrs. Rashmi Devi Agrawal (DIN: 00316248), as Whole Time Director of the Company**, for a period of five years with effect from 1st September, 2018 to 31st August, 2023 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

1) Salary-

Monthly basic salary of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only)

(2) Allowances / Benefits / Perquisites

A. The Whole Time Director shall be paid House Rent Allowance equivalent to 40% of basicsalary i.e. Rs.50,000/- p.m.

B. Other Perquisites / Allowances

i. Medical Allowance 10% of basic Salary i.e. Rs. 12,500/-p.m.

ii. Conveyance Allowance Rs. 25,000/-p.m.

iii. Uniform Allowance Rs. 12,500/- p.m.

iv. Other Allowance and Children education allowance Rs. 25,000/- p.m.

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

vi. Medical and Personal Accident Insurance.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BY ORDER OF THE BOARD OF DIRECTOR

Shyam Sunder Agrawal
Company Secretary
Membership No.: ACS 24489

Place: Burhanpur
Date: 25th August, 2018

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 precent(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 &7is 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 20th September, 2018 to 25thSeptember, 2018 (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 2017-18 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 2017-18 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 10th 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 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. /DPID-Client ID will be your User ID. However, if you are already registered with Karvy fore-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 the 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 _EVENTNO."

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. 20thSeptember, 2018, 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 Saturday, the 22nd September, 2018 at 10:00 A.M. and ends on Monday, the 24th September 2018, 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 Thursday, 20th September, 2017, may cast their vote by electronic means in the manner and process set out here in above. 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 Thursday, 20th September, 2018.

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.comand on the website of Karvy https://evoting.karvy.comwithin 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:

ITEM NO 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the same, the term of the existing Statutory Auditors, M/s Pankaj Somaiya & Associates LLP, Chartered Accountants is upto the conclusion of this Annual General Meeting (AGM). The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on August 25, 2018, proposed the appointment of M/s Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the Fifteenth AnnualGeneral Meeting of the Company to be held in the calendar year 2023. M/s Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

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

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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 Saurabh Parikh & Associate, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, the remuneration will be Rs. 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.

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

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

ITEM NO. 5, 6 & 7

Since the year 2008, Mr. Sanjay Kumar Agrawal and Mr. Vijay Prasad Pappu are at the management and administration of the Company under the overall supervision, control and direction of the Board of Directors. Ever since under their supervision the Company is being functioned successfully. The appointments of Mr. Sanjay Kumar Agrawal as Managing Director and Mr. Vijay Prasad Pappu as Whole Time Director for a period of five years w.e.f. 1st September, 2013 till 31st August, 2018 were duly approved by the Shareholders vide Special Resolution. The existing term of the office of Mr. Sanjay Kumar Agrawal, Managing Director and Mr. Vijay Prasad Pappu as Whole Time Director expires, hence it is proposed to Re-appoint Mr. Sanjay Kumar Agrawal as Managing Director and Mr. Vijay Prasad Pappu as Whole Time Director for a period of five years w.e.f. 1st September 2018 till 31st August 2023. On the same line Mrs Rashmi Devi Agrawal has been associated with the Company since 2013 and looking after the affairs of the Company as Chairperson of the Company, it is also proposed to appoint her as Whole Time Director for a period of five years w.e.f. 1st September 2018 till 31st August 2023upon the terms and conditions as set out in the resolution mentioned in this item of the notice.

The Nomination and Remuneration Committee at its meeting held on 11th August, 2018 had recommended the re-appointment of Mr. Sanjay Kumar Agrawal as Managing Director, re-appointment of Mr. Vijay Prasad Pappu as Whole Time Director w.e.f.1st September, 2018 till 31st August, 2023. and appointment of Mrs. Rashmi Devi Agrawal as Whole Time Director for a period of five years w.e.f. 1st September, 2018 till 31st August, 2023.

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

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

I. General Information

Sr. No	Particulars	Details	
1.	Nature of Industry	The Company is operated in Plastic Industry and engaged in production of PVC, HDPE, SWR, Sprinkler, DRIP, CPVC Pipes and Fittings etc;	
2.	Date or expected date of commencement of commercial production	The Company was incorporate in the year 2008 and is into commercial production since then.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.	
4.	Financial performance based on given indicators (as per Audited Statements for the year ended on 31.03.2018)	**Particulars**	**Rs. in lakh**
		Gross turnover including other income	25,788.67
		Profit before interest, depreciation and tax	1327.00
		Interest	660.77
		Depreciation	531.17
		Profit before tax	135.06
		Current tax	32.71
		Deferred tax	73.92
		Short / (Excess) provisions for earlier years	0.03
		Profit / (Loss) for the period	28.41
5.	Foreign investments or collaborations, if any	The Company is having its overseas subsidiary in UAE viz Tapti Pipes and Products Ltd FZE; except this the Company has not entered into material foreign collaborations.	

II. Information about the appointee

Sr. No	Particulars	Mr. Sanjay Kumar Agrawal	Mr. Vijay Prasad Pappu	Mrs. Rashmi Devi Agrawal
1.	Background details	Mr. Sanjay Kumar Agrawal is one of the Promoter Director and is associated with the Company since inception. He is a creative thinker and future oriented industrialist having vast experience of over 30 years in the plastic industry	Mr.Vijay Prasad Pappu is one of the Promoter Director and is associated with the Company since inception. He plays an important role in successful management of Company's operational, production and technical affairs.	Mrs Rashmi Devi Agrawal is one of thePromoter Director and is associated with the Company since 2013. Presently she is Chairperson of the Company and actively taking part in policy making and management of the Company.
2.	Past remuneration	The appointment of Mr. Sanjay Kumar Agrawal as Managing Director was duly approved by the shareholders for a period of five years, w.e.f. 1st September, 2013 till 31 st August, 2018 at a remuneration of Rs. 3,00,000/ - per month.	The appointment of Mr.Vijay Prasad Pappu as Whole Time Director was duly approved by the shareholders for a period of five years, w.e.f. 1 st September, 2013 till 31stAugust, 2018 at a remuneration of Rs. 1,00,200/- per month.	Nil
3.	Recognition or awards	-	-	-
4.	Job profile and suitability	He has worked as Managing Director of the Company for 10 years, in which capacity he has been devoting whole time attention to the affairs of the Company and is suitable for this position.	He has worked as Whole Time Director of the Company for 10 years, in which capacity he has been devoting whole time attention to the affairs of the Company and is suitable for this position.	She has worked as Director and Chairperson of the Company for 5 years, in which capacity she has been devoting whole time attention to the affairs of the Company and is suitable for this position.
5.	Remuneration proposed	Rs. 6,00,000/ - per month including Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service	Rs. 1,00, 200/- per month including Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service	Rs. 2,50,000/ - per month including Company's contr ibution for her to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size of the Company, the profile of Mr. Sanjay Kumar Agarwal, the responsibilities entrusted upon him in his capacity as Managing Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.	Considering the size of the Company, the profile of Mr.Vijay Prasad Pappu, the responsibilities entrusted upon him in his capacity as Whole Time Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.	Considering t he size of the Company, the profile of Mrs.Rashmi Devi Agrawal, the responsibilities entrusted upon her in her capacity as Whole Time Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Sanjay Kumar Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Mrs. Rashmi Devi Agrawal is wife of Mr. SanjayKumar Agrawal. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Mr.Vijay Prasad Pappu does not have any pecuniary relationship with the Company. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Mrs.Rashmi Devi Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Mr. Sanjay Kumar Agrawal is husband of Mrs. Rashmi Devi Agrawal. No other managerial personnel is concerned or interested in the above resolution.

Other information

Sr. No	Particulars	Details
1.	Reasons of loss or inadequate profits	During the previous couple of financial years some major development have taken place like demonetisation and inception of GST. These affected the profitability of the Company up to large extent, even the demonetisation came during the peak period of business of the Company . Apart from that Company is facing throat cutting competition from big market players of the Industry. Although Company is striving hard to form its own uniqueness.
2.	Steps taken or proposed to be taken for improvement	The Company is focusing in reducing its cost, in this series the Company has set up Solar Power Plant in its premises which will result in substantial savings in power expenses, on the same line Company is trying hard to minimize its finance cost and obtain a positive impact on Net Worth and financials of the Company. Apart from reducing the cost efforts are being made to expand the reach of the Company to market and thereby increasing the turnover and profits of the Company.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and is undertaking constant measures to improve it. In view of various steps taken by the Company, it is expected to perform better in terms of profitability in the years to come. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

III. Disclosures

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors- It is given in form MGT-9 forming part of Board's Report.
2. Details of fixed component and performance linked incentives along with performance criteria- Remuneration of Directors is of fixed nature only.
3. Service contracts, notice period, severance fees- Nil
4. Stock options details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Nil

The Board recommends the special resolutions as set out in Item No.5, 6 and 7 of this Notice for your approval.

Mr. Sanjay Kumar Agrawal, Mr. Vijay Prasad Pappu and Mrs Rashmi Devi Agrawal themselves interested in the Resolution. Mr. Mohit Agrawal Chief Executive Officer, of the Company, is also interested being Son of Mr. Sanjay Kumar Agrawal & Mrs Rashmi Devi Agrawal. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Burhanpur

Date: 25th August, 2018

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 appointment	Qualification	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 Management	Wife of Mr. Sanjay Kumar Agrawal	Nil	Nil	33,77,592
Mr.Sanjay Kumar Agrawal	10.04.1964	03.07.2008	B.com, L.L.B. M.B.A	Business Management	Husband of Mrs. Rashmi Devi Agrawal	Nil	Nil	38,96,474
Mr. Vijay Prasad Pappu	30.06.1959	03.07.2008	Bsc, M.A.	Factory operation	Nil	Nil	Nil	1,200

BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 10th **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, 2018.

1. Financial summary or highlights/Performance of the Company (*Standalone and Consolidated*) **(Amount in Rs. Lakh)**

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Turnover	25232.00	28,393.93	25829.82	32,172.97
Profit before Interest, Depreciation and Tax	1327.00	1447.01	1313.16	1424.87
Less Interest	660.77	731.05	660.77	731.05
Less Depreciation	531.17	664.85	531.17	664.85
Profit before tax	135.06	51.11	121.22	28.97
Less Provision for tax				
Current tax	32.71	55.32	32.71	55.32
Deferred tax	73.92	(52.84)	73.91	(52.84)
Excess provision for earlier year	0.03	161.06	0.03	161.06
Profit after tax	28.41	(112.43)	14.57	(134.57)
Prior year adjustment	-	-		-
Profit after tax & prior year adjustments	28.41	(112.43)	14.57	(134.57)
Profit after adjustment of discontinued operations	28.41	(112.43)	15.50	(134.22)
Balance of profit brought forward from earlier years	(1205.42)	(1078.71)	1936.99	2085.48
Transferred from Revaluation Reserve	12.47	7.79	12.47	7.79
Adjustment relating to Fixed Assets (net of Deferred Tax)	-	-	-	-
Unamortized cost written off on discounting of loans to subsidiary	(24.83)	(22.99)	(1.84)	(22.99)
Other comprehensive income	(12.61)	0.93	(12.61)	0.93
Exchange difference on translation of financial statements of foreign operations	-	-	(0.66)	-
Profit available for Appropriations:	(1201.98)	(1205.42)	1949.85	1936.99
Appropriations				
Transfer to General Reserves				
Proposed dividend:				
- Equity				
- Preference				
Profit carried to Balance Sheet	(1201.98)	(1205.42)	1949.85	1936.99

During the year under review, the Company recorded total revenue of Rs. 25788.67 Lakh as compared to Rs.28870.62 Lakh in the previous year which is declined by 10.67%. The Company has earned a net profit of Rs. 28.41 Lakh as against loss of Rs. 112.43 Lakh in the previous year. Your Directors are hopeful that the company may be able to show better performance in coming year.

Your company recorded Production of 22886.08 MT for the year ended 31st March, 2018 as against 22205.65 in the previous year which shows a increase to 3.06%.

2. Adoption of Indian Accounting Standards (IND-AS)

Pursuant to Companies (Indian Accounting Standards) Rules, 2015, IND-AS have become applicable to your Company with effect from 1st April, 2017, accordingly the Company has prepared all its financial statements in compliance with IND-AS. Figures of previous financial year 2016-17 have also been restated as per applicable IND-AS. Impacts of first time adoption of IND-AS and various reconciliations are provided in the Standalone financial statements (please refer to Note 43 to the standalone financial statement).

3. Implementation of SAP 9.2

The Company has implemented SAP 9.2 a leading ERP solution with effect from 1st April, 2017 by switching over from existing ERP. The implementation of SAP 9.2 shall integrate all the business process across the organization. The new Regime of SAP shall bring discipline by

transforming the work culture thereby bringing transparency and structured information system.

4. Change in nature of Business

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

5. Dividend

Your Directors do not recommended any dividend for the year ended 31st March, 2018 and the available surplus be retained to strength the net worth of the company.

6. Transfer to Reserves

Your Directors do not proposed any amount to be transferred to the Reserves for the year ended 31st March, 2018.

7. Details of Subsidiary/Associate Companies

The Company had two subsidiaries namely Tapti Pipes & Products Limited FZE (Overseas Subsidiary). Another subsidiary was Texmo Petrochemicals LLP.

Texmo Petrochemicals LLP has ceased to be subsidiary of the Company, during the year under review w.e.f 10.01.2018.

The consolidated financial statements of your Company for the financial year 2017-18, 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.

8. Commission received by Directors from Subsidiary

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

9. 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.

10. 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) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in **Annexure A**.

11. 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 7 and 8 to the standalone financial statement).

12. 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 Board's Report and is annexed as **Annexure –B.**

13. Deposits

Your company has not invited/accepted any deposit within the meaning of Section73 of the Companies Act, 2013 and Rules made there under, during the year under review.

14. 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.**

15. 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 2017-18 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.

16. Auditors:

***A.* Statutory Auditors:**

M/s. Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.), (Firm Registration No. 010081C/C400001), the Statutory Auditors of the Company, hold office till the conclusion of the 10th Annual General Meeting of the Company. The Board has recommended the appointment of M/s Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C) as the Statutory Auditors of the Company in their place, for a term of five consecutive years, from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company. The company has received from M/s Anil Kamal Garg & Co; Chartered Accountants, Indore (Firm Registration No. 004186C) an eligibility letter under section 141 of the Companies Act, 2013 and rules made thereunder 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 for the Financial Year 2018-19.

C. **Cost Auditors:**

During the year under review, M/s Sushil Kumar Mantri & Associates, Cost Accountants (Firm Registration No 101049) have tendered their resignation for Financial Year 2017-18 due to their personal reason. The Board of Directors, on the recommendation of the Audit Committee, has appointed **M/s Saurabh Parikh and Associates**, **Cost Accountants,** (Firm Registration No. 101495), as Cost Auditors to audit the cost accounts of the Company for the Financial Year 2017-18.

The Board of Directors, on the recommendation of the Audit Committee, has appointed **M/s Saurabh Parikh and Associates**, **Cost Accountants,** (Firm Registration No. 101495), as Cost Auditors to audit the cost accounts of the Company for the Financial Year 2018-19. 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.

17. <u>AUDITOR'S REPORTS</u>

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**

18. 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.

19. Share Capital

During the Financial Year 2017- 18, there has been increase in paid-up share capital of the Company from Rs. 23,82,00,000/- to Rs. 25,02,00,000/-, pursuant to allotment of 12,00,000 Equity shares of face value of Rs. 10/- at a premium of Rs. 12/- each on preferential basis to Shree Padmavati Irrigations LLP, Promoter Group entity.

The Company has complied all the provisions of Companies Act, 2013 & Rules made thereunder, SEBI (LODR) Regulations, 2015, SEBI (ICDR) Regulations, 2009, SEBI (SAST) Code and all other applicable provisions including obtaining all requisite approvals from National Stock Exchange of India Ltd & BSE Ltd where the shares of the Company are listed.

20. 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.

21. Disclosure regarding issue of sweat equity shares

The Company has 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.

22. 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.

During the Financial Year under review there is no change has taken place in Directors or KMPs of the Company.

23. 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.

24. 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 Audit Committee of 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.

25. 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.

26. 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 2017-18.

27. 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.

28. Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company, therefore the company has not developed and implemented any Corporate Social Responsibility initiatives.

29. 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**.

30. 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. During the year no complaint was received on vigil mechanism.

31. 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 thereunder 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.

32. 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.

33. Transfer to Investor Education and Protection Fund

During the year under review the Company has transferred Rs 20,250/- (Rupees Twenty Thousand Two Hundred Fifty only) to Investor Education and Protection Fund, said amount were pertains to application money and remained unclaimed for previous seven years. The Company has followed the requisite procedure and complied all relevant provisions in this regard.

34. 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-F.**

35. 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 the financial year 2017-18, 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;

(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; and

(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.

36. 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.

37. 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.

38. 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

39. Acknowledgement

Your Directors would like to gratefully acknowledge and place on record their sincere appreciation for the cooperation and assistance received from its stakeholders, advisors, 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

Place:- Burhanpur
Date:- 25.08.2018

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

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

'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) 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 2017-18, ratio of the remuneration of each director to the median remuneration of the employees of the Company for financial year 2017-18.

S. No.	Name of Director And Designation	Remuneration of Directors / KMPs For Financial Year 2017-2018 (in Rs.)	%Increase In Remuneration In The Financial Year 2017-2018	Ratio of Remuneration of Each Director/To Median of Remuneration of Employees
1	Mr. Sanjay Kumar Agrawal Managing Director	1100000	Nil	9.21
2	Mr. Vijay Pras ad Pappu Whole-time Director cum CFO	1101000	Nil	9.21
3	Mr. Shyam Sunder Agrawal Company Secretary	586826	2.1	-

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 2017-2018 was Rs. 1,19,400/-

iii. In the financial year, there was increase of 15.70% in the median remuneration of employees;

iv. There were 622 permanent employees on the rolls of company as on 31st March, 2018;

v. Average percentage increase made in the salaries of employees other than the managerial personnel in financial year 2017-2018 was 6.92% 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 Personnel) Rules, 2014, as amended.

viii. It is hereby affirmed that the remuneration paid during the year ended 31st march 2018 is as per remuneration policy of the company.

For and on behalf of the Board of Directors

Place:- Burhanpur
Date:- 25.08.2018

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

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

'ANNEXURE – B'

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2018.
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.	Tapti Pipes and Products Limited FZE. P.O. box 49509, E Lob office no. E2-113F-43, Hamriyah Free Zone Sharjah, UAE	NA	Subsidiary	100%	2(87)(ii)
2.	Texmo Petro chemicals LLP* 98, Bahadarpur Road, Burhanpur (M.P.)-450331	AAE-7789	Subsidiary	99.15%	2(87)(ii)

* Texmo Petrochemicals LLP ceased to continue as subsidiary w.e.f. 10th January, 2018.

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	7427955	0	7427955	31.18	7427955	0	7427955	29.68	(1.5)
b) Central Govt./ State govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	112000	0	112000	0.47	1312000	0	1312000	5.24	4.77
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**	**8739955**	**34.93**	**3.28**
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**	**8739955**	**0**	**8739955**	**34.93**	**3.28**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds /UTI	0	0	0	0	0	0	0	0	0
b) Banks / FI	1700	0	1700	0.01	100	0	100	0.0	-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	0	0	0	0	0	0	0	0	0
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)	**1700**	**0**	**1700**	**0.01**	100	0	100	0.0	-0.01
2.Non Institutions									
a) Bodies Corporate:	1706248	0	1706248	7.16	1429396	0	1429396	5.71	-1.45
b) Individuals:									
(i) Individual share - holders holding nominal share capital upto Rs. 1 lakh	8632658	104	8632762	36.24	9074547	104	9074651	36.26	0.02
(ii) Individual share - holders holding nominal share capital in excess of Rs1 lakh	5417676	0	5417676	22.74	5274086	0	5274086	21.08	-1.66
k) NBFCs Registered with RBI	0	0	0	0	101350	0	101350	0.41	0.41
c) Qualified foreign investor:	0	0	0	0	0	0	0	0	0
d) Others:									
i. Clearing members	**168856**	**0**	**168856**	**0.71**	**57261**	**0**	**57261**	**0.23**	**-0.48**
ii. NRI	**348791**	**12**	**348803**	**1.46**	**338189**	**12**	**338201**	**1.35**	**-0.11**
iii. Trust	**4000**	**0**	**4000**	**0.02**	**5000**	**0**	**5000**	**0.02**	**0.0**
Sub-total(B)(2)	**16278229**	**116**	**16278345**	**68.34**	**16279829**	**116**	**16279945**	**65.07**	**-3.28**
Sub-total(B1+B2)	**16279929**	**116**	**16280045**	**68.35**	**16279929**	**116**	**16280045**	**65.07**	**-3.28**
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**	**25019884**	**116**	**25020000**	**100**	**5.03**

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	15.57	0	-0.79
2.	Rashmi Devi Agrawal	3377592	14.18	0	3377592	13.50	0	-0.68
3.	Sanjay Kumar Agrawal and Rashmi Devi Agrawal on behalf of Shree Venkatesh Industries	143000	0.60	0	143000	0.57	0	-0.03
4.	*Shree Padmavati Irrigations LLP (previously known as Shree Padmavati Irrigations Pvt Ltd)	112000	0.47	0	1312000	5.24	0	4.77
5.	Mohan Lal Sohan Lal Shah	6089	0.03	0	6089	0.02	0	-0.01
	Anand Umale	1200	0.005	0	1200	0.004	0	-0.001
7.	Mahmood Ahmed Khan	1200	0.005	0	1200	0.004	0	-0.001
8.	Vijay Prasad Pappu	1200	0.005	0	1200	0.004	0	-0.001
9.	Rajesh Baban Lal Agrawal	1200	0.005	0	1200	0.004	0	-0.001
	Total	**7539955**	**31.65**	**0**	**8739955**	**34.93**	**0**	**3.28**

* Shree Padmavati Irrigations Pvt.Ltd. is converted to Shree Padmavati Irrigations LLP w.e.f. 25.01.2018.

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.)	During the year Company has made Preferential Allotment 0f 1200000 Equity Shares on 6th October, 2017 to Shree Padmavati Irrigations LLP (previously known as Shree Padmavati Irrigations Pvt Ltd), promoter group entity. The Company has complied all provisions of applicable Rules & Regulation in this regard. Save as above there is no change in promoter's holding.			
	At the End of the year	8739955	34.93		

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

Sr. No.	DP id- Folio/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	IN301313-20493031	PUB	Opening Balance	SUBRAMANIAN P	455000	1.91	455000	1.91
	21/04/2017		Sale		8800	0.04	446200	1.87
	05/01/2018		Sale		1800	0.00	444400	1.78
	31/03/2018		Closing-Balance				444400	1.78
2	IN300829-11655927	PUB	Opening Balance	SHARAD KANAYALAL SHAH	245000	1.03	245000	1.03
	08/09/2017		Purchase		5000	0.02	250000	1.05
	20/10/2017		Purchase		2000	0.01	252000	1.01
	09/03/2018		Purchase		10000	0.04	262000	1.05
	31/03/2018		Closing-Balance				262000	1.05

3	IN300513-10883905	PUB	Opening Balance	DR RAMESH CHIMANLAL SHAH	175000	0.73	175000	0.73
	26/05/2017		Sale		11668	0.04	163332	0.69
	7/07/2017		Sale		13332	0.05	150000	0.63
	06/10/2017		Sale		3000	0.01	147000	0.62
	08/12/2017		Sale		7000	0.02	140000	0.56
	31/03/2018		Closing Balance				140000	0.56
4.	82500 - 1208250000089024	PUB	Opening Balance	MUKESH KUMAR AGARWAL	0	0.0	0	0
	16/02/2018		Purchase		170000	0.68	170000	0.68
	31/03/2018		Closing-Balance				170000	0.68
5.	41400-1304140001208153	PUB	Opening Balance	RITIKA MUKESH AGARWAL	0	0.0	0	0.0
	01/12/2017		Purchase		80000	0.32	80000	0.32
	22/12/2017		Purchase		10000	0.04	90000	0.36
	05/01/2018		Purchase		15291	0.06	105291	0.42
	12/01/2018		Purchase		37709	0.15	143000	0.57
	09/03/2018		Purchase		5000	0.01	148000	0.59
	16/03/2018		Purchase		5000	0.01	153000	0.61
	31/03/2017		Closing-Balance				153000	0.61
6.	23000-1202300000491083	PUB	Opening Balance	BAMB PRASHANT ISHWARDAS	136546	0.57	136546	0.57
	14/04/2017		Sale		500	0.0	136046	0.57
	21/04/2017		Sale		8500	0.03	127546	0.54
	21/07/2017		Sale		1000	0.00	126546	0.53
	08/09/2017		Sale		200	0.00	126346	0.53
	13/10/2017		Purchase		3500	0.01	129596	0.54
	03/11/2017		Sale		400	0.00	129196	0.54
	17/11/2017		Sale		250	0.00	128946	0.54
	24/11/2017		Sale		1350	0.00	127596	0.51
	01/12/2017		Sale		1150	0.00	126446	0.51
	08/12/2017		Sale		500	0.00	125946	0.51
	31/03/2018		Closing Balance				125946	0.51
7.	IN300757-11696767	PUB	Opening Balance	S R GUPTA	120292	0.51	120292	0.51
	06/10/2017		Purchase		27000	0.01	147292	0.59
			Closing				147292	0.59
8.	IN302902-41999848	PUB	Opening Balance	BHARATKUMAR CHATURDAS PATEL	111111	0.47	111111	0.47
	31/03/2017		Closing Balance				111111	0.47
9.	IN300183-13087287	PUB	Opening Balance	SANJAYKUMAR SURESHCHANDRA KADIWALA	110711	0.46	110711	0.46
	19/05/2017		Sale		2950	0.01	107761	0.45
	16/02/2018		Sale		14760	0.06	93001	0.37
	31/03/2017		Closing Balance				93001	0.37
10.	IN300597-10125548	PUB	Opening Balance	NIKHIL VORA	100000	0.42	100000	0.42
	19/05/2017		Purchase		7000	0.02	107000	0.45
	31/03/2018		Closing Balance				107000	0.45

Notes : The above information is based on the weekly beneficiary position received from Depositories.

v. 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	01.04.2017	Decrease	Allotment		
		3896474	16.36	31.03.2018			**3896474**	**15.57**
2.	Mrs. Rashmi Devi Agrawal Non Executive Director	3377592	14.18	01.04.2017	Decrease	Allotment		
		3377592	14.18	31.03.2018			**3377592**	**13.50**
3	Mr. Vijay Prasad Pappu Whole- Time Director cum CFO	1200	0.005	01.04.2017	Decrease	Allotment	**1200**	
		1200	0.005	31.03.2018			**1200**	**0.004**
4	Shyam Sunder Agrawal Company Secretary	Nil	Nil	01.04.2017	Nil	Nil	Nil	Nil
		Nil	Nil	31.03.2018	Nil	Nil	Nil	Nil

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

vi. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	**Secured Loans excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year as on 01-04-2017 **i)** Principal Amount **ii)** Interest due but not paid **iii)** Interest accrued but not due	 5,893.45 - 4.27	 738.77 - 0.08	 --	 6632.22 - 4.34
Total(i+ii+iii)	**5897.72**	**738.85**	**--**	**6,636.56**
Change in Indebtedness during the financial year - Addition - Reduction	 472.83 (726.51)	 310.48 (710.68)		 783.22 (1437.19)
Net Change	**253.68**	**(400.20)**		**(653.87)**
Indebtedness at the end of the financial year **2017-2018** **i)** Principal Amount **ii)** Interest due but not paid iii) Interest accrued but not due	 5644.04 - 3.16	 338.65 - -		 5982.69 - 3.16
Total (i+ii+iii)	**5647.20**	**338.65**		**5985.85**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr.No.	Particulars of Remuneration	Name Of WTD/MD		Total Amount
		Mr. Vijay Prasad Pappu	Mr. Sanjay Kumar Agrawal	
1. (a)	Gross salary:- Salary as per provisions containing section17 (1) of the Income-tax Act, 1961.	11,01,000	11,00,000	22,01,000
(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)	11,01,000	11,00,000	22,01,000

B. Remuneration to other directors:-

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	Mr. Shantilal Badera	Mr. Sunil Kumar Maheshwari	Mr. Amber Chaurasia		
	Fee for attending Board/Committee meetings · Commission Others, please specify	167500 NIL NIL	157500 NIL NIL	132500		457500 NIL NIL
	Total(1)	167500	157500	132500		457500
	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)	167500	157500	132500	NIL	457500

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

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	5,86,826 NIL NIL	NIL NIL NIL	5,86,826 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	NA	NIL	NIL	NIL
	Total	NA	**5,86,826**	**NIL**	**5,86,826**

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

Place:- Burhanpur
Date :- 25.08.2018

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

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

'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*

- Installation of compounding conveying system in PVC Pipe plant which results in less consumption of compounding equipment like Mixer& cooler and also of electricity.
- Transparent sheets have been put on which amounts to power saving during day shift.
- 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 CO_2 and other green house gas emissions and has been proved to be an ecofriendly.

iii) *Capital investment on energy conservation equipment*: - Nil

TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption:

- Laser printing on LLDPE Pipes.
- Replacement of hand sealing machine by automatic conveying sealing machine.
- EOT Crain has been installed in PVC Pipe Plant for unloading of raw material jumbo bags.
- Replacement of single head by double head fussing machine so that two operations of jointing on sprinkler pipes could be done simultaneously.

(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 Lakh**

Particulars	Amount
Raw Materials	1414.40
Spare Parts	3.26
Finance Charges	Nil

(ii) Foreign Exchange Earning:-

Particulars	Amount
Nil	Nil

For and on behalf of the Board of Directors

Place:- Burhanpur
Date :- 25.08.2018

Sanjay Kumar Agrawal
Managing Director
(DIN 00316249)

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

ANNEXURE-D

FORM NO. AOC-2

(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 Rs. 26.07 Lakh
2.	Mr. Sanjay Kumar Agrawal	Managing Director	Leasing of property	On- going	In normal course of business and at prevailing market prices. Rent paid Rs 36.07 Lakh Rent received Rs 11.26 Lakh.
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. Rs 2445.72 Lakh.
4.	Shree Padmavati Irrigations LLP	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 Rs 0.24 Lakh.

Note: Appropriate approval have been taken for related party transactions in Board Meeting held on 10th February, 2017. No advances have been paid or received against the transactions mentioned above.

Date: August 25, 2018

Place: Burhanpur (M.P.)

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, 2018

[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, 2018 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, 2018 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 ;

   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.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

a) Form CRA-4 i.e. Cost Audit Report for the financial year 2016-17 was filed with Central Government after the closure of Financial Year.

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: 24th August, 2018
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, 2018)

To,
The Members,
Texmo Pipes and Products Limited

My Secretarial Audit Report for the financial year ended March 31, 2018 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: 24th August, 2018
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 in simple words means the way acorporation is governed. Corporate governance refers tomechanisms, processes and relations by which corporations are controlled and directed. Corporate Governance is a systematic process driven by the ethical conduct of the business and affairs of an organisation aimed at promoting sustainable business and enhancing shareholders value in long term. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability across all business practices. Corporate governance essentially involves balancing the interests of a company's stakeholders, such as shareholders, management, customers, suppliers, financiers, government and the community. We believe that Corporate Governance is a continuous journey for sustainable value creation for all the stakeholders driven by our values of Integrity, Commitment, Passion, Seamlessness and Speed.

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 disclosed 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 2017-18 were Rs. 11.00 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 2017-18 were Rs.11.01 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. 2,500 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 2017-18.

The details of Sitting Fees paid to the Non-Executive Directors during the year 2017-18

Sr. No.	Name of Non Executive Directors	Sitting fees (Rs.)
1.	Mr. Shanti Lal Badera	1,67,500
2.	Mr. Sunil Kumar Maheshwari	1,57,500
3.	Mr. Amber Chaurasia	1,32,500

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 2017-18, Six Meetings of the Board of Directors were held on 26th May, 2017, 25th August, 2017, 11thSeptember, 2017 ,6thOctober, 2017, 11th December,2017 and 13th February, 2018 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, 2018 have been made by the Directors.

The details of attendance of Directors for the year 2017-18 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	6	6	Yes
Mr. Sanjay Kumar Agrawal	Executive	6	6	Yes
Mr. Vijay Prasad Pappu	Executive	6	6	Yes
Mr. Shanti Lal Badera	Non Executive Independent	6	6	No
Mr. Sunil Kumar Maheshwari	Non Executive Independent	6	6	Yes
Mr. Amber Chaurasia	Non Executive Independent	6	5	No

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) Details of any joint venture or collaboration agreement.

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

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

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

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

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

n) 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 Regulation18 of the SEBI (LODR) Regulations, 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 Chairman of the Audit Committee is Mr. Sunil Kumar Maheshwari. During the year 2017-18, Four Audit Committee Meetings were held on 26th May, 2017, 11th September, 2017, 11th December, 2017 and 13th February, 2018. 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. Amber Chaurasia	Non Executive Independent	4	3

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.

I) 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.

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.

Composition of the Committee, its Meetings and Attendance

i) The Chairman of the Stakeholders Relationship Committee is Mr. Shantilal Badera. During the year 2017-18, Four Meetings of the committee were held on 26th May, 2017, 11th September, 2017, 11th December, 2017 and 13th February, 2018. 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. Amber Chaurasia	Non Executive Independent	4	3

During the financial year 2017-18 the Company / RTA received 3 complaints 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.

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

ii) Nomination And Remuneration Committee

The Committee is set up in accordance with Regulation 19 of SEBI (LODR) Regulations, 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.

Composition of the Committee, its Meetings and Attendance

Mr.Sunil Kumar Maheshwari is Chairman of the Committee. During the year 2017-18, Three Meeting of the committee was held on 25th August, 2017, 11th December, 2017 and 13th February, 2018.

The composition of the Nomination & RemunerationCommittee 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	3	3
Mr. Shanti Lal Badera	Non Executive Independent	3	3
Mr. Amber Chaurasia	Non Executive Independent	3	2

iii) Composition of Corporate Social Responsibility Committee

Our CSR Committee ('the Committee') comprised two Independent Directors and Managing Director as on 31st March 2018:

- 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 adopted 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.

iv) 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 2017-18, fiveTreasury Committee Meetings were held on 25/04/2017, 06/07/2017, 25/08/2017, 04/10/2017 and 02/01/2018. 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	5	5
Mr. Vijay Prasad Pappu	5	5
Mr. Sunil Kumar Maheshwari	5	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 atwww.texmopipe.com.

Details of 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. 39 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) Regulations, 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 01.04.2017.	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, 2018 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	0	0	0

In accordance with Regulation 26 of the SEBI (LODR) Regulations, 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, 2018. The Annual Report of the Company contains a Certificate by the Managing Director & CFO in terms of Schedule V of the SEBI (LODR) Regulations, 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 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 IndianSubsidiary 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

Pursuant to Companies (Indian Accounting Standards) Rules, 2015, IND-AS have become applicable to your Company with effect from 1st April, 2017, accordingly the Company has prepared all its financial statements in compliance with IND-AS. Figures of previous financial year 2016-17 have also been restated as per applicable IND-AS. Impacts of first time adoption of IND-AS and various reconciliations are provided in the Standalone financial statement (please refer to Note 43 to the standalone financial statement).

ii) Vigil mechanism/ Whistle Blower Policy

In Compliance with Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 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 2018.

22. PROMOTERS' SHAREHOLDING

The aggregate Shareholding of the Promoters and Persons belonging to the Promoters Group as on 31st March 2018 comprised of 8739955 Equity Shares of Rs. 10/- each representing 34.93% 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
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
2016-17	23th September, 2017 at 11.30 A.M.	98, Bahadarpur Road, Burhanpur (M.P.)-450331	(1) Alteration in Clause 3 of Memorandum of Association the Company. (2) Alteration of Clause 4 of Memorandum of Association of the Company. (3) Adoption of new set of Article of Association of the Company. (4) Issuance of Equity Share on Preferential basis to the Promoter Group of the Company.

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 2017-18

Date	25 September, 2018
Venue	98, Bahadarpur Road, Burhanpur (M.P.) 450331
Time	12.30 P.M.
Book closure date	From 20 to 25 September, 2018. (Both days inclusive)
Last date of receipt of Proxy forms	23 September, 2018. (Before 12.30 P.M. at the Registered office of the Company)

v) Tentative Calendar for financial year ending 31st March, 2019.

Quarterly Financial Results	Date of Board Meeting
1st Quarterly results	First half of August 2018
2nd Quarterly results	First half of November 2018
3rd Quarterly results	First half of February 2019
4th Quarterly results	Second half of May 2019

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 2018-19 have been paid to the Stock Exchanges.

The Company has paid Annual Custodial Fees for the year 2018-19 to the National Securities Depository Limited and Central Depository Services Limited on the basis of beneficial accounts maintained by them as on 31st March 2018.

Equity Shares
BSE Limited 16th Floor, P.J. Tower, Dalal Street, Mumbai 400001
National Stock Exchange of India Limited Exchange Plaza, 5th Floor, 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

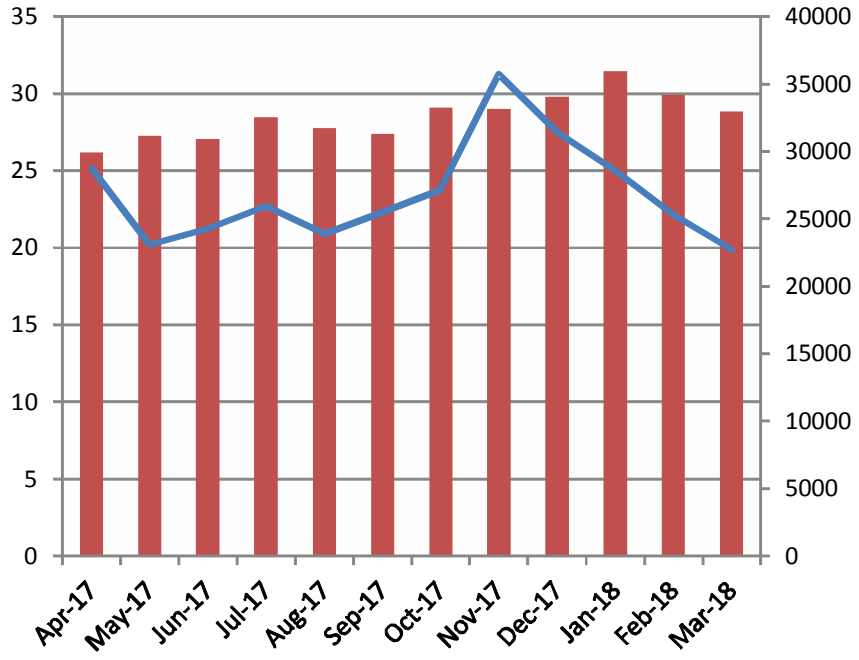
viii) Share Price Data

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, 2018 are as under:-

Period – from 01st April, 2017 to 31st March, 2018.

Months	BSE		NSE	
	High (Rs.)	Low(Rs.)	High (Rs.)	Low(Rs.)
April 2017	28.70	20.20	28.70	20.35
May 2017	25.50	19.80	25.75	19.40
June 2017	23.30	19.30	23.45	19.80
July 2017	26.80	21.55	26.65	21.55
August 2017	23.50	18.95	23.90	18.80
September 2017	25.70	20.30	25.75	20.25
October 2017	26.46	21.25	26.50	21.25
November 2017	34.75	23.50	34.80	23.10
December 2017	33.75	25.30	33.90	25.05
January 2018	31.20	24.40	30.70	24.40
February 2018	26.60	21.55	26.70	21.05
March 2018	22.40	18.30	22.40	18.40

ix) Stock Performance in comparison to Broad Based indices;



x) Distribution of Shareholding as on 31st March, 2018

Category (Amount)	Shareholders		Equity Shares held	
	No. of shareholders	% of total Shareholders	Amount	% amount
1- 5000	11469	73.72%	20152220	8.05
5001 - 10000	1914	12.30%	17043300	6.81
10001 – 20000	997	6.41%	16281410	6.50
20001 - 30000	339	2.18%	8731470	3.48
30001 - 40000	177	1.14%	6461200	2.58
40001 - 50000	169	1.09%	8195580	3.27
50001 - 100000	268	1.72%	20472870	8.18
100001 & ABOVE	224	1.44%	152861950	61.09
Total	**15557**	**100%**	**250200000**	**100**

xi) Shareholding Pattern as on 31st March, 2018

Category	No. of shareholders	No. of share held	% of equity
Promoters and Promoter Group holding	9	8739955	34.93%
Public shareholdings			
Clearing member	32	57,261	0.23%
HUF	424	8,35,760	3.34%
Bodies Corporate	226	14,29,396	5.71%
Non Resident Indians	133	2,47,625	0.99%
Non Resident Indians Non Repatriate	27	90,576	0.36%
Bank	1	100	0.00%
Trust	2	5,000	0.02%
NBFC	2	1,01,350	0.41%
Resident Individuals	14,701	1,35,12,977	54.01%
Total	**15,557**	**2,50,20,000**	**100%**

xii) Director`s Shareholding as on 31st March, 2018

S. No.	Name of Director	No. of Share Held	% of Holding
1.	Mrs. Rashmi Devi Agrawal	3377592	13.50%
2.	Mr. Sanjay Kumar Agrawal	3896474	15.57%
3.	Mr. Vijay Prasad Pappu	1200	0.01%
4.	Mr. Shanti Lal Badera	Nil	Nil
6.	Mr. Sunil Kumar Maheshwari	Nil	Nil
7.	Mr. Amber Chaurasia	Nil	Nil
	Total	**7275266**	**29.08%**

xiii) Dematerialization of Shares and Liquidity

2,50,19,884 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, 2018.

The bifurcation of shares held in Physical & Demat form as on 31st March 2018, is given below:

Category		No. of shareholders	No. of share held	% of equity
Physical		4	116	0.00
Demat Segment	NSDL	8452	10,021,583	40.05%
	CDSL	7379	14,998,301	59.95%
Total		**15835**	**25020000**	**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 2018, 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 3 Complaints were received during the FY 2017-18 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.) 450331
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 three 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) Regulations, 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) Regulations, 2015executed 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) REGULATIONS, 2015.

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

Amt. in ₹ in Lakh

Name of the Company	Balance as at 31st March 2018	Maximum outstanding during the year
Tapti Pipes & Products Limited FZE	594.64	594.64

32. CEO/ CFO CERTIFICATE

As required under PartBof Schedule IIof the SEBI (LODR) Regulations, 2015with the Stock Exchanges, Mr.Mohit Agrawal, 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, 2018.

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 2017-18.

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

As required by Clause D of Schedule V of 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 i.ewww.texmopipe.com

I, confirm in respect of the financial year ended 31st March, 2018, 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, 2018 of the company.

For Texmo Pipes and Products Limited

Date: 25th August 2018.
Mohit Agrawal

Place: Burhanpur (M.P.)
Chief Executive Officer

CEO/CFO CERTIFICATION TO THE BOARD\
(Under Schedule IIof SEBI (LODR) Regulations, 2015)

To
The Board of Directors
Texmo Pipes and Products Limited

We, Mohit Agrawal, Chief Executive Officer 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. Wehave 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.

Mohit Agrawal
Chief Executive Officer

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

Place: Burhanpur (M.P.)
Date: 25.08 .2018

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, 2018 as stipulated in regulations 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 Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2018.

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, 2018.

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: 25.08.2018
Place: Burhanpur (M.P.)

CA Pankaj Somaiya
Partner
Membership No. 79918

ANNEXURE-G

MANAGEMENT DISSCUSSION AND ANALYSIS

Industry structure and Developments

The Indian plastics industry made a promising beginning in 1957 with the production of polystyrene. Thereafter, significant progress has been made, and the industry has grown and diversified rapidly. The industry spans the country and hosts more than 2,000 exporters. It employs about 4 million people and comprises more than 30,000 processing units, 85-90 percent of which are small and medium-sized enterprises. Export of plastic products from India increased by 17.1 per cent to US$ 8.85 billion in 2017-2018 as compared to US$ 7.56 billion in 2016-17. Exports of plastic raw materials stood at US$ 3.24 billion in 2017-18. During 2017-18, major importers of Indian plastic products were US (US$ 1.11 billion), China (US$ 728.31 million), UAE (US$ 440.81 million), Italy (US$ 403.94 million), Germany (US$ 367.02 million), Turkey (US$ 334.18 million), UK (US$ 318.25 million), Bangladesh (US$ 257.14 million) and Nepal (US$ 205.82 million).

The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and skilled manpower. It is supported by a large number of polymer producers, and plastic process machinery and mould manufacturers in the country.

Opportunities and Threats

Among the industry's major strengths is the availability of raw materials in the country. Thus, plastic processors do not have to depend on imports. 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. 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	2017-18	2016-17
HDPE Pipe	6,621.48	7408.63
PVC Pipe	12,001.26	12739.58
CPVC Pipe	571.71	1505.17
Moulding fittings	2,914.82	2843.56
Trading Sale	2,725.50	2636.20
Total	**24,834.77**	**27133.13**
Less excise duty	(306.21)	(1166.77)
Add Sell Fit Charges	9.90	13.49
VAT/CST subsidy for Industrial promotion	9.49	28.75
Total revenue from operation as per audit report	**24,547.95**	**26008.61**

Outlook

The most significant reform was introduction of Goods and Service Tax w.e.f 1.7.2017. This single measure has integrated the Country's economy. Overall, the incidence of indirect tax has come down on most of the products by this measure of merging several indirect taxes and cess charged on the products in different States prior to July 2017. The several initiatives taken by Government to boost rural income and infrastructure are now fructifying to boost business in several segments which are catered by the Company. The Company, therefore, envisaged a faster growth in business from upcoming years.

Risks and Concerns

During the financial year under review, the Company was reaffirmed 'BWR BBB' rating for fund based facilities. Higher finance cost is still a concern to the Company and Company is still striving hard to get more improved ratings for 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 Rs. 25, 232.00 Lakh for the year ended 31st March, 2018 as against Rs. 28,393.93 Lakh in the previous year which shows a decrease of 11.13%.

On a standalone basis, the profit before interest, depreciation and tax for the financial year is Rs.1327 Lakh as against Rs. 1430.22 Lakh recorded in the previous year. The profit before tax for the financial year stood at Rs. 135.06 Lakh compared to Rs. 51.11 Lakh of the previous year. The profit after tax, before exceptional item for the financial year at Rs. 28.40 Lakh compared to Rs. (112.43) Lakh of the previous year.

On a standalone basis your company recorded Production of 22886.08 MT for the year ended 31st March, 2018 as against 22205.65 MT in the previous year which shows an increase to 3.06%.

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. of March 31, 2018, the Company's total work force is 622 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 Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **Texmo Pipes and Products Limited ("the Company"),** which comprise the Balance Sheet as at March 31, 2018 the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. (herein after referred to as "standalone Ind AS financial statements")

Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that gives a true and fair view of the financial position, financial performance including other comprehensive income cash flows and Changes in Equity of the Company in accordance with the Indian Accounting Standards referred to in section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) , including accounting principles generally accepted in India.

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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS 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 of the standalone Ind AS financial statements 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 standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, 2018, and its profit, total comprehensive income, the changes in equity 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 Ind AS financial statements:

Note 48 to the Standalone Ind AS Financial Statements which describe the uncertainty related to the outcome of the lawsuit filed against the Insurance Company.

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 including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act..
   e. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 36 to the standalone Ind AS financial statement.
      ii. The Company has made provision as at March 31, 2018, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

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.

Place : **Burhanpur (MP)**

Date : **29th May, 2018**

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

(Referred to paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

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, 2018 in conjunction with our audit of the standalone Ind AS 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. 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 standalone Ind AS 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, 2018, 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 (MP)**

Date : **29th May, 2018**

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

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 Company has a regular programme of physical verification of its fixed assets. In accordance with this programme, the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(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 granted unsecured loans to four parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act") with the year end balances of ₹319.75 Lakhs (Previous Year Nil).

a) The terms and conditions of the grant of such loans are not prejudicial to the company's interest.

b) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand.

c) Accordingly, paragraph 3(iii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount.

(iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186.

(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) According to information explanation given to us and on the basis of our examination of records:

(a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess, Goods & Service Tax, Professional tax and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, sales tax, service tax, custom duty, excise duty, value added tax, cess, Goods & Service Tax, Professional tax and other material statutory dues as at 31st March 2018, for a period of more than six months from the date they became payable.

(c) 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 Deposited	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	MP High Court, Jabalpur
Entry Tax Act, 1976	Entry Tax	38.23	1.91	2007-08	MP High Court, Jabalpur
		39.01	15.62	2008-09, 2014-15	M.P. Commercial Tax Appellate Board
Madhya Pradesh Value Added Tax,2002	Value Added Tax	119.78	5.99	2007-08	MP High Court, Jabalpur
		24.57	7.11	2011-12, 2014-15	M.P. Commercial Tax Appellate Board
		31.67	3.29	2010-11, 2015-16	Additional Commissioner of Commercial Tax, Indore
Income Tax Act,1961	Income Tax	74.85	67.81	2009-10, 2010-11	Income Tax Appellate Tribunal, Indore

Income Tax Act,1961	Income Tax	1,183.10	162.50	2010-11 to 2016-17	Commissioner of Income Tax Appeals, Indore
Central Excise Act,1944	Excise duty	251.26	87.70	2016-17	Custom, Excise & Service Tax Appellate Tribunal

(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) According to the information and explanations given to us and based on our examination of the records, the Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the 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, the Company is in compliance with sections 177 and 188 of Companies Act, 2013, where applicable, for all transactions with related parties and the details of related parties have been disclosed in the Standalone Ind AS Financial Statements etc., as required by the applicable Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015.

(xiv) According to the information and explanations given to us, the Company has made preferential allotment of shares during the year under review. In respect of the above issue, we further report that:

a. the requirement of Section 42 of the Companies Act, 2013, as applicable, have been complied with; and

b. the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised.

(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.

Place : **Burhanpur (MP)**

Date : **29th May, 2018**

For Pankaj Somaiya & Associates LLP

Chartered Accountants

Firm Registration No. 010081C/C400001

CA Pankaj Somaiya

Partner

Membership No.079918

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Balance Sheet as at March 31, 2018

(Amount in ₹ Lakhs)

	Particulars	Note	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS					
	NON CURRENT ASSETS				
(a)	Property Plant and Equipment	3	**10,853.10**	10,910.57	10,498.10
(b)	Capital Work-in-Progress	4	**309.18**	28.88	48.84
(c)	Investment Property	5	**38.44**	38.44	38.44
(d)	Other Intangible Assets	6	**4.28**	11.76	17.50
(e)	Financial Assets				
	(i) Investments	7	**1,209.33**	1,232.33	1,423.63
	(ii) Loans	8	**594.64**	596.63	597.55
(f)	Other non-current assets	9	**1,492.59**	1,222.96	1,405.99
			14,501.57	14,041.57	14,030.06
	CURRENT ASSETS				
(a)	Inventories	10	**6,918.40**	8,201.91	7,450.00
(b)	Financial Assets				
	(i) Trade Receivables	11	**4,072.42**	4,635.18	3,555.73
	(ii) Cash and Cash Equivalents	12	**88.44**	21.12	40.87
	(iii) Bank balances other than (ii) above	12	**1,046.01**	988.08	1,015.08
	(iv) Other financial assets	13	**859.40**	165.25	146.38
(c)	Other Current Assets	14	**977.86**	1,001.17	1,130.13
			13,962.54	15,012.72	13,338.18
	TOTAL ASSETS		**28,464.11**	29,054.29	27,368.24
EQUITIES AND LIABILITIES					
	EQUITY				
(a)	Equity Share Capital	15	**2,502.00**	2,382.00	2,382.00
(b)	Other Equity	16	**12,018.87**	11,929.51	12,054.20
	Total Equity		**14,520.87**	14,311.51	14,436.20
	NON CURRENT LIABILITIES				
(a)	Financial Liabilities				
	(i) Borrowings	17	**1,451.62**	1,470.57	926.06
(b)	Deferred Tax liabilities (Net)	18	**1,658.75**	1,584.83	1,637.67
(c)	Other non-current liabilities	19	**158.85**	150.24	130.35
	Total Non Current Liabilities		**3,269.21**	3,205.64	**2,694.08**
	CURRENT LIABILITIES				
(a)	Financial Liabilities				
(i)	Borrowings	20	**4,150.26**	4,850.05	4,645.71
(ii)	Trade Payables	21			
	Total Outstanding dues of Micro & Small enterprises		**1,270.24**	944.05	545.99
	Total Outstanding dues of Others		**3,695.40**	3,908.99	3,704.18
(iii)	Other Financial Liabilities	22	**383.97**	315.93	220.42
(b)	Other Current Liabilities	23	**1,055.52**	1,241.71	988.91
(c)	Provisions	24	**118.66**	123.41	113.58
(d)	Current Tax Liabilities (Net)	25	**-**	153.00	19.17
	Total Current Liabilities		**10,674.04**	11,537.14	10,237.95
	TOTAL EQUITIES AND LIABILITIES		**28,464.11**	29,054.29	27,368.24

See accompanying notes to the financial statements
As per our attached Report of even date
For Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001
CA Pankaj Somaiya
Partner
Membership No.079918

Date: 29th May 2018
Place: Burhanpur

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

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

Shyam Sundar Agrawal
(Company Secretary)

Statement of Profit and loss for the year ended March 31, 2018

(Amount in ₹ Lakhs)

Particulars	Note	Year Ended March 31, 2018	Year ended March 31, 2017
Revenue			
Revenue from operations	26	25,251.39	28,436.17
Other Income	27	537.28	434.45
TOTAL		25,788.67	28,870.62
Expenses			
Cost of Materials Consumed	28	16,902.54	16,718.46
Purchases of Stock-in-Trade	29	2,266.29	3,345.45
Changes in Inventories of Finished Goods, Stock-in-Trade and work-in-progress	30	363.42	48.66
Excise Duty		703.44	2,427.57
Employee benefit expenses	31	1,242.00	1,317.31
Finance Cost	32	1,068.42	1,219.32
Depreciation and amortization expense	3	531.17	664.85
Other expenses	33	2,576.33	3,077.89
TOTAL		**25,653.61**	28,819.51
Profit / (Loss) before tax before exceptional items and tax		**135.06**	51.11
Exceptional items			-
Profit / (Loss) before tax		**135.06**	51.11
Tax Expenses Continued Operations			
Current Tax		32.71	55.32
Deferred Tax		73.91	(52.83)
Short/(Excess) Provision for Tax for earlier years		0.03	161.06
Profit / (Loss) for the year from Continuing Operations		**28.41**	(112.43)
Profit / (Loss) for the period		**28.41**	(112.43)
Other Comprehensive Income	34		
A (i) Items that will not be reclassified to profit or loss		(12.61)	0.93
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			-
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total Comprehensive Income for the period (Comprising Profit(Loss) and Other Comprehensive Period for the period		15.80	(111.50)
Earnings per Equity Share(for Continuing Operations) (Face value of ₹10/- each)		-	-
- Basic		0.12	(0.47)
- Diluted		0.12	(0.47)
Earnings per Equity Share(for discontinued Operations) (Face value of ₹10/- each)			
- Basic		-	-
- Diluted		-	-
Earnings per Equity Share(for discontinued and Continuing Operations) (Face value of ₹10/- each)			
- Basic		0.12	(0.47)
- Diluted		0.12	(0.47)

See accompanying notes to the financial statements
As per our attached Report of even date
For Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001
CA Pankaj Somaiya
Partner
Membership No.079918

Date: 29th May 2018
Place: Burhanpur

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

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

Shyam Sundar Agrawal
(Company Secretary)

Cash Flow Statement For the year ended 31st March, 2018

(Amount in ₹ Lakhs)

	Particulars	Year ended 31st March 2018		Year ended 31st March 2017	
A	**Cash Flow from Operating Activities**				
	Profit / (Loss) before tax		135.06		51.11
	Adjustments for:				
	Depreciation & Amortization	531.17		664.85	
	Interest Expense	1,068.42		1,219.32	
	Interest Income	(214.53)		(149.63)	
	Provision for Doubtful Debts	40.00		22.00	
	Loss / (Profit) on sale of assets	(6.83)		(45.83)	
	Remeasurement of defined benefit plans	(12.61)	1,405.61	0.93	1,711.64
	Operating Profit before Working Capital Changes		1,540.67		1,762.75
	Adjustments for:				
	Trade Receivables	522.76		(1,101.45)	
	Other financial assets	(694.15)		(18.87)	
	Other Bank Balances	(57.93)		27.00	
	Inventories	1,283.51		(751.92)	
	Other Current Assets	(1.53)		105.96	
	Trade Payables	112.60		602.87	
	Other Current Liabilities	(186.19)		252.80	
	Short Term Provisions	(4.75)	974.32	9.83	(873.77)
	Net Cash generated from / (used) in Operating Activities		2,514.99		888.98
	Taxes (Paid) / Refund (net)		(185.74)		(82.55)
	Cash Flow before extraordinary items		2,329.24		806.43
	Net Cash generated from / (used) in Operating Activities		2,329.24		806.43
B	**Cash Flow from Investing Activities**				
	Interest Received	214.53		149.63	
	(Purchase)/ Sale of Tangible Assets (Net)	(739.69)		(1,004.30)	
	(Purchase)/ Sale of Intangible Assets (Net)	-		(1.49)	
	Proceeds from Sale of Investments in Subsidiary/Associates/ Joint Ventures	23.00		191.30	
	Movement in Long Term Loans and Advances	1.99		10.73	
	Movement in Deposits	(269.63)		183.03	
	Net Cash generated from / (used in) Investing Activities		(769.80)		(471.10)
C	**Cash Flow from Financing Activities**				
	Interest Paid	(1,069.60)		(1,220.39)	
	Proceeds from Issue of Equity Shares	264.00			
	Proceeds from Long Term Loans	4.66		641.09	
	Movement in Long Term Deposits	8.61		19.89	
	Proceeds from Short Term Loans	(699.80)		204.34	
	Net Cash generated from / (used in) Financing Activities		(1,492.13)		(355.07)
	Net increase / (decrease) in Cash and Cash Equivalents (A+B+C+D)		**67.31**		**(19.73)**
	Opening Balance of Cash and Cash Equivalents		21.13		40.86
	Closing Balance of Cash and Cash Equivalents		88.44		21.13
	Net increase / (decrease) in Cash and Cash Equivalents		**67.31**		**(19.73)**

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Statement of Changes in Equity for the year ended 31st March 2018

A. Equity Share Capital

(Amount in ₹ Lakhs)

Balance at the beginning of reporting period as on 1st April 2016	Changes in Equity share capital during the year 2016-17	Balance at the end of reporting period as on 31st March 2017	Changes in Equity share capital during the year 2017-18	Balance at the end of reporting period as on 31st March 2018
2,382.00	-	2,382.00	120.00	2,502.00

B. Other Equity

(Amount in ₹ Lakhs)

			Reserve and Surplus							
	Share Applicati-on money pending allotment	Equity Component of Compound Financial Instruments	Securities Premium	Preference Share Redemption Reserve	Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Revaluation Surplus	Exchange difference on translat-ing the financial statements of foreign operations	Total
Balance at the beginning of reporting period 1st April, 2016	-	121.28	6,564.04	-	(1,078.72)			6,447.61	(0.00)	12,054.20
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of reporting period	-	121.28	6,564.04	-	(1,078.72)			6,447.61	(0.00)	12,054.20
Profit for the year 2016-17					(112.43)					(112.43)
Other comprehensive income for the year 2016-17					0.93					0.93
Dividends										-
Transferred to Retained Earnings					7.79			(7.79)		-
Issued during the year		9.81								9.81
Transferred from Retained Earnings				-	(22.99)					(22.99)
Balance at the end of reporting period 31st March 2017	-	131.09	6,564.04	-	(1,205.43)			6,439.82	(0.00)	11,929.51

(Amount in ₹ Lakhs)

	Share Application money pending allotment	Equity Component of Compound Financial Instruments	Reserve and Surplus: Securities Premium	Reserve and Surplus: Preference Share Redemption Reserve	Reserve and Surplus: Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Revaluation Surplus	Exchange difference on translating the financial state-ments of foreign operations	Total
Balance at the beginning of reporting period 1st April, 2017	-	131.09	6,564.04	-	(1,205.43)	-	-	6,439.82	(0.00)	11,929.51
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-	-	-	-	-	-
Restated balance at the beg inning of reporting period	-	131.09	6,564.04	-	(1,205.43)			6,439.82	(0.00)	11,929.51
Profit for the year 2017-18					28.41					
Other comprehensive income for the year 2017-18					(12.61)					(12.61)
Issued during the year		-	144.00							144.00
Dividends										-
Transferred to Retained Earnings					12.47			(12.47)		-
Any other change		-		-	(24.83)					(24.83)
Redeemed during the year		(45.61)						-		(45.61)
Balance at the end of reporting period 31st March 2018	**-**	**85.48**	**6,708.04**	**-**	**(1,202.00)**			**6,427.35**	**(0.00)**	**12,018.87**

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(Whole Time Director cum CFO)
DIN: 02066748

Shyam Sundar Agrawal
(Company Secretary)

Significant Accounting Policies

1. CORPORATE INFORMATION

Texmo Pipes and Products Limited ("the Company") 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.

2.1 BASIS OF PREPARATION AND PRESENTATION

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments) and
- Defined benefit plans - plan assets

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Upto the year ended March 31, 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which include Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These financial statements are the Company`s first Ind AS standalone financial statements.

Company's financial statements are presented in Indian Rupees (INR), which is also its functional currency.

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Property, Plant and Equipment (PPE)

i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

ii) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.

iii) Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

iv) Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 . Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine. In respect of following assets, useful life estimated is different than those prescribed in Schedule II:

Asset	Useful Life
Dies and Moulds	12 Years

v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

vi) Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

vii) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.

b) Leases

i) Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

ii) Leased assets: Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

iii) Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognized as expenses in the periods in which they are incurred.

iv) A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

v) Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

c) Intangible assets

i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange

rate variations attributable to the intangible assets.

ii) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

iii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized

d) Capital Work in Progress

i) Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

ii) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

iii) Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

e) Research and Development Expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalized.

f) Finance Cost

i) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

ii) Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

iii) All other borrowing costs are expensed in the period in which they occur.

g) Inventories

i) Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any, except in case of by-products which are valued at net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

ii) Cost of raw materials, stores and spares, packing materials, trading and other products are determined at Cost, with moving average price on FIFO basis

h) Impairment of non-financial assets - property, plant and equipment and intangible assets

i) The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

ii) An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

iii) The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

I) Provisions, Contingent Liabilities and Contingent Assets and Commitments

i) Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a standalone asset only when the reimbursement is virtually certain.

ii) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

iii) Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date are adjusted to reflect the current management estimate.

iv) Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

h) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the other comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

i) **Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

ii) **Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

i) Foreign Currency Transactions

i) Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

ii) Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

iii) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or Statement of Profit and Loss are also recognized in OCI or Statement of Profit and Loss, respectively).

j) Employee Benefits ExpenseShort Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution PlansA defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefits Plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post- employment are charged to the Other Comprehensive Income.

Employee Separation Costs

Compensation to employees who have opted for retirement under the voluntary retirement scheme of the Company is payable in the year of exercise of option by the employee. The Company recognizes the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

k) Revenue recognition

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government such as Goods and Service Tax(GST).

Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/ loss on corresponding hedge contracts.

Interest income

Interest income from a financial asset is recognized using effective interest rate (EIR) method.

Dividends

Revenue is recognized when the Company's right to receive the payment has been established, which is generally when shareholders approve the dividend.

l) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted to the extent that there is no uncertainty in receiving the claims.

m) Financial Instruments

I) Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

B. Subsequent measurement Financial assets carried at amortized cost A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of

the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset not classified as either amortized cost or FVOCI, is classified as FVTPL.

C. Investment in subsidiaries, Associates and Joint Ventures

The Company has elected to measure investment in the wholly owned subsidiary M/s Tapti Pipes and Products Ltd. FZE at Fair Value. All other subsidiaries, joint venture and associates are valued at cost, there being insignificant difference between their fair value and the carrying cost.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii) Financial Liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments and Hedge Accounting

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognized in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability. Hedges that meet the criteria for hedge accounting are accounted for as follows:

a) **Cash flow hedge**

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognized asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

b) **Fair Value Hedge**

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to Statement of Profit and Loss over the period of maturity.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it

transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

n) Operating Cycle

The Company presents assets and liabilities in the balance sheet based on current / non-current classification based on operating cycle.

An asset is treated as current when it is:

a. Expected to be realized or intended to be sold or consumed in normal operating cycle;
b. Held primarily for the purpose of trading;
c. Expected to be realized within twelve months after the reporting period, or
d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

a. It is expected to be settled in normal operating cycle;
b. It is held primarily for the purpose of trading;
c. It is due to be settled within twelve months after the reporting period, or
d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The company has identified twelve months as its operating cycle.

o) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Dividend Distribution

Dividend distribution to the shareholders is recognized as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

q) Statement of Cash Flows

i) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

ii) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Ind AS.

2.3 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

a) Depreciation / amortization and useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortized over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortization to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortization for future periods is revised if there are significant changes from previous estimates.

b) Recoverability of trade receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

e) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.4 First Time adoption of Ind AS

The Company has adopted Ind AS with effect from 1st April 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

a) Exemptions from retrospective application

i) **Business combination exemption**

The Company has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2016 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Company has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date

ii) **Fair value as deemed cost exemption**

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at the transition date except for freehold land which has been measured at fair value.

iii) **Cumulative translation differences**

The Company has elected to apply Ind AS 21 - The Effects of changes in Foreign Exchange Rate prospectively. Accordingly all cumulative gains and losses recognized are reset to zero by transferring it to retained earnings.

iv) **Investments in subsidiaries, joint ventures and associates**

The Company has elected to measure investment in the wholly owned subsidiary M/s Tapti Pipes and Products Ltd. FZE at Fair Value. All other subsidiaries, joint venture and associates are valued at cost, there being insignificant difference between their fair value and the carrying cost.

Notes annexed to and forming part of the Financial statements

As on 31st March 2018

3. Property, Plant and Equipment

(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	**As at March 31, 2018**	Upto March 31, 2017	For the year	Deductions	**Up to March 31, 2018**	**As at March 31, 2018**	**As at March 31, 2017**
Freehold Land	6,447.13	-	-	6,447.13	-	-	-	-	6,447.13	6,447.13
Factory Buildings	738.59	40.96	-	779.55	27.70	28.88	-	56.58	722.97	710.89
Office Buildings	317.78	17.48	-	335.26	4.71	5.49	-	10.20	325.06	313.07
Plant and Equipment	3,519.59	315.79	-	3,835.37	501.70	396.08	-	897.78	2,937.59	3,017.89
Furniture and Fixture	77.55	5.86	-	83.41	15.65	16.04		31.68	51.73	61.90
Vehicles	340.12	63.46	(33.99)	369.59	19.06	65.23	(32.02)	52.26	317.32	321.06
Office Equipment	50.47	24.64	-	75.11	11.83	11.97		23.80	51.30	38.63
Total	**11,491.22**	**468.19**	**(33.99)**	**11,925.42**	**580.65**	**523.69**	**(32.02)**	**1,072.32**	**10,853.10**	**10,910.57**

3.1 Property, Plant and Equipment

As on 31st March 2017
(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2016	**Additions during the year**	**Deductions**	**As at March 31, 2017**	**Upto March 31, 2016**	**For the year**	**Deductions**	**Up to March 31, 2017**	**As at March 31, 2017**	**As at March 31, 2016**
Freehold Land	6,447.13	-	-	**6,447.13**	-	-	-	-	**6,447.13**	6,447.13
Factory Buildings	714.47	24.12	-	**738.59**	-	27.70	-	27.70	**710.89**	714.47
Office Buildings	261.63	56.15	-	**317.78**	-	4.71	-	4.71	**313.07**	261.63
Plant and Equipment	2,821.78	747.63	(49.82)	**3,519.59**	-	547.89	(46.19)	501.70	**3,017.89**	2,821.78
Furniture and Fixtures	68.61	8.94	-	**77.55**	-	15.65	-	15.65	**61.90**	68.61
Vehicles	151.09	222.66	(33.63)	**340.12**	-	49.84	(30.78)	19.06	**321.06**	151.09
Office Equipment	33.40	17.07		**50.47**	-	11.83	-	11.83	**38.63**	33.40
Total	**10,498.10**	**1,076.57**	**(83.45)**	**11,491.22**	**-**	**657.62**	**(76.97)**	**580.65**	**10,910.57**	**10,498.10**

As on 31st March 2018
(Amount in ₹ Lakhs)

4. Capital work in progress

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	**As at March 31, 2018**	Upto March 31, 2017	For the year	Deductions	**Up to March 31, 2018**	**As at March 31, 2018**	As at March 31, 2017
Capital work in progress	28.88	344.59	(64.29)	**309.18**	-	0	0	-	**309.18**	28.88
Total	28.88	344.59	(64.29)	309.18	-	-	-	-	309.18	28.88

As on 31st March 2017
(Amount in ₹ Lakhs)

4.1 Capital work in progress

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2016	Additions during the year	Deductions	**As at March 31, 2017**	Upto March 31, 2016	For the year	Deductions	**Up to March 31, 2017**	**As at March 31, 2017**	As at March 31, 2016
Capital work in progress	48.84	98.77	(118.73)	**28.88**	-	-	-	-	28.88	48.84
Total	48.84	98.77	(118.73)	**28.88**	-	-	-	-	**28.88**	48.84

Notes annexed to and forming part of the Financial statements

As on 31st March 2018

(Amount in ₹ Lakhs)

5. Investment Property

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	**As at March 31, 2018**	Upto March 31, 2017	For the year	Deductions	**Up to March 31, 2018**	**As at March 31, 2018**	As at March 31, 2017
Freehold Land	38.44	-	-	**38.44**	-	-	-	-	38.44	38.44
Total	38.44	-	-	**38.44**	-	-	-	-	**38.44**	38.44

As on 31st March 2017

(Amount in ₹ Lakhs)

5.1 Investment Property

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2016	Additions during the year	Deductions	**As at March 31, 2017**	Upto March 31, 2016	For the year	Deductions	**Up to March 31, 2017**	**As at March 31, 2017**	As at March 31, 2016
Freehold Land	38.44	-		**38.44**	-	-	-		38.44	38.44
Total	38.44	-	-	**38.44**	-	-	-	-	**38.44**	38.44

As on 31st March 2018

(Amount in ₹ Lakhs)

6. Other Intangible Assets

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	**As at March 31, 2018**	Upto March 31, 2017	For the year	Deductions	**Up to March 31, 2018**	**As at March 31, 2018**	As at March 31, 2017
Computer Software	18.99	-		**18.99**	7.23	7.48	0	**14.71**	**4.28**	11.76
Total	18.99	-	-	18.99	7.23	7.48	-	14.71	4.28	11.76

As on 31st March 2017

(Amount in ₹ Lakhs)

6.1 Other Intangible Assets

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2016	Additions during the year	Deductions	**As at March 31, 2017**	Upto March 31, 2016	For the year	Deductions	**Up to March 31, 2017**	**As at March 31, 2017**	As at March 31, 2016
Computer Software	17.50	1.49	-	**18.99**	-	7.23	-	**7.23**	**11.76**	17.50
Total	17.50	1.49	-	**18.99**	-	7.23	-	**7.23**	**11.76**	17.50

Notes :

1. The company has availed the deemed cost exemption in relation to the property, plant and equipment except in case of Land, that is valued at its fair value, on the date of transition i.e. April 1, 2016 and hence the net carrying amount has been considered as the gross carrying amount on that date.
2. Freehold Land has been revalued at `6447.13 Lakhs as per requirement of IND AS. Previous value as per GAAP was ₹198.70 Lakhs.
3. Entire movable and immovable Property, Plants and Equipment are mortgaged in favour of secured lenders against the sanction limits. (Note 18)
4. All intangible assets are other than internally generated.
5. In respect of Intangible assets;
   a) Useful life is as follows
      (i) In respect of Computer Software average useful life 4 - 5 years.

Notes annexed to and forming part of the Financial statements

7. Investments

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Investment in Equity Instruments			
Investment in Equity Shares of wholly owned Subsidiaries :			
Unquoted, Trade			
Tapti Pipes & Products Limited FZE, UAE *	1,162.13	1,162.13	1,162.13
32235 equity share (Previous year 35) (1000 AED per share)			
b. Investment in Partnership Firms			
Texmo Petro Chemicals LLP #	-	23.30	199.80
Mangal Murti Minerals, Nepanagar	47.20	46.90	61.70
Total	**1,209.33**	**1,232.33**	**1,423.63**

7.1 Investment in Partnership Firms

(Amount in ₹ Lakhs)

Name of the Firm	Name of the Partners	31.03.2018		31.03.2017		01.04.2016	
		Share in the Firm	Capital Contribution	Share in the Firm	Capital Contribution	Share in the Firm	Capital Contribution
1. Texmo Petro Chemicals LLP#	Texmo Pipes and Products Ltd.	-	-	99.11%	2,230,000	99.90%	19,980,000
	Mr. Sanjay Kumar Agrawal	-	-	0.444%	10,000	0.05%	10,000
	Mrs. Rashmidevi Agrawal	-	-	0.444%	10,000	0.05%	10,000
Total		**0.00%**	**-**	**100.00%**	**2,250,000**	**100.00%**	**20,000,000**
2. Mangal Murti Minerals, Nepanagar	Texmo Pipes and Products Ltd.	88.53%	4,720,000.00	88.47%	4,690,000	90.99%	6,170,371
	Mohit Agrawal	11.47%	611,250.00	11.53%	611,250	9.01%	611,250
Total		**100.00%**	**5,331,250.00**	**100.00%**	**5,301,250**	**100.00%**	**6,781,621**

(Amount in ₹ Lakhs)

Aggregate amount of quoted investments	NIL	NIL	NIL
Aggregate amount of unquoted investments	1,209.33	1,232.33	1,423.63
Aggregate amount of impairment in value of investments	NIL	NIL	NIL

Notes: # The Company retired from the LLP w.e.f. January 10, 2018

*Aggregate amount of diminution in value of investments is ₹3194 Lakhs as at March 31, 2018, as at March 31, 2017 and as at April 1, 2016.

Notes annexed to and forming part of the Financial statements

8. Loans (Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Loans to related party - wholly owned overseas subsidiary company			
Unsecured, considered good			
Tapti Pipes & products Ltd FZE	594.64	596.63	597.55
	594.64	596.63	597.55
Total	**594.64**	**596.63**	**597.55**

Note : Refer note 42 for detailed disclosure on the fair values.
Includes portion of compound financial instrument and fair valuation of loan of ₹594.64 Lakhs as at March 31, 2018, ₹596.63 Lakhs as at March 31, 2017 and ₹597.55 Lakhs as at April 1, 2016

9. Other non current assets (Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Capital Advances			
Unsecured, considered good	164.11	35.27	31.59
b. Advances other than Capital Advances			
Security Deposits	139.91	118.41	121.72
Advance amount paid under protest	474.18	280.45	311.85
Incentives Receivable from Government	-	74.45	226.44
Insurance claim receivable	714.38	714.38	714.38
Total	**1,492.59**	**1,222.96**	**1,405.99**

10. Inventories (Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Raw Materials	4,909.29	5,855.18	5,051.35
Packing Materials	44.68	35.12	40.08
Finished goods	1,728.24	1,908.08	2,072.50
Stock in trade	181.01	364.60	248.83
Stores and spares	55.18	38.93	37.24
Total	**6,918.40**	**8,201.91**	**7,450.00**

Note: The cost of inventories recognized as an expense during the year is disclosed in Note 28, 29 and 30.
Borrowings are secured by first paripassu charge on stock (including raw material, finished goods and work in progress) and book debts. (Note 17)

11. Trade Receivables (Unsecured) (Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good	4,072.42	4,635.18	3,555.73
Unsecured, considered doubtful	40.00	62.12	40.12
	4,112.42	4,697.30	3,595.84
Less: Provision for doubtful debts	(40.00)	(62.12)	(40.12)
Total	**4,072.42**	**4,635.18**	**3,555.73**

12. Cash and Bank Balances (Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Cash and Cash Equivalents			
Balances with Banks in			
Current Accounts	3.10	4.05	19.22
Cheques in Hand	67.54	-	-
Cash on Hand	17.80	17.07	21.65
	88.44	**21.12**	**40.87**
Other Bank Balances			
In deposit account with more than 3 months but less than twelve months maturity#	1,046.01	988.08	1,015.08
	1,046.01	**988.08**	**1,015.08**
Total	**1,134.46**	**1,009.20**	**1,055.95**

Note: #As margin money of bank guarantee and letter of credit

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

13. Other financial assets **(Amount in ₹ Lakhs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Loans and advances -others	859.40	165.25	146.38
Total	**859.40**	**165.25**	**146.38**

14. Other current assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Advances other than Capital Advances			
Advance to employees	27.33	28.22	20.89
Advance to others	125.44	161.91	171.28
Advance to Suppliers	36.89	11.47	126.63
b. Others			
Assets Held for Sale (Freehold Land)	218.76	234.35	398.52
Balances with Tax Authorities	42.49	175.46	82.03
Prepaid Expenses	41.13	18.85	53.11
Incentives Receivable from Government	430.02	346.07	254.68
Unamortized Cost (Current Portion)*	26.82	24.83	22.99
Advance Tax Net of Provision	28.99	-	-
Total	**977.86**	**1,001.17**	**1,130.13**

Note: *relating to Interest Free Loan to foreign subsidiary

15. a). Share Capital. **(Amount in ₹ Lakhs)**

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number	Amount	Number	Amount	Number	Amount
Authorized						
3,00,00,000 Equity Shares of ₹ 10/- each	30,000,000.00	3,000.00	30,000,000.00	3,000.00	30,000,000.00	3,000.00
Issued, Subscribed & fully paid up						
2,50,20,000 Equity Shares of ₹ 10/- each	25,020,000.00	2,502.00	23,820,000.00	2,382.00	23,820,000.00	2,382.00
	25,020,000.00	**2,502.00**	**23,820,000.00**	**2,382.00**	**23,820,000.00**	**2,382.00**

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	23,820,000	2,382.00	23,820,000	2,382.00	23,820,000	2,382.00
Add: Shares issued during the year	1,200,000	120.00	-	-	-	-
Shares outstanding at the end of the year	**25,020,000.00**	**2,502.00**	**23,820,000**	**2,382.00**	**23,820,000**	**2,382.00**

c) Shares held by the holding Company / Associate Company and shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares						
Sanjay Kumar Agrawal	3,896,474	15.57%	3,896,474	16.36%	3,896,474.00	16.36%
Rashmi Devi Agrawal	3,377,592	13.50%	3,377,592	14.18%	3,377,592.00	14.18%
Shree Padmavati Irrigations LLP	1,312,000	5.24%	-	0.00%	-	0.00%

Terms / Rights to Shareholders

(1) Equity Shares

(A) Voting

(i) The Company has one class of equity shares having a per value of ₹10 per share. Each shareholder is eligible for one vote per share held. 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 to their shareholding.

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

16. Other Equity. **(Amount in ₹ Lakhs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(a) Securities Premium Account			
Balance as per last financial statement	6,564.04	6,564.04	6,564.04
Add : Premium on issue of Equity Shares	144.00		
Less : Redemption during the year			
(a)	**6,708.04**	**6,564.04**	**6,564.04**
(b) Retained Earnings			
Balance as per Last Financial statement	(1,205.43)	(1,078.72)	(1,078.72)
Add: Transferred from Revaluation Reserve	12.47	7.79	-
Less: Unamortized Cost written off on Discounting of Loans to Subsidiary	(24.83)	(22.99)	-
Profit/(Loss) for the Year	28.41	(112.43)	-
Other Comprehensive Income for the Year	(12.61)	0.93	
Net Surplus / (Deficit) as per the Statement of Profit and Loss (b)	**(1,202.00)**	**(1,205.43)**	**(1,078.72)**
(c) Revaluation Reserve			
Balance as per Last Financial statement	6,439.82	6,447.61	6,447.61
Add: Revaluation of Freehold Land	-	-	-
Less: Transferred to Retained Earnings	(12.47)	(7.79)	-
(c)	**6,427.35**	**6,439.82**	**6,447.61**
(d) Equity Component of Compound Financial Instruments			
Balance as per Last Financial statement	**131.09**	121.28	121.28
Add: Equity component of Interest free Unsecured loans classified as Promoters Equity	-	9.81	-
Less: Redeemed during the year	**(45.61)**		
(d)	**85.48**	**131.09**	**121.28**
	12,018.87	**11,929.52**	**12,054.20**

Notes:

Nature and Purpose of reserve

Securities premium Account - The amount received in excess of face value of the equity shares is recognized in Securities Premium Account. This reserve is available for utilization in accordance with the provisions of the Companies Act, 2013.

Revaluation Reserve - The company has created revaluation reserve out of revaluation of land carried out during the year 2016-17.

Retained Earnings - Retained Earnings are the profits/losses that the Company has earned till date

17. Long Term Borrowings **(Amount in ₹ Lakhs)**

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Non Current	Current *	Non Current	Current *	Non Current	Current *
(a) Term Loans						
Secured						
Term Loans						
From banks	1,038.81	351.08	633.02	279.77	330.43	170.51
From Others	74.15	29.74	104.20	26.40	131.32	22.83
Total Secured Loans	**1,112.97**	**380.82**	**737.22**	**306.18**	**461.75**	**193.34**
Unsecured						
Loans and advances from related parties	28.09		333.36		263.72	
From Others	310.56		400.00	**5.41**	200.59	21.67
Total Unsecured Loans	**338.65**	**-**	**733.36**	**5.41**	**464.31**	**21.67**
Total	**1,451.62**	**380.82**	**1,470.57**	**311.59**	**926.06**	**215.01**

*** Current Items include amount payable in the next 12 months**

Notes :

(i) Amount stated in Current maturity is disclosed under the head of "Other Financial Liabilities (Current)" (Note 22).

(ii) Refer Note 42 for information about liquidity risk.

(iii) Term Loans are Secured by way of first charge, in respect of Fixed assets, both present and future, and second charge on entire current assets of the Company both present and future. (Note 3,10,11)

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

4. Nature of Security and terms of repayment for Long Term Secured Borrowings

- HDFC Bank Term Loan of ₹83.71 Lakhs (Previous Year: ₹ 92.54Lakhs) 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%).
- Bank of Baroda Term Loan for Plant & Machinery of ₹66.62 Lakhs (Previous Year: ₹ 180.14 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 of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigation LLP, Balaji Industries and Venkatesh Industries.
  Repayable in 60 equal monthly installments starting from November 2013. Last installment due in November 2018. Rate of interest 12.08% p.a. as at year end.(Previous Year 13.50%).
- Vehicle Loans of ₹231.57 Lakhs (Previous Year: ₹ 261.29 Lakhs). The Loans are secured by way of hypothecation of respective motor vehicle purchased. Repayable in 36 to 60 equal monthly instalments. Rate of interest in range of 9.44% to 9.81% p.a. (Previous year 9.81% to 14% p.a.).
- Secured Loan From Others include Loan from Religare Fin Vest Limited of ₹64.81 Lakhs (Previous Year: ₹ 71.75 Lakhs), secured by Equitable Mortgage of Indore Office. Repayable in 120 equal monthly instalments starting from May 2014. Last instalment due in April 2024.. Rate of interest is 13.50% p.a. at the year end. (Previous year 13.50% p.a.).
- Secured Loan From Others include Loan from Reliance Capital Limited of ₹40.19 Lakhs (Previous Year: ₹ 60.71Lakhs), 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 is 12% p.a. at the year end. (Previous year 15% p.a.).
- Central Bank of India Term Loan for plant & Machinery is ₹ 317.83 Lakhs (Previous Year: ₹ 385.43 Lakhs), 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 irrigations LLP and Shree Venkatesh Industries.
  Repayable in 84 equal monthly installments starting from October 2016. Last installment due in September 2023.. Rate of interest is 12.65% p.a. at the year end. (Previous year 13.95% p.a.)
- Punjab National Bank Term Loan for Plant & Machinery of ₹703.85 Lakhs (Previous Year: ₹ Nil), repayable within 84 months including initial moratorium period of 5 months, repayable by March 2025, secured on pari pasu charge on plant & Machinery and Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigation LLP, Balaji Industries and Venkatesh Industries.
  Repayable in 84 equal monthly installments starting from April 2018. Last installment due in March 2025. Rate of interest 10.55% p.a. as at year end.

Terms of loans from Related Parties

i) Loans & Advances from Related parties Include Loan from Managing Director Mr. Sanjay Kumar Agrawal of ₹3.49 Lakhs (Previous Year - ₹ 46.25 Lakhs) , Director Mrs. Rashmi Devi Agrawal - ₹ 11.00 Lakhs (Previous Year - ₹ 57.50Lakhs) & Shree Padmavati Irrigations LLP, Indore- ₹19.00 Lakhs (Previous Year - ₹ 325.25Lakhs). The Loans taken from Related Parties are Interest free.

Working for Transaction Cost Apportioned			
Particulars	**01.04.2016**	**31.03.2017**	**31.03.2018**
Total Transaction Cost Adjustment	(9.51)	1.04	(6.34)
Religare Fin Vest Ltd., New Delhi	(0.95)	0.16	0.16
Reliance Capital Ltd., Indore T/L	(1.79)	0.73	0.59
Others	(6.77)	0.15	(7.08)
Working for Interest on Unsecured Loans Apportioned			
Particulars	**01.04.2016**	**31.03.2017**	**31.03.2018**
Total Amount	(121.28)	(95.64)	(5.22)
SHRI SANJAY KUMAR AGRAWAL, BURHANPUR	(88.20)	(10.31)	(0.55)
SMT. RASHMI DEVI AGRAWAL, BURHANPUR	(17.33)	(12.82)	(1.72)
Shree Padmavati Irrigations LLP, Indore	(15.75)	(72.51)	(2.95)

18. Deferred Tax Liabilities

The Movement on the deferred tax account is as follows

(Amount in ₹ Lakhs)

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at April 1, 2016**
Deferred Tax Liabilities on account of taxable temporary differences			
At the start of the year	1,584.83	1,637.67	1,637.67
Charge/(Credit) to Statement of Profit & Loss	73.91	(52.83)	-
At the end of the year	**1,658.75**	**1,584.83**	**1,637.67**

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

Component of Deferred Tax Liabilities/(Assets)

Particulars	As at April 1, 2016	Charge/(Credit) to Statement of Profit & Loss	As at 31st March-2017	Charge/ (Credit) to Statement of Profit & Loss
Deferred Tax Liabilities in relation to :				
Property, Plant & Equipment	296.79	(33.48)	263.31	33.89
Revalued Land	1,377.17	(5.42)	1,371.75	(5.26)
	1,673.96	(38.91)	1,635.05	28.63
Deferred Tax Assets in relation to :				
Provision for Doubtful Trade Receivable	18.44	7.27	25.71	(33.02)
Provision for Doubtful Loans and Advances	2.97	-	2.97	(2.97)
Gratuity Payable	14.88	6.66	21.54	(9.30)
	36.29	13.93	50.22	(45.29)
Total	**1,637.67**	**(52.83)**	**1,584.83**	**73.91**

19. Other Non Current Liabilities

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Long Term Deposits from Dealers	144.65	136.04	108.55
Deposits for Premises given on Rent	8.70	8.70	8.70
Advances for Sale of Properties	5.50	5.50	13.10
Total	**158.85**	**150.24**	**130.35**

20. Short Term Borrowings

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
(a) Loans repayable on demand			
From banks			
Cash Credit from Banks	3,951.29	4,498.62	4,181.10
From other parties		-	-
NSIC Assistance	198.97	351.43	464.61
Total	**4,150.26**	**4,850.05**	**4,645.71**

Notes:

a. 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 ₹2735.37 Lakhs (Previous Year: ₹3221.31 Lakhs), Bank Of Baroda Cash Credit Loan of ₹681.49 Lakhs (Previous Year: ₹3221.31 Lakhs), Punjab National Bank cash Credit Loan of ₹345.91 Lakhs (Previous Year: ₹392.50 Lakhs) and Central Bank of India Cash Credit Loan of ₹188.52 Lakhs (Previous Year: ₹197.81 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 of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigations LLP, Shree Balaji Industries and Shree Venkatesh Industries.

b. Working Capital Loans from others includes Raw Material NSIC assistance of ₹198.97 Lakhs (Previous Year: ₹351.43 Lakhs) and is secured by bank guarantees.

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

21. Trade payables

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Outstanding dues of Micro & Small enterprises			
Other than Acceptances	1,270.24	944.05	545.99
Total	**1,270.24**	**944.05**	**545.99**
Total Outstanding dues of Others			
Acceptances	2,234.71	2,645.50	2,595.78
Other than Acceptances	1,460.68	1,263.49	1,108.40
Total	**3,695.40**	**3,908.99**	**3,704.18**
Total	**4,965.64**	**4,853.04**	**4,250.17**

21.1 Details of dues towards MSME units

	Particulars	31.03.2018	31.03.2017
a)	Principal amount remaining unpaid and interest due thereon	981.24	783.06
b)	Interest paid in terms of Sec 16	-	-
c)	Interest due and payable for the period of delay in payment	120.99	37.43
d)	Interest accrued and remaining unpaid	-	-
e)	Interest due and payable even in the succeeding years	-	-

21.2 Information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditor.

21.3 Refer Note 42 for information about credit risk, market risk and liquidity risk of Trade payables.

22 Other Financial Liabilities

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current maturities of long-term debt	380.81	311.59	215.01
Interest accrued but not due on borrowings;	3.16	4.34	5.41
Total	**383.97**	**315.93**	**220.42**

23. Other Current Liabilities

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Revenue received in advance			
Advance from customers	544.70	646.80	282.39
b. Others			
Statutory Liabilities	262.18	78.64	77.74
Gratuity Payable	93.81	54.08	44.97
Other Liabilities	154.83	462.19	583.80
Total	**1,055.52**	**1,241.71**	**988.91**

24. Short Term Provisions

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee Benefits	118.66	123.41	113.58
Total	**118.66**	**123.41**	**113.58**

25. Current Tax Liability

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Income Tax (Net of advance Tax ₹72.99 Lakhs (Previous Year ₹ 27 Lakhs)	-	153.00	19.17
Total	**-**	**153.00**	**19.17**

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

The income tax expenses for the year can be reconciled to the accounting profit as follows: **(Amount in ₹ Lakhs)**

Particulars	Year Ended 31st March 2018	Year Ended 31st March 2017
Profit before tax	135.06	51.11
Effect of Ind AS Adjustments	13.48	96.37
Adjusted Profit before tax	148.54	147.48
Applicable tax rate	33.063%	33.063%
Computed Tax Expense	49.11	48.76
Tax effect of:		
Exempted Income	201.26	203.99
Expenses disallowed	181.87	210.55
Capital Gains(Taxable at 20%)	2.99	-
Current Tax Provision	32.71	55.32
Effective Tax Rate	24.22%	108.23%

26. Revenue from operations

(Amount in ₹ Lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Sale of Products		
Sales of Manufactured Goods-Pipes/Fittings	22,506.49	24,882.67
Sales of Traded Goods-Pipes, Accessories & LLDPE	2,725.50	3,511.27
	25,232.00	28,393.93
Other operating Revenue		
Selfit Charges	9.90	13.49
Vat/CST Subsidy for industrial promotion	9.49	28.75
Total	25,251.39	28,436.17

27. Other Income

(Amount in ₹ Lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest Income*	214.53	149.63
Gain on Sale of investment in Property	2.46	-
Gain on Sale of Fixed Asset	6.83	45.83
Miscellaneous Receipts	313.45	238.99
Total	**537.28**	434.45

Note: * Includes impact of financial instruments.

28. Cost of Material Consumed

(Amount in ₹ Lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Raw Materials Consumed	16,665.62	16,598.92
Packing Materials Consumed	236.92	119.55
Total	**16,902.54**	16,718.46

29. Purchase of Stock-in-Trade

(Amount in ₹ Lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Pipes & Fittings	1,861.61	2,987.86
Others	404.68	357.58
Total	**2,266.29**	3,345.45

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

30. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress **(Amount in ₹ Lakhs)**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening Stock		
Trading Goods	364.60	248.83
Finished Goods	1,908.08	2,072.50
	2,272.67	2,321.33
Closing Stock		
Trading Goods	181.01	364.60
Finished Goods	1,728.24	1,908.08
	1,909.25	2,272.68
(Increase)/Decrease in inventories of Finished Goods & Work In Progress(Total)	**363.42**	48.66

31 Employee Benefits Expense **(Amount in ₹ Lakhs)**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, Wages, Bonus and Gratuity	1,114.49	1,163.06
Contributions to Provident and ESIC	99.07	124.34
Employees Welfare and Other Benefits	28.44	29.91
Total	**1,242.00**	1,317.31

32 Finance costs **(Amount in ₹ Lakhs)**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest expenses	660.77	731.05
Other borrowing costs	407.64	488.27
Total	**1,068.42**	1,219.32

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

33 Other expenses **(Amount in ₹ Lakhs)**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Other Operational Expenses		
Power & Fuel	771.88	744.62
Stores and Spares consumed	115.38	128.26
Repairs to Machineries	72.79	30.31
Repairs to Building	27.64	19.46
Excise Duty #	(176.34)	29.65
Exchange Difference	3.26	27.93
Other Manufacturing Expenses	266.97	193.15
Selling and Distribution Expenses	-	
Advertisement, Publicity and Sales Promotion	136.84	386.75
Commission on Sales	70.65	84.76
Freight Outward & Other Selling Expenses	458.59	433.72
Discount & Other Expenses	270.69	289.73
Others		
Payment to Auditors		
Statutory Audit Fees	6.00	3.00
Taxation Matters	1.50	-
Directors Sitting Fees	4.58	3.03
Rent	103.23	117.25
Rates & Taxes	75.84	126.90
Travelling & Conveyance	137.64	93.74
Insurance	17.31	23.86
Bad Debts Written Off	-	89.34
Provision for Doubtful Debts	40.00	22.00
Provision for Doubtful Loans	-	-
Communications	22.65	26.34
Legal & Professional Expenses	70.96	121.10
Loss on sale of Property	-	-
Office Expenses	43.26	21.63
Printing & Stationary Expenses	21.99	30.25
Charity & Donations	0.17	-
Miscellaneous Expenses	12.85	31.10
Total	2,576.33	3,077.89

The Excise Duty is for the period ending 30th June 2018

Note : The Company is lessee under various operating leases under which rental expenses for the year was ₹51.59 Lakhs (Previous year: ₹39.19 Lakhs). The Company has not executed any non-cancellable lease agreement.

Payment to Auditors As: **(Amount in ₹ Lakhs)**

	Particulars	2017-18	2016-17
(a)	Auditors		
	Statutory Auditors Fees	6.00	3.00
	Tax Audit Fees	1.50	-
(b)	Certification and Consultation Fees	-	-
	Total	**7.50**	**3.00**

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

34. Other Comprehensive Income **(Amount in ₹ Lakhs)**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(A) Items that will not be reclassified into profit or loss		
(i) Change in Revaluation surplus	-	-
(ii) Remeasurement of defined benefit plans	(12.61)	**0.93**
(iii) Equity Instrument of the defined benefit plans	-	-
(iv) Fair Value changes relating to own credit risk of financial liabilities designated at fair value through profit or loss	-	-
(v) Share of other comprehensive Income in Associate and Joint Ventures, to the extent not to be classified into profit or loss	-	-
(vi) Others		
Total (A)	**(12.61)**	**0.93**
(B) Items that will be reclassified to profit or loss		
(i) Exchange differences in translating the financial statements of foreign operation	-	-
(ii) Debt instruments through other comprehensive Income	-	-
(iii) The effective portion of gains and loss on hedging instruments in a cash flow hedge	-	-
(iv) Share of other comprehensive Income in Associate & Joint Ventures, to the extent not to be classified into profit or loss	-	-
(v) Others	-	-
Total (B)	-	-

35. **(Amount in ₹ Lakhs)**

EARNING PER SHARES (EPS)	2017-18	2016-17
a. Net Profit after Tax as per statement of Profit and Loss attributable to Equity Shareholders	28.41	(112.43)
b. Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	244.02	238.20
c. Weighted Average Potential Equity Shares	-	-
d. Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	244.02	238.20
e. Basic Earnings Per Share (`)	0.12	(0.47)
f. Diluted Earning Per Share (`)	0.12	(0.47)
g. Face Value per Equity Share (`)	10.00	10.00

36. **(Amount in ₹ Lakhs)**

Contingent Liability not provided in respect of:	31st March 2018	31st march 2017
a. Disputed Income Tax demand	1,257.95	74.85
b. Disputed Excise Duty, VAT,CST & entry Tax Demands	818.67	873.65
c. Guarantee Given by the company's Banker in the normal course of business	996.95	836.71
d. Letter of Credit purchase of goods	1,132.08	659.74
e. Other Disputes	4.60	4.60
Commitments	**31st March 2018**	**31st march 2017**
Capital Contracts remaining to be executed	210.03	263.35

Notes:

- 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.
- The Company does not expect any reimbursements in respect of the above contingent liabilities.
- Future cash outflows in respect of the above matters are determined only on receipt of judgments / decisions pending at various forums / authorities.

  The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with Excise, 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

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

37. As per IND AS 19 "Employee benefits", the disclosures as defined are given below:
Defined Contribution Plans
Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	2017-18	2016-17
Employer's Contribution to Provident Fund	1.28	60.53
The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provisions Act, 1952.		

Defined Benefit Plan

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Defined Benefit Obligation at beginning of the year	106.47	83.74
Current Service Cost	24.20	22.23
Interest Cost	8.20	6.20
Past Servicer Cost (Vested benefits)	-	-
Benefits paid	(1.51)	(3.98)
Actuarial (Gain)/Loss	11.11	(1.72)
Defined Benefit Obligation at year end	148.46	106.47

Reconciliation of Opening and Closing balances of fair value of Plan Assets

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Fair value of Plan Assets at beginning of year	52.39	38.77
Expected Return on Plan Assets	4.00	3.39
Actuarial Gain/(Loss)	(1.50)	(0.79)
Employer Contribution	1.28	15.00
Benefits Paid	(1.51)	(3.98)
Fair value of Plan Assets at year end	54.65	52.39

Reconciliation of fair Value of Assets and Obligations

Particulars	Gratuity (Funded)	
	As at 31st March 2018	As at 31st March 2017
Fair value of Plan Assets	54.65	52.39
Present Value of Obligation	148.46	106.47
Amount recognized in Balance Sheet (Surplus/(Deficit))	(93.81)	(54.08)

Expenses recognized during the year

Particulars	Gratuity (Funded)	
	2017-18	2016-17
In Income Statement		
Current Service Cost	24.20	22.23
Interest Cost	8.20	6.20
Past Service Cost	-	-
Return on Plan Assets	(4.00)	(3.39)
Net Cost	28.40	25.04
In Other Comprehensive Income		
Actuarial (Gain)/Loss	12.61	(0.93)
Return on Plan Assets	-	
Net (Income)/Expenses for the period recognized in OCI	12.61	(0.93)

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

Acturial Assumptions	Gratuity (Funded)	
Mortality Table (ALM)	2017-18	2016-17
Discount Rate (Per Annum)	7.70%	7.40%
Expected return on plan assets	7.65%	7.65%
Rate of Escalation in Salary (Per annum)	7%	7%

Notes :

1. The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
2. The expected contribution for Defined Benefit Plan for the next financial year will be in line with FY 2017-18.
3. The company makes provident fund (PF) contributions to defined contribution benefit plans for eligible employees. Under the scheme the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions specified under the law are paid to the government authorities (PF commissioner).
4. Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and Other funds" in Note 28 ₹120.52 Lakhs (Previous Year: ₹102.40 Lakhs).
5. **Defined Benefit Plan:**

   The Company has defined benefit plans for gratuity to eligible employees, contributions for which are made to Life Insurance Corporation of India, who invests the funds as per IRDA guidelines. The details of these defined benefit plans recognized in the financial statements are as under:

   General Description of the Plan:

   The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

   The defined benefit plans typically expose the company to various risk such as;

   - **Investment risk:**
     The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.
   - **Interest risk:**
     A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the plan assets.
   - **Longevity risk:**
     The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
   - **Salary risk:**
     The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

38. DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186(4) OF THE COMPANIES ACT,2013.

Loan given and Investments made are given under the respective heads.

Corporate Guarantees /Loans given by the Company in respect of loans as at 31st March, 2018 **(Amount in ₹ Lakhs)**

Sr. No.	Particulars	Name of Entity	Relations	Purpose	Amount
1	Loan Given*	Shubham Realinfra Pvt.Ltd. Indore	-	Business Purpose	27.24
2	Loan Given*	Deeya Agrotech Pvt Ltd Burhanpur	Relatives of directors are directors/partners in concern	Business Purpose	4.18
3	Loan Given*	Shubham City Homes Indore		Business Purpose	14.00
4	Loan Given*	Rahul Agri Tech Pvt. Ltd. Burhanpur	Relatives of directors are directors/partners in concern	Business Purpose	21.46
5	Loan Given*	Shree Geeta Textile Mills Pvt. Burhanpur	-	Business Purpose	155.20
6	Loan Given*	Shree Krishna Commercial Co	Relatives of directors are directors/partners in concern	Business Purpose	50.00
7	Loan Given*	C K Oils Private Limited	Relatives of directors are directors/partners in concern	Business Purpose	244.11
8	Loan Given*	Tapti Pipes & Products Ltd FZE	Subsidiary	Business Purpose	594.64

Note: *All the above Corporate Guarantee/Loans have been given for business purpose.
The above mentioned loans are unsecured.
The outstanding amount for the loan is including interest receivable

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

39. Related Party Disclosures:

Sr.No.	Relationship	Name of Related Party
1	Key Managerial Personnel (KMP)	Mr. Sanjay Kumar Agrawal (Managing Director) Mr. Vijay Prasad Pappu (Whole time Director) Mrs. Rashmidevi Agrawal (Chair Person)
2	Subsidiary (Till 10.01.2018)	Texmo Petrochemicals LLP
3	Subsidiary	Tapti Pipes & Products Ltd. FZE
4	Enterprises over which Key Managerial Personnel are able to exercise significant influence.	Shree Venkatesh Industries Shree Padmavati Irrigations LLP
5	Jointly Controlled Entity	Mangal Murti Minerals
6	Relatives of directors are directors/partners in concern	C.P Industrial Products Private Limited Narendra CotFibre Industries Private Limited Shree Vasudeo Industries Rahul Agritech Pvt Ltd CK Cotspin Pvt Ltd CK Oils Pvt Ltd Shree Krishna Commercial Co Nimar Diagnostic Services Pvt Ltd Narendra International LLP

(ii) Transaction during the year with related parties:

Sr. No.	Nature of Transactions	Key Managerial Personnel	Subsidiaries/Jointly controlled Entity	KMP have significant effect	Relatives of directors are directors/ partners in concern
1	Purchase of Goods	NIL NIL	NIL NIL	NIL NIL	2,445.72 (2,227.92)
2	Rent Paid	61.14 (73.09)	NIL NIL	NIL NIL	NIL NIL
3	Rent Received	11.26 (2.74)	NIL NIL	0.24 (0.24)	NIL NIL
4	Remuneration Paid	22.01 (19.16)	NIL NIL	NIL NIL	NIL NIL
5	Loan Taken	351.83 (346.81)	NIL NIL	361.30 (307.00)	NIL NIL
6	Loan Repaid	441.10 (571.27)	NIL NIL	667.55 (31.75)	NIL NIL
7	Loan Received Back	NIL NIL	NIL NIL	NIL NIL	446.96 (150.00)
8	Loans And Advances	NIL NIL	NIL (0.92)	NIL NIL	752.60 (150.00)
9	Investment in Subsidiary & Jointly Controlled Entity	NIL NIL	66.68 NIL	NIL NIL	NIL NIL
10	Capital Contribution Withdrawal	NIL NIL	43.08 (191.30)	NIL NIL	NIL NIL

Balances as at 31st March 2018

1	Trade Receivables	- (7.74)	- -	0.18 (0.24)	- -
2	Trade and Other Payable	6.90 (1.42)	- -	- -	515.55 (537.25)
3	Unsecured Loan	14.49 (103.75)	- -	19.00 (325.25)	- -
4	Loans and Advances Given	- -	621.46 (621.46)	- -	319.75 -
5	Investments in Subsidiary/ Jointly Controlled Entity	- -	4,403.33 (4,426.33)	-	- -

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

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

	Particulars	Relationship	2017-18	2016-17
1	**Purchases of Raw Material**			
	Shree Vasudeo Industries	Relatives of directors are directors/partners in concern	2,445.72	2,227.92
2	**Rent Paid**			
	Mr. Sanjay Kumar Agrawal	KMP	35.07	53.35
	Mrs. Rashmidevi Agrawal	KMP	26.07	19.75
3	**Remuneration**			
	Mr. Sanjay Kumar Agrawal	KMP	11.00	7.11
	Mr. Vijay Prasad Pappu	KMP	11.01	7.06
4	**Unsecured Loan received**			
	Mr. Sanjay Kumar Agrawal	KMP	351.83	333.81
	Mrs. Rashmidevi Agrawal	KMP	-	13.00
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	361.30	307.00
5	**Unsecured Loan Repaid**			
	Mr. Sanjay Kumar Agrawal	KMP	394.60	560.77
	Mrs. Rashmidevi Agrawal	KMP	46.50	10.50
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	667.55	31.75
6	**Loan Received Back**			
	Rahul Agri Tech Pvt. Ltd.,Burhanpur	Relatives of directors are directors/partners in concern	397.38	150.00
	Deeya Agrotech Private Limited	Relatives of directors are directors/partners in concern	49.58	-
7	**Loans and Advances**			
	Narendra CotFibre Industries Private Limited	Relatives of directors are directors/partners in concern	-	150.00
	C K Oils Private Limited	Relatives of directors are directors/partners in concern	244.11	-
	Shree Krishna Commercial Co	Relatives of directors are directors/partners in concern	50.00	-
	Rahul Agri Tech Pvt. Ltd.,Burhanpur	Relatives of directors are directors/partners in concern	418.84	-
	Deeya Agrotech Private Limited	Relatives of directors are directors/partners in concern	39.65	-
8	**Capital contribution withdrawn**			
	Mangal Murti Minerals	Jointly controlled entity	-	14.80
	Texmo Petrochemicals LLP	Subsidiary	43.08	176.50
	Investment in Subsidiary & Jointly Controlled Entity			
	Mangal Murti Minerals	Jointly controlled entity	0.30	-
	Texmo Petrochemicals LLP	Subsidiary	66.38	-
9	**Rent Received**			
	Mr. Sanjay Kumar Agrawal	KMP	11.26	2.74
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	0.24	0.24

Note: The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

Balances as at 31st March, 2018

	Particulars	Relationship	31/3/2018	31/3/2017	1/4/2016
1	**Trade and Others Payables**				
	Shree Vasudeo Industries	Relatives of directors are directors/partners in concern	515.55	537.25	368.73
	Mr. Sanjay Kumar Agrawal	KMP	2.91	0.25	18.78
	Mrs. Rashmidevi Agrawal	KMP	3.98	0.11	0.04
2	**Unsecured Loan**				
	Mr. Sanjay Kumar Agrawal	KMP	3.49	46.25	280.00
	Mrs. Rashmidevi Agrawal	KMP	11.00	57.50	55.00
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	18.82	325.01	270.14
3	**Loans and Advances Given**				
	C K Oils Private Limited,	Relatives of directors are directors/partners in concern	244.11	-	-
	Shree Krishna Commercial Co	Relatives of directors are directors/partners in concern	50.00	-	-
	Rahul Agri Tech Pvt. Ltd.,Burhanpur	Relatives of directors are directors/partners in concern	21.46	-	-
	Deeya Agrotech Private Limited	Relatives of directors are directors/partners in concern	4.18	-	-
	Tapti Pipes & Products Limited FZE	Subsidiary	621.46	621.46	620.54
4	**Investments**				
	Mangal Murti Minerals	Jointly controlled entity	47.20	46.90	61.70
	Texmo Petrochemicals LLP	Subsidiary	-	23.30	199.80
	Tapti Pipes & Products Limited FZE *	Subsidiary	4,356.13	4,356.13	4,356.13

Note :

The amount outstanding are unsecured and will be settled in cash. No expense has been recognized in the current or prior years for bad or doubtful debts in respect of amounts owned by related parties.

* Balance outstanding at the end of the year/previous years are stated without considering impact of fair valuation carried out as per Ind AS.

a) Part of the Unsecured Loan from Related Parties classified as Equity Component in the Statement of Changes in Equity is:

	Particulars	Relationship	31/3/2016	31/3/2017	1/4/2018
	Mr. Sanjay Kumar Agrawal	KMP	(88.20)	(10.31)	(0.55)
	Mrs. Rashmidevi Agrawal	KMP	(17.33)	(12.82)	(1.72)
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	(15.75)	(72.51)	(2.95)

b) The fair value of Investment in Tapti Pipes & Products Limited FZE as on 01/04/2016, 31/03/2017 and 31/03/2018 is Rs. 1,162.13 lakhs.

(iv) Compensation of Key Management Personnel

The remuneration of director and other member of Key Management personnel during the year was as follows:-

	2017-18	2016-17
Short-term benefits	22.01	19.17
Total	**22.01**	**19.17**

40. Preferential allotment :

The Company has, on a preferential basis, issued ₹ 12,00,000 (Twelve Lakhs) equity shares of ₹10 each, fully paid up at a price of ₹22 per share aggregating to ₹264.00 Lakhs to Shree Padmavati Irrigation LLP, a promoter group company on October 06, 2017, in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

41. During the year the Management has revised the estimated useful life of Dies & Moulds from 8 years to 12 years. Accordingly, the Depreciation charge for FY 2017-18 is lower by ₹172.67 lakhs.

42. FINANCIAL INSTRUMENTS

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

(a) The fair value of Forward Foreign Exchange contracts and is determined using forward exchange rates at the balance sheet date.

(b) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

Fair Value measurement hierarchy:

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Financial Assets			
At Amortized Cost			
Investments*	47.20	70.20	261.50
Trade Receivables	4,072.42	4,635.18	3,555.73
Cash and Bank Balances	1,134.46	1,009.20	1,055.95
Loans	594.64	596.63	597.55
Other Financial Assets	859.40	165.25	146.38
At FVTPL			
Investments	-	-	-
At FVTOCI			
Investments*	1,162.13	1,162.13	1,162.13
Financial Liabilities			
Borrowings	5,601.88	6,320.62	5,571.77
Trade Payables	4,965.64	4,853.04	4,250.17
Other Financial Liabilities	383.97	315.93	220.42

*Investments in wholly owned foreign subsidiary

Foreign Currency Risk:

The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting period.

Foreign Currency Exposure

Particulars	As at 31st March,2018 USD	As at 31st March,2017 USD	As at 1st April, 2016 USD
Loans Receivable	1,252,051.00	1,252,051.00	1,250,688.00
Buyers Credit	(64,350.00)	(273,802.50)	(532,772.05)
Trade Payables	(343,350.80)	(50,925.00)	(278,801.00)
Net Exposure	**844,350.20**	**927,323.50**	**439,114.95**

Sensitivity analysis of 1% change in exchange rate at the end of reporting period net of hedges
Foreign Currency Sensitivity

Particulars	As at 31st March,2018 USD	As at 31st March,2017 USD
1% Depreciation in INR Impact on P & L	8,443.50	9,273.24
Total	**8,443.50**	**9,273.24**
1% Appreciation in INR Impact on P & L	(8,443.50)	(9,273.24)
Total	**(8,443.50)**	**(9,273.24)**

Interest Rate Risk

Interest rate risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligation with floating interest rates.

Interest Rate Sensitivity

Te following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Amount in ₹ Lakhs)

Particulars	Increase/Decrease in basis points	Effect on Profit before tax
As at March 31,2018	100 bsp	104.95
As at March 31,2017	100 bsp	105.37

Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of raw material. The company has a risk management frame work aimed at prudently managing the risk arising from the volatility in raw material prices and freight costs. The company's commodity risk is managed centrally through well-established trading operations and control processes. In accordance with the risk management policy, the Company carefully caliberates the timing and the quantity of purchase

Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

company. Credit risk arises mainly from the outstanding receivables from customers. The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The credit ratings/market standing of the customers are evaluated on a regular basis.

Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities . The Company maintains adequate cash and cash equivalents alongwith the need based credit limits to meet the liquidity needs.

Hedge Accounting

The Company avails Foreign Currency Demand Loans from bank time to time to reduce the interest cost. The Company takes forward cover to hedge against the foreign currency risks. The amount of foreign currency risks and forward cover are as under :

	31-Mar-18	31-Mar-17	1-Apr-16
Foreign Currency Loan	NIL	NIL	NIL
Forward Cover	NIL	NIL	NIL

Operating Leases

(a) There were no non-cancellable operating lease. (b) The Company pays rent for office premises at Indore and Mumbai. The lease period is for 11 months with option to renew. The payments for office premises at Indore are to related parties. None of the lease agreements have any restrictions concerning dividend, additional debt and further leases.

43. First Time Ind AS Adoption Reconciliations:

43.1 Effect of Ind AS adoption on the Standalone Balance Sheet as at March 31, 2017 and April 1, 2016

Particulars	As at 31.03.2017				As at 01.04.2016			
	Previous GAAP Balances	Reclassification Adjustments	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP Balances	Reclassification Adjustments	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
ASSETS								
I. Non-current assets								
Property Plant and Equipment	4,736.30		6,174.27	10,910.57	4,249.69	-	6,248.43	10,498.12
Capital Work in Progress	28.88		-	28.88	48.84	-	-	48.84
Investment Property	-	16.92	21.52	38.44	-	16.92	21.52	38.44
Other Intangible Assets	11.76	-	-	11.76	17.50	-	-	17.50
Financial Assets								
(i) Non-Current Investments	4,443.25	(16.92)	(3,194.00)	1,232.33	4,634.55	(16.92)	(3,194.00)	1,423.63
(ii) Loans	-	621.46	(24.83)	596.63	-	620.54	(22.99)	597.55
Other non current assets	1,871.42	(648.46)	-	1,222.96	2,065.60	(659.62)		1,405.98
Total non-current assets	**11,091.61**	**(27.00)**	**2,976.96**	**14,041.57**	**11,016.18**	**(39.08)**	**3,052.96**	**14,030.07**
II. Current assets				-				
Inventories	8,201.91	-	-	8,201.91	7,450.00	-		7,450.00
Financial Assets								
(i) Trade Receivables	4,635.18	-	-	4,635.18	3,555.73	-	-	3,555.73
(ii) Cash and Cash Equivalents	21.12		-	21.12	40.87	-	-	40.87
(iii) Bank balances other than (ii) above	988.08		-	988.08	1,015.08	-	-	1,015.08
(iv) Other financial assets	-	165.25	-	165.25	-	146.38	-	146.38
Other Current Assets	971.72	(165.25)	194.70	1,001.17	1,075.85	(146.38)	200.65	1,130.12
Total current assets	**14,818.01**	**-**	**194.70**	**15,012.72**	**13,137.53**	**-**	**200.65**	**13,338.17**
Total assets	**25,909.62**	**(27.00)**	**3,171.66**	**29,054.29**	**24,153.71**	**(39.08)**	**3,253.61**	**27,368.24**
A. Equity								
Equity								
(i) Equity Share Capital	2,382.00	-	-	2,382.00	2,382.00	-	-	2,382.00
Other Equity	10,021.92	-	1,907.59	11,929.51	10,070.85	-	1,983.36	12,054.20
Total equity (share holders funds under previous GAAP)	**12,403.92**	**-**	**1,907.59**	**14,311.51**	**12,452.85**	**-**	**1,983.36**	**14,436.20**
B. Non-current liabilities								
Financial liabilities								
a. Borrowings	1,574.67	-	(104.11)	1,470.57	1,056.85	-	(130.79)	926.06
Deferred Tax Liabilities	216.66	-	1,368.17	1,584.83	236.63	-	1,401.04	1,637.67
Other non-current liabilities	330.24	(180.00)	-	150.24	188.60	(58.25)	-	130.35
Total non_current liabilities	**2,121.57**	**(180.00)**	**1,264.07**	**3,205.65**	**1,482.08**	**(58.25)**	**1,270.25**	**2,694.08**

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

C. Current liabilities				-				
Financial liabilities								
a. Borrowings	4,850.05	-	-	4,850.05	4,645.71	-	-	4,645.71
b. Trade payable	4,853.04	-		4,853.04	4,250.17	-	-	4,250.17
c. Other financial liabilities	-	315.93	-	315.93	-	220.42	-	220.42
Other current liabilities	1,557.64	(315.93)	-	1,241.71	1,209.32	(220.42)	-	988.91
Provisions	123.41		-	123.41	113.58	-	-	113.58
Current Tax Liabilities(Net)	-	153.00	-	153.00	-	19.17		19.17
Total current liabilities	**11,384.14**	**153.00**	**-**	**11,537.14**	**10,218.78**	**19.17**	**-**	**10,237.95**
Total liabilities	**13,505.71**	**(27.00)**	**1,264.07**	**14,742.79**	**11,700.86**	**(39.08)**	**1,270.25**	**12,932.03**
Total equity and liabilities	**25,909.63**	**(27.00)**	**3,171.66**	**29,054.30**	**24,153.71**	**(39.08)**	**3,253.61**	**27,368.23**

Reconciliation Notes explaining Reclassification Adjustments

1 .Investment Property classified as Non current Investments under the previous GAAP has been reclassified to Investment Property under Ind AS.

2. Loans and Advances in the nature of financial assets have been reclassified as Financial Assets- Loans. Under the previous GAAP, such loans were classified as Other Non- Current assets.

3. Other Current Assets, under the previous GAAP includes Loans and Advances which have been classified as Financial Assets- Other Financial assets under the Ind AS.

4. Other Current Liabilities under the previous GAAP includes Current Maturities of Long Term Debts and Interest accrued but not due on borrowings which have been classified as Other Financial Liabilities under the Ind AS.

5. Provision for Tax was classified as Other Non Current Liabilities under the previous GAAP. Under the Ind AS, it has been reclassified to Current Tax Liabilities shown as net of Advance Tax and TDS.

Reconciliation Notes explaining Ind AS Adjustments

1. The company has exercised the option of carrying the Freehold Land, Investment property and Land Held for Sale at its fair value on the date of transition. This has resulted in increase in Property, Plant and Equipment by ₹ 6,248.43 Lakhs, Investment Property by ₹ 21.52 Lakhs and Other Current Assets by ₹ 177.66 Lakhs and there is corresponding impact on Revaluation Reserve by ₹ 6,447.61 Lakhs.

2. The company has exercised the option of carrying the Investments in its subsidiaries at its fair value on the date of transition. Consequently, there is decrease in Non Current Investments by ₹ 3,194 Lakhs on that date.

3. As per Ind AS 109 "Financial Instruments", Interest free loans to subsidiary has been carried at amortized cost. Accordingly, Financial Assets- Loans have decreased and Other current assets have increased by ₹ 22.99 Lakhs and ₹ 24.83 Lakhs as on 01.04.2016 and 31.03.2017 respectively.

4. The transaction costs paid for the term loans borrowed have been amortized over the period of the loans, as the loans are required to be carried at amortized cost as per Ind AS 109 "Financial Instruments". Consequently, the Borrowings have reduced by ₹ 9.51 Lakhs and ₹ 8.47 Lakhs as at 1st April 2016 and 31st March 2017 respectively.

5. Under the Ind AS, the Deferred Tax is calculated on the basis of the Balance Sheet approach and not the Income approach. Consequently, the Deferred Tax Liabilities (Net) have been increased by ₹ 23.70 Lakhs and ₹ 19.88 Lakhs as at 1st April 2016 and 31st March 2017 respectively.

6. The company has borrowed interest free unsecured loans from promoters/directors. Such loans have been classified as compound financial instruments and split into debt and equity in accordance with Ind AS 32 "Financial Instruments : Presentation". Accordingly, Borrowings have decreased and Other Equity increased.

(Amount in ₹ Lakhs)

Particulars	**Notes**	**For the year ended 31.03.2017**		
		Previous GAAP	**Effect of Transition to Ind AS**	**As per Ind AS**
Revenue from operations		28,436.17	-	28,436.17
Other Income		419.24	15.21	434.45
Total(A)		**28,855.41**	**15.21**	**28,870.62**
Cost of Materials Consumed		16,718.46	-	16,718.46
Purchases of Stock-in-Trade		3,345.45	-	3,345.45
Changes in Inventories of Finished Goods, Stock-in-Trade and work-in-progress		48.66	-	48.66
Excise Duty		2,427.57	-	2,427.57
Employee benefit expenses		1,316.38	0.93	1,317.31
Finance Cost		1,182.83	36.49	1,219.32
Depreciation and amortization expense		590.69	74.16	664.85
Other expenses		3,077.90	-	3,077.89
Total (B)		**28,707.94**	**111.58**	**28,819.51**

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

(Amount in ₹ Lakhs)

Profit/(loss) before tax (C =A-B)		**147.47**	**(96.37)**	**51.11**
Exceptional Items (D)			-	-
Profit/(loss) before tax (E=C-D)		**147.47**	**(96.37)**	**51.11**
Tax expense		-	-	-
Current Tax		55.32	-	55.32
Deferred Tax		(19.97)	**(32.87)**	(52.84)
Short/(Excess) Provision for Tax for earlier years		161.06	-	161.06
Total Tax (F)		**196.41**	**(32.87)**	**163.54**
Profit for the year (E-F)		**(48.94)**	**(63.51)**	**(112.43)**
Other comprehensive income				
I. Items that will not be reclassified to profit or loss				
a) Remeasurements of the defined benefit plan			0.93	0.93
b) Income tax relating to items that will not be reclassified to profit or loss		-		
Total other comprehensive income		**-**	**0.93**	**0.93**
Total comprehensive income		**(48.94)**	**(62.58)**	**(111.50)**

43.2 Effect of Ind AS Adoption on the Statement of Profit and Loss for the year ended March 31, 2017

1. Under the Ind AS, the actuarial gains and losses are classified as part of the Other Comprehensive Income under the head Items that are not reclassified to Profit and Loss. There is no impact on the Total Comprehensive Income.
2. The company has borrowed interest free unsecured loans from promoters/directors. Such loans have been classified as compound financial instruments and bifurcated as debt and equity in accordance with Ind AS 32 "Financial Instruments : Presentation". The interest on debt component have been recognized in accordance with Ind AS 109 "Financial Instruments". Accordingly, there is an increase in Finance Cost.
3. The transaction costs paid for the term loan borrowed have been amortized over the period of the loans, as the loans are required to be carried at amortized cost as per Ind AS 109 "Financial Instruments". Consequently, there is an impact on Finance Cost.
4. Under the Ind AS, significant components of plant and equipment which have different useful life are depreciated based on their specific useful lives. Consequently, the amount of Depreciation charged for the year ended 31st March 2017 has increased by ₹ 50.31 Lakhs.
5. Under the Ind AS, the Deferred Tax is calculated on the basis of the Balance Sheet approach and not the Income Approach. As a result the net Deferred Tax for the FY 2016-17 is lower by ₹ 3.82 Lakhs as against Deferred Tax recognized under previous GAAP.

(Amount in ₹ Lakhs)

Particulars	**For the year ended 31.03.2017**
Revised profit as per previous GAAP	(48.93)
Adjustments :	
i. Reversal of Transaction Cost/ Interest as per EIR(Net)	(1.04)
ii. Depreciation on Major Components of PPE	(74.16)
iii. Reversal of Deferred Tax Liability	32.87
iv. Reversal of Profit on sale of Revalued Assets	(7.79)
v. Interest on Compound Financial Instruments(Net)	(12.45)
vi. Acturial Gain on Remeasurement of Defined Benefit Plans transferred to OCI	(0.93)
Total effect of transition to Ind AS	**(63.51)**
Profit for the year as per Ind AS	**(112.44)**
Other comprehensive income for the year (net of tax)	0.93
Total comprehensive income under Ind AS	**(111.51)**

43.4 Reconciliation of Other Equity as at March 31, 2017 and April 1, 2016

(Amount in ₹ Lakhs)

Particulars	**As at 31.03.2017**	**As at 01.04.2016**
Other Equity as per previous GAAP	10,021.92	10,070.85
Effect of Transition to Ind AS		
i. Reversal of Transaction Cost	8.46	9.51
ii. Reversal of Deferred Tax Liability	(1,368.17)	(1,401.04)
iii. Revaluation of Assets	3,253.61	3,253.61
iv. Equity Component of Compound Financial Instruments	95.64	121.28
v. Depreciation on Major Components of PPE	(74.16)	-
vi. Reversal of profit on sale of Revalued Assets	(7.79)	-
Total adjustment to equity	**1,907.59**	**1,983.36**
Other Equity under Ind AS	**11,929.51**	**12,054.21**

Notes annexed to and forming part of the Financial statements **As on 31st March 2018**

43.3 Reconciliation of total comprehensive income for the year ended March 31, 2017

44. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the board of directors on May 29, 2018.

45 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.

46 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 30th June,2017. During the year ended 31st March 2018, incentive as mentioned are booked in Other Operating Income of ₹ 9.49 Lakhs (P.Y ₹ 28.75 Lakhs).

47 Segment Reporting : The company is primarily engaged in business of plastic products which constitutes a single reportable segment in accordance with IND AS 108 'Operating Segments'

48 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. The Company has lodged a claim of ₹ 25.47 Crores with the Oriental Insurance Company Limited and the same was accounted as 'Insurance Claim Receivable'. The claim is finally settled by the Insurance Company for ₹ 1640.86 Lakhs on 12.04.2012. The Management has filed a 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 according no adjustments are made to the financial results of the company in this regard.

As per our attached Report of even date
For Pankaj Somaiya & Associates LLP
Chartered Accountants
Firm Registration No. 010081C/C400001
CA Pankaj Somaiya
Partner
Membership No.079918

Date: 29th May 2018
Place: Burhanpur

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

Vijay Prasad Pappu
(Whole Time Director cum 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 Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS 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, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity 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 Ind AS Financial Statements")

Management's Responsibility for Consolidated Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated Ind AS 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 including other comprehensive income, Consolidated Statement of Changes in Equity and Consolidated cash flows of the Group in accordance with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules,2015, as amended and the other accounting principles generally accepted in India.

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 consolidated Ind AS 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 Ind AS financial statements by Board of Directors of the Company.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

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 Ind AS 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 Ind AS 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, 2018, and its consolidated profit consolidated total comprehensive income, consolidated changes in equities 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 Ind AS financial statements:

(i) Note 48 to the consolidated Ind AS financial statements, which describe the uncertainty related to the outcome of the lawsuit filed against the Insurance Company.

(ii) Note 49 to the consolidated Ind AS financial statements, that no provisions have been made during the year in respect of balances outstanding for Trade Receivables, Advance to Suppliers and other receivables in respect of one of the subsidiary "Tapti Pipes and Products Limited FZE", which in opinion of the management are considered good and 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 ₹ 6,518.01 Lakhs as at 31st March, 2018, total revenue of ₹ 597.82 Lakhs and net cash outflow of ₹ 12.36 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 Ind AS 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 Ind AS 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 Ind AS financial statements;

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS 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 (including other comprehensive income), Consolidated Statement of Changes in Equity, 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 Ind AS financial statements;

   d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

   e. On the basis of written representations received from the directors of the Company as on March 31, 2018, 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, 2018 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 36 to the Consolidated Ind AS financial statements.

      ii. Provision has been made in the Consolidated Ind AS 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 has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

Place : **Burhanpur (MP)**
Date : **29th May 2018**

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 Ind AS financial statements of TEXMO PIPES AND PRODUCTS LIMITED ("the Company") as of and for the year ended 31 March 2018, 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. 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 of the Company and its Subsidiary company, which is company incorporated in India.

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, 2018, 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 (MP)**

Date : **29th May, 2018**

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

CA Pankaj Somaiya
Partner
Membership No.079918

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Consolidated Balance Sheet as at March 31, 2018

(Amount in ₹ Lakhs)

Particulars	Note	As at March 31,2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
1 NON CURRENT ASSETS				
(a) Property Plant and Equipment	3	**10,855.94**	10,913.40	10,499.13
(b) Capital Work-in-Progress	4	**381.06**	99.23	110.01
(c) Investment Property	5	**38.44**	38.44	38.44
(d) Other Intangible Assets	6	**4.28**	11.76	17.50
(e) Financial Assets				
(i) Trade Receivables	7	**3,616.89**	3,585.30	3,705.17
(ii) Other financial assets	8	**617.92**	615.97	630.16
(f) Other non-current assets	9	**3,772.77**	3,517.86	3,881.85
		19,287.31	18,781.95	18,882.27
2 CURRENT ASSETS				
(a) Inventories	10	**6,918.40**	8,201.91	7,450.00
(b) Financial Assets				
(i) Trade Receivables	11	**4,072.44**	4,635.18	3,555.73
(ii) Cash and Cash Equivalents	12	**94.30**	32.22	96.59
(iii) Bank balances other than (ii) above	12	**1,046.01**	988.08	1,015.08
(iv) Other financial assets	13	**859.40**	165.25	146.38
(c) Other Current Assets	14	**951.05**	976.65	1,120.38
		13,941.60	14,999.29	13,384.15
TOTAL ASSETS		**33,228.91**	**33,781.24**	**32,266.42**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	15	**2,502.00**	2,382.00	2,382.00
(b) Other Equity	16	**16,744.52**	16,624.88	16,897.67
(c) Non Controlling Interest		**6.11**	6.32	6.31
		19,252.64	19,013.21	19,285.98
LIABILITIES				
1 NON CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	17	**1,451.62**	1,470.57	926.06
(b) Deferred Tax Liabilities (Net)	18	**1,658.75**	1,584.83	1,637.51
(c) Other non-current liabilities	19	**158.85**	150.24	130.35
		3,269.20	3,205.65	2,693.91
2 CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	20	**4,174.44**	4,874.24	4,645.71
(ii) Trade Payables	21			
Total Outstanding dues of Micro & Small enterprises		**1,270.24**	944.05	545.99
Total Outstanding dues of Others		**3,695.40**	3,908.99	3,704.18
(iii) Other Financial Liabilities	22	**383.97**	315.93	220.42
(b) Other Current Liabilities	23	**1,064.36**	1,242.77	1,037.47
(c) Provisions	24	**118.66**	123.41	113.58
(d) Current Tax Liabilities (Net)	25	**-**	153.00	19.17
		10,707.06	**11,562.39**	**10,286.53**
TOTAL EQUITY AND LIABILITIES		**33,228.91**	**33,781.24**	**32,266.42**

See accompanying notes to the financial statements
As per our attached Report of even date

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

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur(M.P.)
Date: 29th May 2018

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

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

Shyam Sunder Agrawal
Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2018

(Amount in ₹ Lakhs)

Particulars	Note	Consolidated	
		Year Ended March 31, 2018	Year ended March 31, 2017
Revenue			
Revenue from operations	26	25,849.21	32,215.21
Other Income	27	512.45	411.46
TOTAL		**26,361.65**	**32,626.66**
Expenses			
Cost of Material Consumed	28	16,902.54	16,718.46
Purchase of Stock-in-Trade	29	2,821.48	7,090.70
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	363.43	48.66
Excise Duty		703.44	2,427.57
Employee benefit expenses	31	1,242.00	1,317.31
Finance Cost	32	1,068.42	1,219.32
Depreciation and amortization expense	3&6	531.17	664.85
Other expenses	33	2,607.97	3,110.82
TOTAL		**26,240.44**	**32,597.69**
Profit / (Loss) before exceptional items and tax		**121.22**	**28.97**
Exceptional items		**-**	**-**
Profit / (Loss) before tax		**121.22**	**28.97**
Tax Expenses Continued Operations			
Current Tax		**32.71**	**55.32**
Deferred Tax		**73.91**	**(52.83)**
Short/(Excess) Provision for Tax for earlier years		**0.03**	**161.06**
Profit / (Loss) for the year from Continuing Operations		**14.56**	**(134.57)**
Profit / (Loss) for the year of Discontinued Operations (refer note 1)		**1.35**	**0.52**
Tax Expenses Discontinued Operations			
Current Tax		**0.42**	**0.001**
Deferred Tax		**-**	**0.16**
Profit / (Loss) for the year of Discontinued Operations (after tax)		**0.93**	**0.36**
Profit / (Loss) for the period		**15.50**	**(134.22)**
Other Comprehensive Income	34		
A (i) Items that will not be reclassified to profit or loss		**(12.61)**	**0.93**
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss		**21.81**	**(126.31)**
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total Comprehensive Income for the period (Comprising Profit(Loss) and Other Comprehensive Income Period for the period		**24.69**	**(259.60)**
Earnings per Equity Share (for Continuing Operations) (Face value of ₹ 10/- each)			
- Basic		**0.06**	**(0.56)**
- Diluted		**0.06**	**(0.56)**
Earnings per Equity Share (for discontinued Operations) (Face value of ₹ 10/- each)			
- Basic		**0.004**	**0.001**
- Diluted		**0.004**	**0.001**
Earnings per Equity Share (for discontinued & continuing Operations) (Face value of ₹ 10/- each)			
- Basic		**0.06**	**(0.56)**
- Diluted		**0.06**	**(0.56)**

See accompanying notes to the financial statements
As per our attached Report of even date

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

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur(M.P.)
Date: 29th May 2018

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

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

Shyam Sunder Agrawal
Company Secretary

Cash Flow Statement for the year ended 31st March 2018

(Amount in ₹ Lakhs)

	Particulars	Consolidated			
			Year ended 31st March 2018		Year ended 31st March 2017
A	**Cash Flow from Operating Activities**				
	Profit / (Loss) before tax		121.22		28.97
	Adjustments for:				
	Profit (before tax) of discontinued operations	-		0.52	
	Depreciation & Amortization	531.17		664.85	
	Interest Expense	1,068.42		1,219.32	
	Interest Income	(189.70)		(126.64)	
	Provision for Doubtful Debts	40.00		22.00	
	Loss / (Profit) on sale of assets	(6.83)		(45.83)	
	Remeasurement of defined benefit plans	(12.61)		0.93	
	Exchange difference on translation of financial statements of foreign operations	21.14	1,451.59	(126.31)	1,608.84
	Operating Profit before Working Capital Changes		1,572.81		1,637.81
	Adjustments for:				
	Trade Receivables	491.14		(981.58)	
	Other financial assets	(694.15)		(18.87)	
	Other Bank Balances	(57.93)		27.00	
	Inventories	1,283.51		(751.92)	
	Other Current Assets	23.75		120.74	
	Trade Payables	112.60		602.87	
	Other Current Liabilities	(178.41)		205.30	
	Short Term Provisions	(4.75)	975.76	9.83	(786.64)
	Net Cash generated from / (used) in Operating Activities		2,548.57		851.18
	Taxes (Paid) / Refund (net)		(183.46)		(82.62)
	Cash Flow before extraordinary items		2,365.10		768.55
	Net Cash generated from / (used) in Operating Activities		2,365.10		768.55
B	**Cash Flow from Investing Activities**				
	Interest Received	189.70		126.64	
	(Purchase)/ Sale of Tangible Assets (Net)	(741.23)		(1,015.28)	
	(Purchase)/ Sale of Intangible Assets (Net)	-		(1.49)	
	Proceeds from Sale of Investment in Subsidiary/Associate/Joint Venture	(1.95)		14.20	
	Movement in Deposits	(257.19)		364.07	
	Net Cash generated from / (used in) Investing Activities		(810.67)		(511.87)
C	**Cash Flow from Financing Activities**				
	Proceeds from Issue of Equity Shares	264.00		-	
	Interest Paid	(1,068.42)		(1,219.32)	
	Proceeds from Long Term Loans	3.47		649.83	
	Movement in Long Term Deposits	8.61		19.89	
	Proceeds from/(Repayment of) Short Term Loans	(699.80)		228.53	
	Increase/(Decrease) in Non Controlling Interest	(0.21)		0.01	
	Net Cash generated from / (used in) Financing Activities		(1,492.34)		(321.06)
	Net increase / (decrease) in Cash and Cash Equivalents (A+B+C+D)		**62.09**		**(64.38)**
	Opening Balance of Cash and Cash Equivalents		32.22		96.60
	Closing Balance of Cash and Cash Equivalents		94.31		32.22
	Net increase / (decrease) in Cash and Cash Equivalents		**62.09**		**(64.38)**

See accompanying notes to the financial statements
As per our attached Report of even date

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

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur(M.P.)
Date: 29th May 2018

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

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

Shyam Sunder Agrawal
Company Secretary

STATEMENT OF CHANGES IN EQUITY

Consolidated Statement of Changes in Equity for the period ended 31st March 2018

A. Equity Share Capital

(Amount in ₹ Lakhs)

Balance at the beginning of reporting period as on 1st April 2016	Changes in Equity share capital during the year 2016-17	Balance at the end of reporting period as on 31st March 2017	Changes in Equity share capital during the year 2017-18	Balance at the end of reporting period as on 31st march 2018
2,382.00	-	2,382.00	120.00	2,502.00

B. Other Equity

(Amount in ₹ Lakhs)

			Reserve and Surplus							
	Share Application money pending allotment	Equity Component of Compound Financial Instruments	Securities Premium	Preference Share Redemption Reserve	Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Revaluation Surplus	Exchange difference on translating the financial statements of foreign operations	Total
Balance at the beginning of reporting period as on 1st April 2016	-	121.28	6,564.04	-	2,085.48			6,447.61	1,679.27	16,897.67
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of reporting period	-	121.28	6,564.04	-	2,085.48			6,447.61	1,679.27	16,897.67
Profit for the year 2016-17					(134.22)					(134.22)
Other comprehensive income for the year 2016-17					0.93				(126.31)	
Dividends	-	-	-	-	-	-	-	-	-	-
Transferred to Retained Earnings					7.79			(7.79)		-
Issued during the year		9.81								9.81
Transferred from Retained Earnings				-	(22.99)				-	(22.99)
Redeemed during the year		-								-
Balance at the end of reporting period as on 31st March 2017	-	131.09	6,564.04	-	1,936.99			6,439.82	1,552.96	16,624.88

Consolidated Statement of Changes in Equity for the period ended 31st March 2018

(Amount in ₹ Lakhs)

	Share Application money pending allotment	Equity Component of Compound Financial Instruments	Reserve and Surplus: Securities Premium	Reserve and Surplus: Preference Share Redemption Reserve	Reserve and Surplus: Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Revaluation Surplus	Exchange difference on translating the financial statements of foreign operations	Total
Balance at the beginning of reporting period as on 1st April 2017	-	131.09	6,564.04	-	1,936.99	-	-	6,439.82	1,552.96	16,624.88
Changes in Accounting Policies/Prior Period Errors		-								-
Restated balance at the beginning of reporting period	-	131.09	6,564.04	-	1,936.99			6,439.82	1,552.96	16,624.88
Profit for the year 2017-18					14.56					14.56
Other comprehensive income for the period 2017-18					(12.61)				21.81	9.20
Dividends	-	-	-	-	-	-	-	-	-	-
Transferred to Retained Earnings					12.47			(12.47)		
Issued during the year	-		144.00							144.00
Transferred from Retained Earnings		-		-	(1.84)				-	(1.84)
Exchange difference					(0.66)					(0.66)
Redeemed during the year		(45.61)						-		(45.61)
Balance at the end of reporting period as on 31st March 2018	**-**	**85.48**	**6,708.04**	**-**	**1,948.90**			**6,427.35**	**1,574.76**	**16,744.52**

See accompanying notes to the financial statements
As per our attached Report of even date

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

CA Pankaj Somaiya
Partner
Membership No.079918

Place: Burhanpur(M.P.)
Date: 29th May 2018

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

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

Shyam Sunder Agrawal
Company Secretary

Significant Accounting Policies

1. GROUP INFORMATION

The Company and its subsidiaries (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 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 2018	% of Voting Power held as at 31st March 2017
Texmo Petrochemicals LLP *	India	0.00%	99.15%
Tapti Pipes & Products Ltd. FZE	UAE	100.00%	100.00%

* The Company retired from the LLP w.e.f. January 10, 2018

Joint Venture

Name of the Entity	Country of Incorporation	% of Voting Power held as at 31st March 2018	% of Voting Power held as at 31st March 2017
Mangal Murti Minerals	India	88.53%	88.47%

2.0 BASIS OF PREPARATION AND PRESENTATION

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments) and
- Defined benefit plans - plan assets

The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Upto the year ended March 31, 2017, the Group has prepared its consolidated financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which include Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These consolidated financial statements are the Group`s first Ind AS consolidated financial statements.

Group's consolidated financial statements are presented in Indian Rupees (INR), which is also its functional currency.

2.1 PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Texmo Pipes & Products Limited ('the Company') and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:\

a The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

b Profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and property, plant & equipment, are eliminated in full.

c In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve.

d Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

e The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

f Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

g Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

h Investment in Associates and Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.

i The Company accounts for its share of post acquisition changes in net assets of associates and joint ventures, after eliminating unrealized profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates Statement of Profit and Loss and through its eserves for the balance based on available information.

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Property, Plant and Equipment (PPE)

i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.

iii) Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

iv) Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 . Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine. In respect of following assets, useful life estimated is different than those prescribed in Schedule II:

Asset	Useful Life
Dies and Moulds	12 Years

v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

vi) Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

vii) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.

b) Leases

i) Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

ii) Leased assets: Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

iii) Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognized as expenses in the periods in which they are incurred.

iv) A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

v) Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

c) Intangible assets

i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

ii) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

iii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized

d) Capital Work in Progress

i) Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

ii) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land

and infrastructure facilities, on commissioning of projects.iii)Capital Expenditure incurred for creation of facilities, over which the Group does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

e) 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.

f) Research and Development Expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalized.

g) Finance Cost

i) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

ii) Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

iii) All other borrowing costs are expensed in the period in which they occur.

h) Inventories

i) Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any, except in case of by-products which are valued at net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

ii) Cost of raw materials, stores and spares, packing materials, trading and other products are determined at Cost, with moving average price on FIFO basis

i) Impairment of non-financial assets - property, plant and equipment and intangible assets

i) The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

ii) An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

iii) The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

j) Provisions, Contingent Liabilities and Contingent Assets and Commitments

i) Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized as a standalone asset only when the reimbursement is virtually certain.

ii) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

iii) Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date are adjusted to reflect the current management estimate.

iv) Contingent assets are not recognized but are disclosed in the consolidated financial statements when inflow of economic benefits is probable.

k) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the other comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

i) **Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

ii) **Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

l) Foreign Currency Transactions

i) Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

ii) Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

iii) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or Statement of Profit and Loss are also recognized in OCI or Statement of Profit and Loss, respectively).

m) Employee Benefits ExpenseShort Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution PlansA defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Group's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefits PlansThe cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post- employment are charged to the Other Comprehensive Income.

Employee Separation Costs

Compensation to employees who have opted for retirement under the voluntary retirement scheme of the Group is payable in the year of exercise of option by the employee. The Group recognizes the employee separation cost when the scheme is announced and the Group is demonstrably committed to it.

n) Revenue recognition

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/ loss on corresponding hedge contracts.

Interest income

Interest income from a financial asset is recognized using effective interest rate (EIR) method.

Dividends

Revenue is recognised when the Group's right to receive the payment has been established, which is generally when shareholders approve the dividend.

o) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted to the extent that there is no uncertainty in receiving the claims.

p) Financial Intruments

i) Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

Financial assets carried at amortised cost A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL.

C. Investment in subsidiaries, Associates and Joint Ventures

The Group has elected to measure investment in subsidiaries, joint venture and associate at cost. On the date of transition, the fair value has been considered as deemed cost.

Investment in Equity shares & Mutual Funds etc., are classified at fair value through the profit and loss account.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii) Financial Liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments and Hedge Accounting

The Group uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognized in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

a) **Cash flow hedge**

The Group designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk

of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognized asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

b) **Fair Value Hedge**

The Group designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to Statement of Profit and Loss over the period of maturity.

Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

q) Operating Cycle

The Group presents assets and liabilities in the balance sheet based on current / non-current classification based on operating cycle. An asset is treated as current when it is:

a. Expected to be realized or intended to be sold or consumed in normal operating cycle;

b. Held primarily for the purpose of trading;

c. Expected to be realized within twelve months after the reporting period, or

d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.A liability is current when:

a. It is expected to be settled in normal operating cycle;

b. It is held primarily for the purpose of trading;

c. It is due to be settled within twelve months after the reporting period, or

d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Group has identified twelve months as its operating cycle.

r) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

s) Dividend Distribution

Dividend distribution to the shareholders is recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Group's shareholders.

t) Statement of Cash Flows

i) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

ii) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Ind AS.

2.3 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the consolidated financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the consolidated financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are

reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

a) Depreciation / amortization and useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortized over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortization to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortization for future periods is revised if there are significant changes from previous estimates.

b) Recoverability of trade receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

d) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

e) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.4 First Time adoption of Ind AS

The Group has adopted Ind AS with effect from 1st April 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

a) Exemptions from retrospective application

i) **Business combination exemption**

The Group has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2016 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Group has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date

ii) **Fair value as deemed cost exemption**

The Group has elected to measure items of property, plant and equipment and intangible assets at its carrying value at the transition date.

iii) **Cumulative translation differences**

The Group has elected to apply Ind AS 21 - The Effects of changes in Foreign Exchange Rate prospectively. Accordingly all cumulative gains and losses recognised are reset to zero by transferring it to retained earnings.

iv) **Investments in subsidiaries, joint ventures and associates**

The Company has elected to measure investment in the wholly owned subsidiary M/s Tapti Pipes and Products Ltd. FZE at Fair Value. All other subsidiaries, joint venture and associates are valued at cost, there being insignificant difference between their fair value and the carrying cost.

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

3. Property, Plant and Equipment

(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	As at March 31, 2018	Upto March 31, 2017	For the year	Deductions	Up to March 31, 2018	As at March 31, 2018	As at March 31, 2017
Freehold Land	6,447.13	-	-	6,447.13	-	-	-	-	6,447.13	6,447.13
Factory Buildings	738.59	40.97	-	779.56	27.70	28.88	-	56.58	722.98	710.89
Office Buildings	317.78	17.48	-	335.26	4.71	5.49	-	10.20	325.06	313.07
Plant and Equipment	3,522.42	315.79	-	3,838.20	501.54	396.08	-	897.78	2,940.42	3,020.88
Furniture and Fixture	77.55	5.86	-	83.41	15.65	16.04		31.68	51.73	61.90
Vehicles	340.12	63.46	(33.99)	369.59	19.06	65.23	(32.02)	52.26	317.32	321.06
Office Equipment	50.47	24.64	-	75.11	11.83	11.97		23.80	51.30	38.63
Total	**11,494.05**	**468.20**	**(33.99)**	**11,928.26**	**580.65**	**523.69**	**(32.02)**	**1,072.32**	**10,855.94**	**10,913.40**

3.1 Property, Plant and Equipment

(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2016	Additions during the year	Deductions	As at March 31, 2017	Upto March 31, 2016	For the year	Deductions	Up to March 31, 2017	As at March 31, 2017	As at March 31, 2016
Freehold Land	6,447.13	-	-	**6,447.13**	-	-	-	-	**6,447.13**	6,447.13
Factory Buildings	714.47	24.12	-	**738.59**	-	27.70	-	**27.70**	**710.89**	714.47
Office Buildings	261.63	56.15	-	**317.78**	-	4.71	-	**4.71**	**313.07**	261.63
Plant and Equipment	2,822.81	749.43	(49.82)	**3,522.42**	-	547.89	(46.19)	**501.70**	**3,020.72**	2,822.81
Furniture and Fixtures	68.61	8.94	-	**77.55**	-	15.65	-	**15.65**	**61.90**	68.61
Vehicles	151.09	222.66	(33.63)	**340.12**	-	49.84	(30.78)	**19.06**	**321.06**	151.09
Office Equipment	33.40	17.07		**50.47**	-	11.83	-	**11.83**	**38.63**	33.40
Total	**10,499.13**	**1,078.37**	**(83.45)**	**11,494.05**	**-**	**657.62**	**(76.97)**	**580.65**	**10,913.40**	**10,499.13**

4. Capital work in progress

(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortization				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	As at March 31, 2018	Upto March 31, 2017	For the year	Deductions	Up to March 31, 2018	As at March 31, 2018	As at March 31, 2017
Capital work in progress	99.23	346.12	(64.29)	381.06	-	-	-	-	381.06	99.23
Total	**99.23**	**346.12**	**(64.29)**	**381.06**	**-**	**-**	**-**	**-**	**381.06**	**99.23**

Notes annexed to and forming part of the Consolidated Financial statements

4.1 Capital work in progress

As on 31st March 2017
(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortizations				Net Block	
	As at April 1, 2016	Additions during the year	Deductions	As at March 31, 2017	Upto March 31, 2016	For the year	Deductions	Up to March 31, 2017	As at March 31, 2017	As at March 31, 2016
Capital work in progress	110.01	107.95	(118.73)	99.23	-	-	-	-	99.23	110.01
Total	**110.01**	**107.95**	**(118.73)**	**99.23**	**-**	**-**	**-**	**-**	**99.23**	**110.01**

5. Investment Property

As on 31st March 2018
(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortizations				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	As at March 31, 2018	Upto March 31, 2017	For the year	Deductions	Up to March 31, 2018	As at March 31, 2018	As at March 31, 2017
Freehold Land	38.44	-	-	38.44	-	-	-	-	38.44	38.44
Total	**38.44**	**-**	**-**	**38.44**	**-**	**-**	**-**	**-**	**38.44**	**38.44**

5.1 Investment Property

As on 31st March 2017
(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortizations				Net Block	
	As at April 1, 2016	Additions during the year	Deductions	As at March 31, 2017	Upto March 31, 2016	For the year	Deductions	Up to March 31, 2017	As at March 31, 2017	As at March 31, 2016
Freehold Land	38.44	-	-	38.44	-	-	-	-	38.44	38.44
Total	**38.44**	**-**	**-**	**38.44**	**-**	**-**	**-**	**-**	**38.44**	**38.44**

6. Other Intangible Assets

As on 31st March 2018
(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortisation				Net Block	
	As at April 1, 2017	Additions during the year	Deductions	As at March 31, 2018	Upto March 31, 2017	For the year	Deductions	Up to March 31, 2018	As at March 31, 2018	As at March 31, 2017
Computer Software	18.99	-		18.99	7.23	7.48	-	14.71	4.28	11.76
Total	**18.99**	**-**	**-**	**18.99**	**7.23**	**7.48**	**-**	**14.71**	**4.28**	**11.76**

6.1 Other Intangible Assets

As on 31st March 2017
(Amount in ₹ Lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortisation				Net Block	
	As at April 1, 2016	Additions during the year	Deductions	As at March 31, 2017	Upto March 31, 2016	For the year	Deductions	Up to March 31, 2017	As at March 31, 2017	As at March 31, 2016
Computer Software	17.50	1.49	-	18.99	-	7.23	-	7.23	11.76	17.50
Total	**17.50**	**1.49**	**-**	**18.99**	**-**	**7.23**	**-**	**7.23**	**11.76**	**17.50**

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

1. The Group has availed the deemed cost exemption in relation to the property, plant and equipment except in case of Land, that is valued at its fair value, on the date of transition i.e. April 1, 2016 and hence the net carrying amount has been considered as the gross carrying amount on that date.
2. Freehold Land has been revalued at ₹6447.13 Lakhs as per requirement of IND AS. Previous value as per GAAP was ₹ 198.70 Lakhs.
3. Entire movable and immovable Property, Plants and Equipment are mortgaged in favour of secured lenders against the sanction limits. (Note 17)

All intangible assets are other than internally generated.4.In respect of Intangible assets;

a) Useful life is as follows

(i) In respect of Computer Software average useful life 4 - 5 years.

(Amount in ₹ Lakhs)

7. Trade Receivables (Unsecured)

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good	**3,616.89**	3,585.30	3,705.17
Unsecured, considered doubtful	**-**	-	-
	3,616.89	3,585.30	3,705.17
Less: Provision for doubtful debts	**-**	-	-
Total	**3,616.89**	**3,585.30**	**3,705.17**

(Amount in ₹ Lakhs)

8 . Other financial assets

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Other Receivables	**617.92**	615.97	630.16
Total	**617.92**	**615.97**	**630.16**

(Amount in ₹ Lakhs)

9. Other non current assets

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Capital Advances			
Unsecured, considered good	**164.11**	35.27	31.59
b. Advances other than Capital Advances			
Security Deposits	**139.91**	118.41	121.72
Advance Tax & TDS	**-**	2.28	2.20
Advance amount paid under protest	**438.62**	245.70	273.19
Others	**35.56**	54.39	186.95
Incentives Receivable from Government	**-**	74.45	226.44
Insurance claim receivable	**714.38**	714.38	714.38
Advance to Suppliers	**2,280.19**	2,272.98	2,325.37
Total	**3,772.77**	**3,517.86**	**3,881.85**

10. Inventories **(Amount in ₹ Lakhs)**

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Raw Materials	**4,909.29**	5,855.18	5,051.35
Packing Materials	**44.68**	35.12	40.08
Finished goods	**1,728.24**	1,908.08	2,072.50
Stock in trade	**181.01**	364.60	248.83
Stores and spares	**55.18**	38.93	37.24
Total	**6,918.40**	**8,201.91**	**7,450.00**

- Inventories are valued at cost or net realisable value whichever is lower. The cost formulas used are Weighted Average Cost in case of Raw Materials , Packing Materials, Stock in Trade, Stores, Spares, Components and Consumables. The cost of inventories comprises all cost of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Excise Duty was included in the value of finished goods inventory till 30th June 2017.
- The cost of inventories recognized as an expense during the year is disclosed in Note 28, 29 and 30.
- Borrowings are secured by first paripassu charge on stock (including raw material, finished goods and work in progress) and book debts. (Note 17)

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

(Amount in ₹ Lakhs)

11. Trade Receivables (Unsecured)

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good	**4,072.44**	4,635.18	3,555.73
Unsecured, considered doubtful	**40.00**	62.12	40.12
	4,112.44	4,697.30	3,595.84
Less: Provision for doubtful debts	**(40.00)**	(62.12)	(40.12)
Total	**4,072.44**	**4,635.18**	**3,555.73**

12. Cash and Bank Balances

(Amount in ₹ Lakhs)

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Cash & Cash Equivalents			
Balances with Banks in			
Current Accounts	**6.58**	**8.54**	70.59
Cheques in Hand	**67.54**	**-**	-
Cash on Hand	**20.18**	**23.68**	26.00
	94.30	**32.22**	96.59
Other Bank Balances*			
In deposit account with more than three months maturity	**1,046.01**	**988.08**	1,015.08
	1,046.01	**988.08**	1,015.08
Total	1,140.31	**1,020.30**	1,111.67

* As margin money of bank guarantee and letter of credit

(Amount in ₹ Lakhs)

13. Other financial assets

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Loans and advances others	**859.40**	165.25	146.38
Total	**859.40**	**165.25**	**146.38**

(Amount in ₹ Lakhs)

14. Other current assets

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Advances other than Capital Advances			
Advance to employees	**27.33**	28.22	20.89
Advance to others	**125.44**	161.91	173.41
Advance to Suppliers	**36.89**	11.47	126.63
b. Others			
Assets Held for Sale (Freehold Land)	**217.15**	234.35	398.52
Accidental claim receivable	**1.61**	-	-
Balances with Tax Authorities	**42.49**	175.77	82.03
Prepaid Expenses	**41.13**	18.85	53.11
Incentives Receivable from Government	**430.02**	346.07	254.68
Deposits	**-**	-	11.11
Advance Tax Net of Provision	**28.99**	-	-
Total	**951.05**	**976.65**	**1,120.38**

15. a) Share capital

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number	Amount	Number	Amount	Number	Amount
Authorised						
3,00,00,000 Equity Shares of ` 10/- each	30,000,000	3,000.00	30,000,000	3,000.00	30,000,000	3,000.00
Issued, Subscribed & fully paid up						
2,38,20,000 Equity Shares of `.10/- each	25,020,000	2,502.00	23,820,000	2,382.00	23,820,000	2,382.00
	25,020,000.00	**2,502.00**	**23,820,000.00**	**2,382.00**	**23,820,000.00**	**2,382.00**

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

(Amount in ₹ Lakhs)

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	23,820,000	2,382.00	23,820,000	2,382.00	23,820,000	2,382.00
Add: Shares issued during the year	1,200,000	120.00	-	-	-	-
Shares outstanding at the end of the year	**25,020,000.00**	**2,502.00**	**23,820,000**	**2,382.00**	**23,820,000**	**2,382.00**

c) Shares held by the holding Company / Associate Company and shareholders holding more than 5% shares in the Company

(Amount in ₹ Lakhs)

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares						
Sanjay Kumar Agrawal	3,896,474	15.57%	3,896,474	16.36%	3,896,474.00	16.36%
Rashmi Devi Agrawal	3,377,592	13.50%	3,377,592	14.18%	3,377,592.00	14.18%
Shree Padmavati Irrigations LLP	1,312,000	5.24%	-	-	-	-

Terms / Rights to Shareholders

(i) Equity Shares

(A) Voting

(i) The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. 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 to their shareholding.

(Amount in ₹ Lakhs)

16. Other Equity	Consolidated		
Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at April 1, 2016**
(a) Securities Premium Account			
Balance as per last financial statement	**6,564.04**	6,564.04	6,564.04
Add : Premium on issue of Equity Shares	**144.00**	-	-
Less : Redemption during the year	**-**	-	-
(a)	**6,708.04**	6,564.04	6,564.04
(b) Retained Earnings			
Balance as per Last Financial statement	**1,936.99**	2,085.48	2,085.48
Add: Transferred from Revaluation Reserve	**12.47**	7.79	-
Less: Unamortised Cost written off on Discounting of Loans to Subsidiary	**(1.84)**	(22.99)	-
Profit/(Loss) for the Year	**14.56**	(134.22)	-
Other Comprehensive Income for the year	**(12.61)**	0.93	
Less: Exchange difference on translation of financial statements of foreign operations	**(0.66)**	-	-
	1,948.90	**1,936.99**	2,085.48
(c) Exchange difference on translation of Financial Statements of foreign operations			
Balance as per Last Financial statement	**1,552.96**	1,679.27	1,679.27
Add/Less: Exchange difference on translation (Tapti Pipes & Products Ltd FZE)	**21.81**	(126.31)	-
	1,574.76	1,552.96	1,679.27
(d) Revaluation Reserve			
Balance as per Last Financial statement	**6,439.82**	6,447.61	6,447.61
Add: Revaluation of Freehold Land	**-**	-	-
Less: Transferred to Retained Earnings	**(12.47)**	(7.79)	-
	6,427.35	**6,439.82**	**6,447.61**
(e) Equity Component of Compound Financial Instruments			
Balance as per Last Financial statement	**131.09**	121.28	121.28
Add: Equity component of Interest free Unsecured loans classified as Promoters Equity	**-**	9.81	-
Less: Redeemed during the year	**(45.61)**	-	-
	85.48	**131.09**	**121.28**
Total	**16,744.52**	**16,624.88**	**16,897.67**

Notes - Nature and Purpose of reserve

Securities premium Account - The amount received in excess of face value of the equity shares is recognized in Securities Premium Account. This reserve is available for utilization in accordance with the provisions of the Companies Act, 2013.

Revaluation Reserve - The company has created revaluation reserve out of revaluation of land carried out during the year 2016-17.

Retained Earnings Retained Earnings are the profits/losses that the Company has earned till date.

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

17. Long Term Borrowings **(Amount in ₹ Lakhs)**

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Non Current	Current *	Non Current	Current *	Non Current	Current *
(a) Term Loans						
Secured						
Term Loans						
From banks	1,038.81	351.08	633.02	279.77	330.43	170.51
From Others			-	-	-	-
Religare Fin Vest Ltd., New Delhi	56.52	7.65	64.27	6.69	71.27	5.85
Reliance Capital Ltd., Indore T/L	17.63	22.09	39.93	19.72	60.05	16.99
Total Secured Loans	**1,112.97**	**380.81**	**737.22**	**306.18**	**461.75**	**193.34**
Unsecured						
Loans and advances from related parties						
SHRI SANJAY KUMAR AGRAWAL, BURHANPUR	2.94	-	35.94	-	191.80	-
SMT. RASHMI DEVI AGRAWAL, BURHANPUR	9.28	-	44.68	-	37.67	-
Shree Padmavati Irrigations LLP, Indore	15.87	-	252.74	-	34.25	-
From Others						
Religare Fin Vest Ltd., New Delhi	-	-	-	0.61	0.59	13.68
Bajaj Finance Ltd., Mumbai	-	-	-	4.80	-	8.00
THE ABK INDUSTRIES PVT. LTD., MUM BAI	-	-	350.00	-	200.00	-
HDFC BANK LTD CORPORATE CARD 4718 6502 0001 0715	**19.95**	-				
DI TECH MOULDS MUMBAI	**290.61**	-				
SHREE SAI CALNATES INDIA PVT LTD, SURAT	-	-	50.00	-	-	-
Total Unsecured Loans	**338.65**	-	**733.36**	**5.41**	**464.31**	**21.67**
Total	**1,451.62**	**380.81**	**1,470.57**	**311.59**	**926.06**	**215.01**

*Current Items include amount payable in the next 12 months

Notes:

1. Amount stated in Current maturity is disclosed under the head of "Other Financial Liabilities (Current)" (Note 22).
2. Refer Note 42 for information about liquidity risk
3. Term Loans are Secured by way of first charge, in respect of Fixed assets, both present and future, and second charge on entire current assets of the Company both present and future. (Note 3,10,11)
4. Nature of Security and terms of repayment for Long Term Secured Borrowings

- HDFC Bank Term Loan of ₹83.71 Lakhs (Previous Year: ₹ 92.54Lakhs) 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%).

- Bank of Baroda Term Loan for Plant & Machinery of ₹66.62 Lakhs (Previous Year: ₹ 180.14 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 Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigations LLP, Balaji Industries and Venkatesh Industries.

  Repayable in 60 equal monthly installments starting from November 2013. Last installment due in November 2018. Rate of interest 12.08% p.a. as at year end.(Previous Year 13.50%).

- Vehicle Loans of ₹231.57 Lakhs (Previous Year: ₹ 261.29 Lakhs). The Loans are secured by way of hypothecation of respective motor vehicle purchased. Repayable in 36 to 60 equal monthly instalments. Rate of interest in range of 9.44% to 9.81% p.a. (Previous year 9.81% to 14% p.a.).

- Secured Loan From Others include Loan from Religare Fin Vest Limited of ₹64.81 Lakhs (Previous Year: ₹ 71.75 Lakhs), secured by Equitable Mortgage of Indore Office. Repayable in 120 equal monthly instalments starting from May 2014. Last instalment due in April 2024.. Rate of interest is 13.50% p.a. at the year end. (Previous year 13.50% p.a.).

- Secured Loan From Others include Loan from Reliance Capital Limited of ₹40.19 Lakhs (Previous Year: ₹ 60.71Lakhs), 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 is 12% p.a. at the year end. (Previous year 15% p.a.).

- Central Bank of India Term Loan for plant & Machinery is ₹ 317.83 Lakhs (Previous Year: ₹ 385.43 Lakhs), secured by Pari Pasu

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

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 LLP and Shree Venkatesh Industries.

Repayable in 84 equal monthly installments starting from October 2016. Last installment due in September 2023.. Rate of interest is 12.65% p.a. at the year end. (Previous year 13.95% p.a.)

- Punjab National Bank Term Loan for Plant & Machinery of ₹703.85 Lakhs (Previous Year: ₹ Nil), repayable within 84 months including initial moratorium period of 5 months, repayable by March 2025, secured on pari pasu charge on plant & Machinery and Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigation LLP, Balaji Industries and Venkatesh Industries.

  Repayable in 84 equal monthly installments starting from April 2018. Last installment due in March 2025. Rate of interest 10.55% p.a. as at year end.

Terms of loans from Related Parties

i) Loans & Advances from Related parties Include Loan from Managing Director Mr. Sanjay Kumar Agrawal of ₹3.49 Lakhs (Previous Year - ₹ 46.25 Lakhs) , Director Mrs. Rashmi Devi Agrawal - ₹ 11.00 Lakhs (Previous Year - ₹ 57.50Lakhs) & Shree Padmavati Irrigations LLP, Indore- ₹19.00 Lakhs (Previous Year - ₹ 325.25Lakhs). The Loans taken from Related Parties are Interest free.

18 Deferred Tax Liabilities

The Movement on the deferred tax account is as follows **(Amount in ₹ Lakhs)**

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deferred Tax Liabilities on account of timing differences			
Depreciation & Others	1,584.83	1,637.51	1,637.51
Charge/(Credit) to Statement of Profit & Loss	73.91	(52.68)	-
At the end of the year	**1,658.75**	**1,584.83**	**1,637.51**

Component of Deferred Tax Liabilities/(Assets)

Particulars	As at April 1, 2016	Charge/(Credit) to Statement of Profit & Loss	As at 31st March-2017	Charge/ (Credit) to Statement of Profit & Loss	As at 31st March-2018
Deferred Tax Liabilities in relation to :					
Property, Plant & Equipment	296.79	(33.48)	263.31	33.88	297.19
Revalued Land	1,377.17	(5.42)	1,371.75	(5.26)	1,366.49
	1,673.96	(38.91)	1,635.05	28.62	1,663.68
Deferred Tax Assets in relation to :					
Preliminary Expenses	0.16	-	-	-	-
Provision for Doubtful Trade Receivable	18.44	7.27	25.71	(33.02)	(7.31)
Provision for Doubtful Loans and Advances	2.97	-	2.97	(2.97)	-
Gratuity Payable	14.88	6.66	21.54	(9.30)	12.24
	36.45	13.93	50.22	(45.29)	4.93
Total	**1,637.51**	**(52.84)**	**1,584.83**	**73.91**	**1,658.75**

(Amount in ₹ Lakhs)

19. Other Non Current Liabilites

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Long Term Deposits from Dealers	**144.65**	136.04	108.55
Deposits for Premises given on Rent	**8.70**	8.70	8.70
Advances for sale of Properties	**5.50**	5.50	13.10
Total	**158.85**	**150.24**	**130.35**

(Amount in ₹ Lakhs)

20. Short Term Borrowings

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
From banks			
Cash Credit from SBI	**3,951.29**	4,498.62	4,181.10
From other parties			
NSIC Assistance	**198.97**	351.43	464.61
Unsecured			
(a) Loans repayable on demand	**24.19**	24.19	-
Total	**4,174.44**	**4,874.24**	**4,645.71**

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

(a) 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 ₹ 2735.37 Lakhs (Previous Year: ₹ 3221.31 Lakhs), Bank Of Baroda Cash Credit Loan of ₹ 681.49 Lakhs (Previous Year: ₹ 3221.31 Lakhs), Punjab National Bank cash Credit Loan of ₹ 345.91 Lakhs (Previous Year: ₹ 392.50 Lakhs) and Central Bank of India Cash Credit Loan of ₹ 188.52 Lakhs (Previous Year: ₹ 197.81 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 Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigations LLP, Shree Balaji Industries and Shree Venkatesh Industries.

(b) Working Capital Loans from others includes Raw Material NSIC assistance of ₹ 198.97 Lakhs (Previous Year: ₹ 351.43 Lakhs) and is secured by bank guarantees.

(Amount in ₹ Lakhs)

21. Trade payables

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Outstanding dues of Micro & Small enterprises			
Other than Acceptances	**1,270.24**	944.05	545.99
Total	**1,270.24**	**944.05**	**545.99**
Total Outstanding dues of Others			
Acceptances	**2,234.71**	2,645.50	2,595.78
Other than Acceptances	**1,460.68**	1,263.49	1,108.40
Total	**3,695.40**	**3,908.99**	**3,704.18**
Total	**4,965.64**	**4,853.04**	**4,250.17**

21.1 Details of dues towards MSME units

	Particulars	31.03.2018	31.03.2017
a)	Principal amount remaining unpaid and interest due thereon	981.24	783.06
b)	Interest paid in terms of Sec 16	-	-
c)	Interest due and payable for the period of delay in payment	120.99	37.43
d)	Interest accrued and remaining unpaid	-	-
e)	Interest due and payable even in the succeeding years	-	-

Note:

- Information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditor.
- Refer Note 42 for information about credit risk, market risk and liquidity risk of Trade payables.

(Amount in ₹ Lakhs)

22. Other Financial Liabilities

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current maturities of long-term debt	**380.81**	311.59	215.01
Interest accrued but not due on borrowings;	**3.16**	4.34	5.41
Total	**383.97**	**315.93**	**220.42**

(Amount in ₹ Lakhs)

23. Other Current Liabilities

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Revenue received in advance			
Advance from customers	**544.70**	646.80	282.39
b. Others			
Statutory Liabilities	**262.27**	78.74	77.75
Gratuity Payable	**93.81**	54.08	44.97
Other Liabilities	**163.58**	463.15	632.36
Total	**1,064.36**	**1,242.77**	**1,037.47**

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

(Amount in ₹ Lakhs)

24. Short Term Provisions

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee Benefits	**118.66**	123.41	113.58
Total	**118.66**	**123.41**	**113.58**

(Amount in ₹ Lakhs)

25. Current Tax Liability(Net)

Particulars	Consolidated		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Income Tax (Net of advance Tax ₹ 72.99 lakhs (Previous Year ₹ 27 Lakhs)	-	153.00	19.17
Total	-	**153.00**	**19.17**

The income tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	Year Ended 31st March 2018	Year Ended 31st March 2017
Profit before tax	135.06	51.11
Effect of Ind AS Adjustments	13.48	96.37
Adjusted Profit before tax	148.54	147.48
Applicable tax rate	33.063%	33.063%
Computed Tax Expense	49.11	48.76
Tax effect of:		
Exempted Income	201.26	203.99
Expenses disallowed	181.87	210.55
Capital Gains(Taxable at 20%)	2.99	-
Current Tax Provision	32.71	55.32
Effective Tax Rate	24.22%	108.23%

(Amount in ₹ Lakhs)

26. Revenue from operations

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Sale of Products		
Sales of Manufactured Goods-Pipes/Fittings	**22,506.49**	24,882.67
Sales of Traded Goods-Pipes, Accessories & LLDPE	**3,323.32**	7,290.30
	25,829.82	32,172.97
Other operating Revenue		
Selfit Charges	**9.90**	13.49
Vat/CST Subsidy for industrial promotion	**9.49**	28.75
Total	**25,849.21**	**32,215.21**

(Amount in ₹ Lakhs)

27. Other Income

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Interest Income	**189.70**	126.64
Gain on Sale of investment in Property	**2.46**	-
Gain on Sale of Fixed Asset	**6.83**	45.83
Miscellaneous Receipts	**313.45**	238.99
Total	**512.45**	411.46

(Amount in ₹ Lakhs)

28. Cost of Material Consumed

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Raw Materials Consumed	**16,665.62**	16,598.92
Packing Materials Consumed	**236.92**	119.55
Total	**16,902.54**	16,718.46

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

(Amount in ₹ Lakhs)

29. Purchase of Stock-in-Trade

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Pipes & Fittings	**1,861.61**	2,987.86
Others	**959.87**	4,102.84
Total	2,821.48	7,090.70

(Amount in ₹ Lakhs)

30. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Opening Stock		
Trading Goods	**364.60**	248.83
Finished Goods	**1,908.08**	2,072.50
	2,272.68	2,321.33
Closing Stock		
Trading Goods	**181.01**	364.60
Finished Goods	**1,728.24**	1,908.08
	1,909.25	2,272.68
(Increase)/Decrease in inventories of Finished Goods & Work In Progress(Total)	**363.43**	48.66

(Amount in ₹ Lakhs)

31. Employee Benefits Expense

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, Wages, Bonus and Gratuity	**1,114.49**	1,163.06
Contributions to Provident and ESIC	**99.07**	124.34
Employees Welfare and Other Benefits	**28.44**	29.91
Total	**1,242.00**	1,317.31

(Amount in ₹ Lakhs)

32. Finance costs

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Interest expenses	**660.77**	731.05
Other borrowing costs	**407.64**	488.27
Total	**1,068.42**	1,219.32

33. Other expenses

Particulars	Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017
Power & Fuel	**771.88**	744.62
Stores and Spares consumed	**115.38**	128.26
Repairs to Machineries	**72.79**	30.31
Repairs to Building	**27.64**	19.46
Excise Duty #	**(176.34)**	29.65
Exchange Difference	**3.26**	27.93
Other Manufacturing Expenses	**266.97**	193.15
Selling and Distribution Expenses		
Advertisement, Publicity and Sales Promotion	**136.84**	386.75
Commission on Sales	**70.65**	84.76
Freight Outward & Other Selling Expenses	**458.59**	433.72
Discount & Other Expenses	**270.69**	289.73

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

(Amount in ₹ Lakhs)

Other		
Payment to Auditors		
Statutory Audit Fees	**6.00**	3.00
Taxation Matters	**1.50**	-
Directors Sitting Fees	**4.58**	3.03
Rent	**103.23**	117.25
Rates & Taxes	**82.67**	134.12
Travelling & Conveyance	**137.64**	93.74
Insurance	**17.31**	23.86
Bad Debts Written Off	**-**	89.34
Provision for Doubtful Debts	**40.00**	22.00
Communications	**22.65**	26.34
Legal & Professional Expenses	**72.80**	123.11
Office Expenses	**43.26**	21.63
Printing & Stationary Expenses	**21.99**	30.25
Charity & Donations	**0.17**	-
Miscellaneous Expenses	**35.81**	54.79
Total	**2,607.97**	3,110.82

Note - The Company is lessee under various operating leases under which rental expenses for the year was ₹ 51.59 Lakhs (Previous year: ₹ 39.19 Lakhs). The Company has not executed any non-cancellable lease agreement.

\# The Excise Duty is for the period ending 30th June 2018

Payment to Auditors As:

(Amount in ₹ Lakhs)

Particulars	**2017-18**	**2016-17**
a. Auditors		
Statutory Auditors Fees	6.00	**3.00**
Tax Audit Fees	1.50	**-**
b. Certification and Consultation Fees	-	**-**
Total	7.50	**3.00**

34. Other Comprehensive Income

(Amount in ₹ Lakhs)

Particulars	**Consolidated**	
	Year ended March 31, 2018	**Year ended March 31, 2017**
(A) Items that will not be reclassified into profit or loss		
(i) Change in Revaluation surplus		
(ii) Remeasurement of defined benefit plans	**(12.61)**	0.93
Total (A)	**(12.61)**	**0.93**
(B) Items that will be reclassified to profit or loss		
(i) Exchange differences in translating the financial statements of foreign operation	**21.81**	(126.31)
Total (B)	**21.81**	**(126.31)**

35.

EARNING PER SHARES (EPS)	**2017-18**	**2016-17**
Profit / (Loss) for the year from Continuing Operations	14.56	(134.57)
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	244.02	238.20
Basic Earnings Per Share (Rs.)	0.06	(0.56)
Diluted Earning Per Share (Rs.)	0.06	(0.56)
Profit / (Loss) for the year of Discontinued Operations (after tax)	0.93	0.36
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	244.02	238.20
Basic Earnings Per Share (Rs.)	0.004	0.001
Diluted Earning Per Share (Rs.)	0.004	0.001
Face Value per Equity Share (Rs.)	10.00	10.00

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

36.

Contingent Liability not provided in respect of:	31st March 2018	31st march 2017
a. Disputed Income Tax demand	1,257.95	74.85
b. Disputed Excise Duty, VAT,CST & entry Tax Demands	818.67	873.65
c. Guarantee Given by the company's Banker in the normal course of business	996.95	836.71
d. Letter of Credit purchase of goods	1,132.08	659.74
e. Other Disputes	4.60	4.60
Commitments	**31st March 2018**	**31st march 2017**
Capital Contracts remaining to be executed	210.03	263.35

Notes:

- 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.
- The Company does not expect any reimbursements in respect of the above contingent liabilities.
- Future cash outflows in respect of the above matters are determined only on receipt of judgments / decisions pending at various forums / authorities.
  The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with Excise, 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.

37. As per IND AS 19 "Employee benefits", the disclosures as defined are given below:
Defined Contribution Plans
Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	2017-18	2016-17
Employer's Contribution to Provident Fund	1.28	60.53
The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provisions Act, 1952.		

Defined Benefit Plan
i. Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Defined Benefit Obligation at beginning of the year	106.47	83.74
Current Service Cost	24.20	22.23
Interest Cost	8.20	6.20
Past Servicer Cost (Vested benefits)	-	-
Benefits paid	(1.51)	(3.98)
Actuarial (Gain)/Loss	11.11	(1.72)
Defined Benefit Obligation at year end	148.46	106.47

Reconciliation of Opening and Closing balances of fair value of Plan Assets

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Fair value of Plan Assets at beginning of year	52.39	38.77
Expected Return on Plan Assets	4.00	3.39
Actuarial Gain/(Loss)	(1.50)	(0.79)
Employer Contribution	1.28	15.00
Benefits Paid	(1.51)	(3.98)
Fair value of Plan Assets at year end	54.65	52.39

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Reconciliation of fair Value of Assets and Obligations

Particulars	Gratuity (Funded)	
	As at 31st March 2018	As at 31st March 2017
Fair value of Plan Assets	54.65	52.39
Present Value of Obligation	148.46	106.47
Amount recognized in Balance Sheet (Surplus/(Deficit))	(93.81)	(54.08)

Expenses recognized during the year

Particulars	Gratuity (Funded)	
	2017-18	2016-17
In Income Statement		
Current Service Cost	24.20	22.23
Interest Cost	8.20	6.20
Past Service Cost	-	-
Return on Plan Assets	(4.00)	(3.39)
Net Cost	28.40	25.04
In Other Comprehensive Income		
Actuarial (Gain)/Loss	12.61	(0.93)
Return on Plan Assets	-	
Net (Income)/Expenses for the period recognized in OCI	12.61	(0.93)

Acturial Assumptions		Gratuity (Funded)
Mortality Table (ALM)	2017-18	2016-17
Discount Rate (Per Annum)	7.70%	7.40%
Expected return on plan assets	7.65%	7.65%
Rate of Escalation in Salary (Per annum)	7%	7%

Notes:

1. The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
2. The expected contribution for Defined Benefit Plan for the next financial year will be in line with FY 2017-18.
3. The company makes provident fund (PF) contributions to defined contribution benefit plans for eligible employees. Under the scheme the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions specified under the law are paid to the government authorities (PF commissioner).
4. Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and Other funds" in Note 31 ₹ 120.52 Lakhs (Previous Year: ₹ 102.40 Lakhs).
5. **Defined Benefit Plan:**

   The Company has defined benefit plans for gratuity to eligible employees, contributions for which are made to Life Insurance Corporation of India, who invests the funds as per IRDA guidelines. The details of these defined benefit plans recognized in the financial statements are as under:

   General Description of the Plan:

   The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

   The defined benefit plans typically expose the company to various risk such as;

- **Investment risk:**

  The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

- **Interest risk:**

  A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the plan assets.

- **Longevity risk:**

  The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

- **Salary risk:**

  The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

38. CAPITAL MANAGEMENT

The Company adheres to a robust Capital Management framework which is underpinned by the following guiding principles;

a) Maintain financial strength to attain AAA ratings domestically and investment grade ratings internationally.

b) Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.

c) Proactively manage group exposure in forex, interest and commodities to mitigate risk to earnings.

d) Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

The gearing ratio at end of the reporting period was as follows.

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Non-Current Liabilities (Other than DTL)	1,610.46	1,620.80	1,056.41
Current maturities of Long Term debts	380.81	311.59	215.01
Gross Debt	1,991.27	1,932.39	1,271.42
Cash and Cash Equivalents	20.91	21.12	40.87
Net Debt (A)	1,970.36	1,911.27	1,230.56
Total Equity (As per Balance Sheet) (B)	14,520.86	14,311.51	14,436.20
Net Gearing (A/B)	0.14	0.13	0.09

39. RELATED PARTIES DISCLOSURES

(i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and also related parties with whom transactions have taken place and relationships:

Sr.No.	Relationship	Name of Related Party
1	Key Managerial Personnel (KMP)	Mr. Sanjay Kumar Agrawal (Managing Director) Mr. Vijay Prasad Pappu (Whol e time Director) Mrs. Rashmidevi Agrawal (Chair Person)
2	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Shree Venkatesh Industries Shree Padmavati Irrigations LLP
3	Jointly Controlled Entity	Mangal Murti Minerals
4	Relatives of directors are directors/partners in concern	C.P Industrial Products Private Limited Narendra CotFibre Industries Private Limited Shree Vasudeo Industries Rahul Agritech Pvt Ltd CK Cotspin Pvt Ltd CK Oils Pvt Ltd Shree Krishna Commercial Co Nimar Diagnostic Services Pvt Ltd Narendra International LLP

(ii) Transaction during the year with related parties:

Sr. No.	Nature of Transactions	Key Managerial Personnel	Jointly controlled Entity	KMP have significant effect	Relatives of directors are directors/ partners in concern
1	Purchase of Goods	NIL NIL	NIL NIL	NIL NIL	2,445.72 (2,227.92)
2	Rent Paid	61.14 (73.09)	NIL NIL	NIL NIL	NIL NIL
3	Rent Received	11.26 (2.74)	NIL NIL	0.24 (0.24)	NIL NIL
4	Remuneration Paid	22.01 (19.16)	NIL NIL	NIL NIL	NIL NIL
5	Loan Taken	351.83 (364.21)	NIL NIL	361.30 (307.00)	NIL NIL
6	Loan Repaid	441.10 (571.27)	NIL NIL	667.55 (31.75)	NIL NIL
7	Loan Received Back	NIL NIL	NIL NIL	NIL NIL	446.96 (150.00)
8	Loans And Advances	NIL NIL	NIL NIL	NIL NIL	752.60 (150.00)
9	Investment in Jointly Controlled Entity	NIL NIL	0.30 NIL	NIL NIL	NIL NIL

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Balances as at 31st March 2018

1	Trade Receivables	- (7.74)	- -	0.18 (0.24)	- -
2	Trade and Other Payable	6.90 (1.42)	- -	- -	515.55 (537.25)
3	Long Term Borrowings	14.49 (127.94)	- -	19.00 (325.25)	- -
4	Loans and Advances Given	- -	- -	- -	319.75 -
5	Investments in Jointly Controlled Entity	- -	47.20 (46.90)	- -	- -

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

	Particulars	Relationship	2017-18	2016-17
1	**Purchases of Raw Material**			
	Shree Vasudeo Industries	Relatives of directors are directors/partners in concern	2,445.72	2,227.92
2	**Rent Paid**			
	Mr. Sanjay Kumar Agrawal	KMP	35.07	53.35
	Mrs. Rashmidevi Agrawal	KMP	26.07	19.75
3	**Remuneration**			
	Mr. Sanjay Kumar Agrawal	KMP	11.00	7.11
	Mr. Vijay Prasad Pappu	KMP	11.01	7.06
	Unsecured Loan received			
	Mr. Sanjay Kumar Agrawal	KMP	351.83	351.21
	Mrs. Rashmidevi Agrawal	KMP	-	13.00
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	361.30	307.00
4	**Unsecured Loan Repaid**			
	Mr. Sanjay Kumar Agrawal	KMP	394.60	560.77
	Mrs. Rashmidevi Agrawal	KMP	46.50	10.50
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	667.55	31.75
5	**Loan Received Back**			
	Rahul Agri Tech Pvt. Ltd.,Burhanpur	KMP	397.38	150.00
	Deeya Agrotech Private Limited	Relatives of directors are directors/partners in concern	49.58	-
6	**Loans and Advances**			
	Narendra CotFibre Industries Private Limited	Relatives of directors are directors/ partners in concern	-	150.00
	C K Oils Private Limited,	Relatives of directors are directors/ partners in concern	244.11	-
	Shree Krishna Commercial Co	Relatives of directors are directors/ partners in concern	50.00	-
	Rahul Agri Tech Pvt. Ltd.,Burhanpur	Relatives of directors are directors/ partners in concern	418.84	-
	Deeya Agrotech Private Limited	Relatives of directors are directors/ partners in concern	39.65	-
7	**Capital contribution withdrawn**			
	Mangal Murti Minerals	Jointly controlled entity	-	14.80
8	**Investment in Subsidiary & Jointly Controlled Entity**			
	Mangal Murti Minerals	Jointly controlled entity	0.30	-
9	**Rent Received**			
	Shri Mr. Sanjay Kumar Agrawal	KMP	11.26	2.74
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	0.24	0.24

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Balances as at 31st March, 2018

	Particulars	Relationship	31/3/2018	31/3/2017	1/4/2016
1	**Trade and Other Payables**				
	Shree Vasudeo Industries	Relatives of directors are directors/partners in concern	515.55	537.25	368.73
	Mr. Sanjay Kumar Agrawal	KMP	2.91	0.25	18.78
	Mrs. Rashmidevi Agrawal	KMP	3.98	0.11	0.04
2	**Unsecured Loan**				
	Mr. Sanjay Kumar Agrawal	KMP	3.49	70.44	280.00
	Mrs. Rashmidevi Agrawal	KMP	11.00	57.50	55.00
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	18.82	325.01	270.14
3	**Loans and Advances Given**				
	C K Oils Private Limited,	Relatives of directors are directors/partners in concern	244.11	-	-
	Shree Krishna Commercial Co	Relatives of directors are directors/ partners in concern	50.00	-	-
	Rahul Agri Tech Pvt. Ltd.,Burhanpur	Relatives of directors are directors/ partners in concern	21.46	-	-
	Deeya Agrotech Private Limited	Relatives of directors are directors/ partners in concern	4.18	-	-
5	**Investments**				
	Mangal Murti Minerals	Joint Venture/ Jointly controlled entity	47.20	46.90	61.70

a) Part of the Unsecured Loan from Related Parties classified as Equity Component in the Statement of Changes in Equity is:

	Particulars	Relationship	31/3/2016	31/3/2017	1/4/2018
	Mr. Sanjay Kumar Agrawal	KMP	(88.20)	(10.31)	(0.55)
	Mrs. Rashmidevi Agrawal	KMP	(17.33)	(12.82)	(1.72)
	M/s Shree Padmavati Irrigation LLP	KMP have significant effect	(15.75)	(72.51)	(2.95)

(iv) Compensation of Key Management Personnel

b) The remuneration of director and other member of Key Management personnel during the year was as follows:

	2017-18	2016-17
Short-term benefits	22.01	19.17
Total	**22.01**	**19.17**

40. Preferential allotment :

The Company has, on a preferential basis, issued 12,00,000 (Twelve Lakhs) equity shares of ₹ 10 each, fully paid up at a price of ₹ 22.00 per share aggregating to ₹ 264.00 Lakhs to Shree Padmavati Irrigation LLP, a promoter group company on October 06, 2017, in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

41. During the year the Management has revised the estimated useful life of Dies & Moulds from 8 years to 12 years. Accordingly, the Depreciation charge for FY 2017-18 is lower by ₹ 172.67 lakhs.

42. FINANCIAL INSTRUMENTS

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

(a) The fair value of Forward Foreign Exchange contracts and is determined using forward exchange rates at the balance sheet date.

(b) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

Fair Value measurement hierarchy:

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Financial Assets			
At Amortized Cost			
Investments*	47.20	70.20	261.50
Trade Receivables	4,072.42	4,635.18	3,555.73
Cash and Bank Balances	1,134.46	1,009.20	1,055.95
Loans	594.64	596.63	597.55
Other Financial Assets	859.40	165.25	146.38
At FVTPL			
Investments	-	-	-
At FVTOCI			
Investments*	-	-	-
Financial Liabilities			
Borrowings	5,601.88	6,320.62	5,571.77
Trade Payables	4,965.64	4,853.04	4,250.17
Other Financial Liabilities	383.97	315.93	220.42

*Investments in wholly owned foreign subsidiary

Foreign Currency Risk:

The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting period.

Foreign Currency Exposure

Particulars	As at 31st March,2018 USD	As at 31st March,2017 USD	As at 1st April, 2016 USD
Buyers Credit	(64,350.00)	(273,802.50)	(532,772.05)
Loans Receivable	1,252,051.00	1,252,051.00	1,250,688.00
Trade Payables	(343,350.80)	(50,925.00)	(278,801.00)
Net Exposure	**844,350.20**	**927,323.50**	**439,114.95**

Sensitivity analysis of 1% change in exchange rate at the end of reporting period net of hedges

Foreign Currency Sensitivity.

Particulars	As at 31st March,2018 USD	As at 31st March,2017 USD
1% Depreciation in INR Impact on P & L	8,443.50	9,273.24
Total	**8,443.50**	**9,273.24**
1% Appreciation in INR Impact on P & L	(8,443.50)	(9,273.24)
Total	**(8,443.50)**	**(9,273.24)**

Interest Rate Risk

Interest rate risk is the risk that the future cash flow with respect to interest payments on borrowing will fluctuate because of change in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligation with floating interest rates.

Interest Rate Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected.

With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Amount in ₹ Lakhs)

Particulars	Increase/Decrease in basis points	Effect on Profit before tax
As at March 31,2018	100 bsp	104.95
As at March 31,2017	100 bsp	105.37

Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of raw material. The company has a risk management framework aimed at prudently managing the risk arising from the volatility in raw material prices and freight costs.

The company's commodity risk is managed centrally through well-established trading operations and control processes. In accordance with the risk management policy, the Company carefully caliberates the timing and the quantity of purchase

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the company. Credit risk arises mainly from the outstanding receivables from customers.

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The credit ratings/market standing of the customers are evaluated on a regular basis.

Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities . The Company maintains adequate cash and cash equivalents alongwith the need based credit limits to meet the liquidity needs.

Hedge Accounting

The Company avails Foreign Currency Demand Loans from bank time to time to reduce the interest cost. The Company takes forward cover to hedge against the foreign currency risks. The amount of foreign currency risks and forward cover are as under:

	31-Mar-18	31-Mar-17	1-Apr-16
Foreign Currency Loan	NIL	NIL	NIL
Forward Cover	NIL	NIL	NIL

Operating Leases

(a) There were no non-cancellable operating lease. (b) The Company pays rent for office premises at Indore and Mumbai. The lease period is for 11 months with option to renew. The payments for office premises at Indore are to related parties. None of the lease agreements have any restrictions concerning dividend, additional debt and further leases.

Notes annexed to and forming part of the Consolidated Financial statements

As on 31st March 2018

(Amount in ₹ Lakhs)

43. First Time Ind AS Adoption Reconciliations

43.1 Effect of Ind AS adoption on the Consolidated Balance Sheet as at March 31, 2017 and April 1, 2016

Particulars	As at 31.03.2017					As at 01.04.2016				
	Previous GAAP Balances	Effect of Treatment of MMM as Subsidiary	Reclassification Adjustments	Effect of Transition to Ind AS	As per Ind AS balance sheet	Previous GAAP Balances	Effect of Treatment of MMM as Subsidiary	Reclassification Adjustments	Effect of Transition to Ind AS	As per Ind AS balance sheet
ASSETS										
I. Non-current assets										
Property Plant and Equipment	4,738.81	0.33	-	6,174.27	10,913.40	4,250.61	0.09	-	6,248.43	10,499.13
Capital Work in Progress	91.12	8.11		-	99.23	104.51	5.50	-	-	110.01
Investment Property	-	-	16.92	21.52	38.44	-	-	16.92	21.52	38.44
Other Intangible Assets	11.76	-	-	-	11.76	17.50	-	-	-	17.50
Financial Assets		-					-			
(i) Non- Current Investments	16.92	-	599.05	-	615.97	16.92	-	613.24		630.16
(ii) Trade Receivables	-	-	3,585.30		3,585.30		-	3,705.17		3,705.17
Other non current assets	1,888.12	-	1,629.74	-	3,517.86	2,227.66	-	1,654.19		3,881.85
Total non-current assets	**6,746.73**	**8.44**	**5,831.01**	**6,195.79**	**18,781.95**	**6,617.20**	**5.60**	**5,989.52**	**6,269.95**	**18,882.27**
II. Current assets										
Inventories	8,201.91	-	-	-	8,201.91	7,450.00	-	-	-	7,450.00
Financial Assets		-					-			-
(i) Trade Receivables	10,493.46	-	(5,858.28)	-	4,635.18	9,597.38	-	(6,041.65)	-	3,555.73
(ii) Cash and Cash Equivalents	31.58	0.64		-	32.22	95.98	0.61	-	-	96.59
(iii) Bank balances other than (ii) above	988.08	-		-	988.08	1,015.08	-	-	-	1,015.08
(iv) Other financial assets	-	-	165.25	-	165.25	-	-	146.38	-	146.38
Other Current Assets	971.72	0.04	(164.98)	169.87	976.65	1,075.86	0.19	(133.33)	177.66	1,120.38
Total current assets	**20,686.75**	**0.67**	**(5,858.01)**	**169.87**	**14,999.29**	**19,234.30**	**0.80**	**(6,028.60)**	**177.66**	**13,384.15**
Total assets	**27,433.48**	**9.11**	**(27.00)**	**6,365.66**	**33,781.24**	**25,851.50**	**6.40**	**(39.08)**	**6,447.61**	**32,266.42**
A. Equity										
Equity										
(i) Equity Share Capital	2,382.00		-	-	2,382.00	2,382.00	-	-	-	2,382.00
Other Equity	11,523.32		-	5,101.57	16,624.88	11,720.33	-	-	5,177.34	16,897.67
Non- controlling Interest	-	6.32			6.32	-	6.31	-	-	6.31
Total equity (shareholders funds under previous GAAP)	**13,905.32**	**6.32**	**-**	**5,101.57**	**19,013.21**	**14,102.33**	**6.31**	**-**	**5,177.34**	**19,285.98**
B. Non-current liabilities										
Financial liabilities										
a. Borrowings	1,596.08	-	(21.40)	(104.11)	1,470.57	1,056.85	-	-	(130.79)	926.06
Deferred Tax Liabilities	216.66	-	-	1,368.17	1,584.83	236.47	-	-	1,401.04	1,637.51
Other non-current liabilities	330.24	-	(180.00)	-	150.24	188.60	-	(58.25)	-	130.35
Total non-current liabilities	**2,142.98**	**-**	**(201.40)**	**1,264.07**	**3,205.65**	**1,481.92**	**-**	**(58.25)**	**1,270.25**	**2,693.92**
C. Current liabilities										
Financial liabilites										
a. Borrowings	4,850.05	2.79	21.40	-	4,874.24	4,645.71	-	-	-	4,645.71
b. Trade payable	4,853.04	-	-	-	4,853.04	4,250.17	-	-	-	4,250.17
c. Other financial liabilities	-	-	315.93	-	315.93	-	-	220.42	-	220.42
Other current liabilities	1,558.69	-	(315.93)	-	1,242.77	1,257.05	0.09	(219.68)	-	1,037.46
Provisions	123.41	-	-	-	123.41	114.32	-	(0.74)	-	113.58
Current Tax Liabilities(Net)	-	-	153.00	-	153.00	-	-	19.17		19.17
Total current liabilities	**11,385.19**	**2.79**	**174.40**	**-**	**11,562.39**	**10,267.25**	**0.09**	**19.17**	**-**	**10,286.52**
Total liabilities	**13,528.17**	**2.79**	**(27.00)**	**1,264.07**	**14,768.04**	**11,749.17**	**0.09**	**(39.08)**	**1,270.25**	**12,980.44**
Total equity and liabilities	**27,433.49**	**9.11**	**(27.00)**	**6,365.64**	**33,781.24**	**25,851.50**	**6.40**	**(39.08)**	**6,447.59**	**32,266.42**

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Reconciliation Notes explaining Reclassification Adjustments

1. Investment Property classified as Non current Investments under the previous GAAP has been reclassified to Investment Property under Ind AS.
2. Loans and Advances in the nature of financial assets have been reclassified as Financial Assets- Loans. Under the previous GAAP, such loans were classified as Other Non- Current assets.
3. Trade Receivables and Advance to Suppliers, classified in the earlier years as Current Assets, have been reclassified as Non-Current Assets effective from 31st March 2016. These have been considered as Errors as per Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors". The management expects slow recovery of these receivables and advances.
4. Other Current Assets, under the previous GAAP includes Loans and Advances which have been classified as Financial Assets- Other Financial assets under the Ind AS.
5. Provision for Tax was classified as Other Non Current Liabilities under the previous GAAP. Under the Ind AS, it has been reclassified to Current Tax Liabilities shown as net of Advance Tax and TDS.
6. Other Current Liabilities under the previous GAAP includes Current Maturities of Long Term Debts and Interest accrued but not due on borrowings which have been classified as Other Financial Liabilities under the Ind AS.

Reconciliation Notes explaining Ind AS Adjustments

1. The company has exercised the option of carrying the Freehold Land, Investment property and Land Held for Sale at its fair value on the date of transition. This has resulted in increase in Property, Plant and Equipment by ₹ 6,248.43 lakhs, Investment Property by ₹ 21.52 lakhs and Other Current Assets by ₹ 177.66 lakhs and there is corresponding impact on Revaluation Reserve by ₹ 6,447.61 lakhs.
2. The company has exercised the option of carrying the Investments in its subsidiaries at its fair value on the date of transition. Consequently, there is decrease in Non Current Investments by ₹ 3,194 lakhs on that date.
3. As per Ind AS 109 "Financial Instruments", Interest free loans to subsidiary has been carried at amortised cost. Accordingly, Financial Assets- Loans have decreased and Other current assets have increased by ₹ 22.99 lakhs and ₹ 24.83 lakhs as on 01.04.2016 and 31.03.2017 respectively.
4. The transaction costs paid for the term loans borrowed have been amortised over the period of the loans, as the loans are required to be carried at amortized cost as per Ind AS 109 "Financial Instruments". Consequently, the Borrowings have reduced by ₹ 9.51 lakhs and ₹ 8.47 lakhs as at 1st April 2016 and 31st March 2017 respectively.
5. Under the Ind AS, the Deferred Tax is calculated on the basis of the Balance Sheet approach and not the Income approach. Consequently, the Deferred Tax Liabilities (Net) have been increased by ₹ 23.70 lakhs and ₹ 19.88 lakhs as at 1st April 2016 and 31st March 2017 respectively.
6. The company has borrowed interest free unsecured loans from promoters/directors. Such loans have been classified as compound financial instruments and split into debt and equity in accordance with Ind AS 32 "Financial Instruments : Presentation". Accordingly, Borrowings have decreased and Other Equity increased.

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Effect of Ind AS Adoption on the Consolidated Statement of Profit and Loss for the year ended March 31, 2017 **(Amount in ₹ Lakhs)**

Particulars	For the year ended 31.03.2017			
	Previous GAAP	Effect of Transition to Ind AS	Effect of disposal of Subsidiary	As per Ind AS
Revenue from operations	29,787.64	2,427.57	-	32,215.21
Other Income	420.95	(7.79)	(1.71)	411.46
Total(A)	**30,208.59**	**2,419.78**	**(1.71)**	**32,626.66**
Cost of Materials Consumed	16,718.46	-	-	16,718.46
Purchases of Stock-in-Trade	7,090.70	-	-	7,090.70
Changes in Inventories of Finished Goods, Stock-in-Trade and work-in-progress	48.66	-	-	48.66
Excise Duty	-	2,427.57	-	2,427.57
Employee benefit expenses	1,317.14	0.93	(0.76)	1,317.31
Finance Cost	1,182.91	36.49	(0.08)	1,219.32
Depreciation and amortization expense	590.69	74.16		664.85
Other expenses	3,111.14	-	(0.35)	3,110.82
Total (B)	**30,059.70**	**2,539.15**	**(1.19)**	**32,597.69**
Profit/(loss) before tax (C =A-B)	**148.89**	**(119.37)**	**(0.52)**	**28.97**
Exceptional Items (D)	-	-	-	-
Profit/(loss) before tax (E=C-D)	**148.89**	**(119.37)**	**(0.52)**	**28.97**
Tax expense	-	-	-	-
Current Tax	55.32	-	(0.001)	55.32
Deferred Tax	(19.81)	**(32.87)**	(0.16)	(52.84)
Short/(Excess) Provision for Tax for earlier years	161.06	-	-	161.06
Total Tax (F)	**196.57**	**(32.87)**	**(0.16)**	**163.54**
Profit for the year (E-F) from continuing opeartions	**(47.68)**	**(86.51)**	**(0.36)**	**(134.57)**
Profit / (Loss) for the year of Discontinued Operations			**0.52**	**0.52**
Tax expense discontinued opeartions	-			
Current Tax	-		0.001	0.001
Deferred Tax	-		0.16	0.16
Profit / (Loss) for the year of Discontinued Operations (after tax)	**-**		**0.36**	**0.36**
Other comprehensive income				
I. Items that will not be reclassified to profit or loss				
a) Remeasurements of the defined benefit plan	-	0.93		0.93
b) Exchange difference on translation of financial statements of foreign operations	-	(126.31)		(126.31)
Total other comprehensive income	**-**	**(125.38)**		**(125.38)**
Total comprehensive income	**(47.68)**	**(211.89)**	**-**	**(259.60)**

Under the Ind AS, the actuarial gains and losses are classified as part of the Other Comprehensive Income under the head Items that are not reclassified to Profit and Loss. There is no impact on the Total Comprehensive Income.

The company has borrowed interest free unsecured loans from promoters/directors. Such loans have been classified as compound financial instruments and bifurcated as debt and equity in accordance with Ind AS 32 "Financial Instruments : Presentation". The interest on debt component have been recognised in accordance with Ind AS 109 "Financial Instruments". Accordingly, there is an increase in Finance Cost.

The transaction costs paid for the term loan borrowed have been amortised over the period of the loans, as the loans are required to be carried at amortized cost as per Ind AS 109 "Financial Instruments". Consequently, there is an impact on Finance Cost.

Under the Ind AS, significant components of plant and equipment which have different useful life are depreciated based on their specific useful lives. Consequently, the amount of Depreciation charged for the year ended 31st March 2017 has increased by ₹ 50.31 lakhs.

Under the Ind AS, the Deferred Tax is calculated on the basis of the Balance Sheet approach and not the Income Approach. As a result the net Deferred Tax for the FY 2016-17 is lower by Rs 3.82 lakhs as against Deferred Tax recognised under previous GAAP.

Notes annexed to and forming part of the Consolidated Financial statements **As on 31st March 2018**

Reconciliation of total comprehensive income for the year ended March 31, 2017 **(Amount in ₹ Lakhs)**

Particulars	For the year ended 31.03.2017
Revised profit as per previous GAAP	(47.68)
Effect of transition to Ind AS	
i. Reversal of Transaction Cost/ Interest as per EIR(Net)	(1.04)
ii. Depreciation on Major Components of PPE	(74.16)
iii. Reversal of Deferred Tax Liability	32.87
iv. Reversal of Profit on sale of Revalued Assets	(7.79)
v. Interest on Compound Financial Instruments(Net)	
vi. Acturial Gain on Remeasurement of Defined Benefit Plans transferred to OCI	(0.93)
Total effect of transition to Ind AS	**(86.53)**
Profit for the year as per Ind AS	**(134.21)**
Other comprehensive income for the year (net of tax)	(125.38)
Total comprehensive income under Ind AS	**(259.59)**

Reconciliation of Other Equity as at March 31, 2017 and April 1, 2016 **(Amount in ₹ Lakhs)**

Particulars	As at 31.03.2017	As at 01.04.2016
Other Equity as per previous GAAP	11,523.31	11,720.33
Effect of Transition to Ind AS		
i. Reversal of Transaction Cost	8.46	9.51
ii. Reversal of Deferred Tax Liability	(1,368.17)	(1,401.04)
iii. Revaluation of Freehold Land	6,447.59	6,447.59
iv. Equity Component of Compound Financial Instruments	95.64	121.28
v. Depreciation on Major Components of PPE	(74.16)	-
vi. Reversal of profit on sale of Revalued Land	(7.79)	-
Total adjustment to equity	**5,101.57**	**5,177.34**
Other Equity under Ind AS	**16,624.88**	**16,897.67**

44. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the board of directors on May 29, 2018.

45 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.

46 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 30th June,2017. During the year ended 31st March 2018, incentive as mentioned are booked in Other Operating Income of ₹ 9.49 Lakhs (P.Y ₹ 28.75 Lakhs).

47 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. The Company has lodged a claim of ₹25.47 Crores with the Oriental Insurance Company Limited and the same was accounted as 'Insurance Claim Receivable'. The claim is finally settled by the Insurance Company for ₹ 1640.86 Lakhs on 12.04.2012. The Management has filed a 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 according no adjustments are made to the financial results of the company in this regard

48 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, 2018 with respect to Accounts Receivable ₹ 3616.89 Lakhs (USD 5.56 Million) (P.Y. Rs 3585.29 Lakhs (USD 5.53 Million)), Advance to Suppliers of ₹ 2,280.18 Lakhs (USD 3.51 Million)(P.Y. ₹2,272.98 Lakhs (USD 3.51 Million) and other receivables of ₹ 617.92 Lakhs (USD 0.95 Million), (P.Y. ₹ 615.96 Lakhs (USD 0.95 Million)). However, the Management believes the balances as above still good to be recovered and is confident of its recoverability / realisation, hence no provision is made as on March 31, 2018.

49 The audited financial statements of the subsidiaries are available as on 31st March 2018 and same has been considered for the preparation of the consolidated financial statements. Figures pertaining to the subsidiary company and jointly controlled entity have been reclassified wherever necessary to bring them in line with the group financials.

See accompanying notes to the financial statements

As per our attached Report of even date

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

Place: Burhanpur(M.P.)
Date: 29th May 2018

For and on behalf of the Board

Sanjay Kumar Agrawal
(Managing Director)
DIN: 00316249

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

Shyam Sunder 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	**Tapti Pipes and Products Limited FZE (Note (i) & (ii))**
Reporting period	2017-18
Share capital	5713.12
Reserves & surplus	(18.25)
Total assets	6518.00
Total Liabilities	875.10
Investments	-
Turnover	597.82
Profit before taxation	11.02
Provision for taxation	-
Profit after taxation	11.02
Proposed Dividend	-
% of shareholding	100%

Note:

i) * Texmo Petrochemicals LLP ceased to continue as subsidiary .w.e.f. 10th January, 2018.

ii) Converted into Indian Rupees at the Exchange rate USD 1 = 65.04 INR.

iii) 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 Lakh)

Name of Jointly Controlled Entity	**M/s. Mangal Murti Minerals**
1. 1. Latest audited Balance Sheet Date	**31.03.2018**
2. Shares of Jointly Controlled Entity held by the company on the year end	
Number	**----**
Amount of Investment in Jointly Control Entity	**47.20**
Extend of Holding %	**88.53%**
3. 3. Description of how there is significant influence	**Controlling interest & Partner**
4. 4. Reason why the Jointly Controlled Entity is not consolidated	**Not Applicable**
5. 5. Net worth attributable to Shareholding as per latest audited Balance Sheet	**53.31**
6. 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

Date: 29th May 2018
Place: Burhanpur

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 – 25.09.2018

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 onTuesday,25th day of September 2018 at 12.30 P. 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:	**L25200 MP2008PLC020852**		
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 10th Annual General Meeting of the Company, to be held on Tuesday, 25th September , 2018 at 12:30 P.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, 201 8, 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 Ag rawal who retires by rotation and offer herself for reappointment.		
3. To appoint new Statutory Auditors and to fix their remuneration in place of retiring Auditors.		
4. To ratify remuneration of Cost Auditor under section 148 of Companies Act, 2013.		
5. To Re-appoint Mr.Sanjay Kumar Agrawal as Managing Director for a term of five consecutive years.		

6. . To Re -appoint Mr.Vijay Prasad Pappu as Whole Time Director for a term of five consecutive years		
7. . To appoint Mrs.Rashmi Devi Agrawal as Whole Time Director for a term of five consecutive years		

Signed this……..….day of …….2018.

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 Shareholders,

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: .....

.....

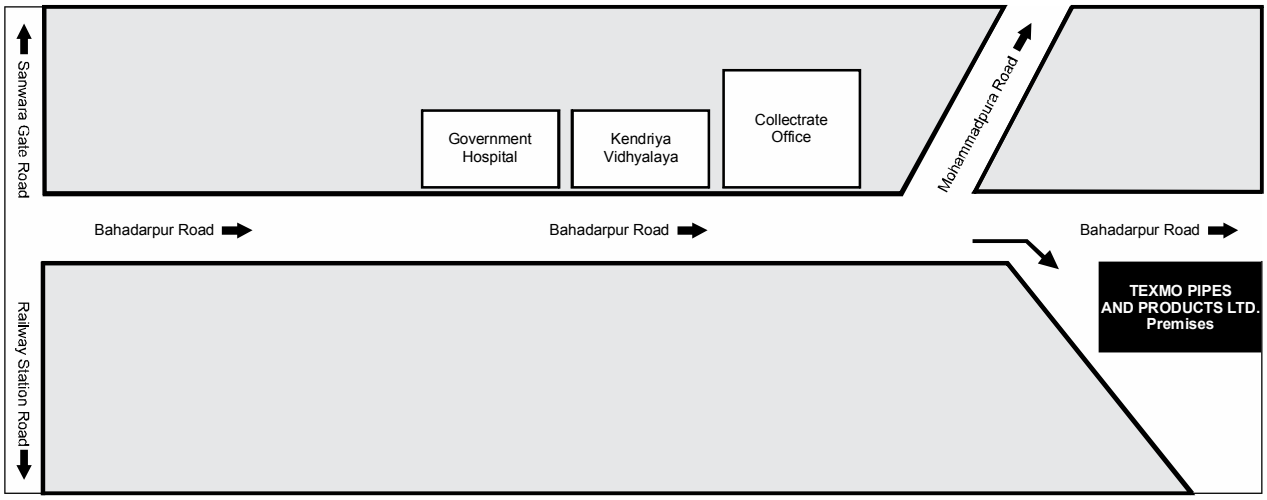
E-Mail address (to be Registered): .....

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

Solid & Leak Proof

An ISO 9001 Certified Company

TEXMO PIPES AND PRODUCTS LIMITED

Reg.Office - 98, Bahadarpur Road, BURHANPUR - 450 331 (M.P.)

Tel. 255122, 252353, 251210, 253833 **Fax :** (91) 7325-253273

Toll free no.1800 270 0190

www.texmopipe.com texmopipe@texmopipe.com Texmo Pipes and Products ltd