

Texmo/Sec/2017-18/20

August 30, 2017

To,
Manager (Listing)
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Bandra kurla Complex, Bandra (E)
Mumbai 400051

To,
The Corporate Relationship Department
Bombay Stock Exchange Ltd,
25th Floor, New Trading Ring,
P.J.Tower, Dalal Street,
Mumbai-400001

Ref: Texmo Pipes and Products Limited (ISIN- INE141K01013), BSE Code: 533164, NSE Symbol: TEXMOPIPES.

Sub.: Intimation of Annual General Meeting, Notice of Book Closure and submission of Notice of AGM.

Dear Sir/Madam,

The 9th Annual General Meeting of the Company will be held on **Saturday, 23rd September, 2017** at 11.30 A.M. at the Registered Office of the Company at 98, Bahadarpur Road, Burhanpur (M.P.).-450331. In compliance with section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has arranged e-voting facility for its members to participate in the business to be transacted at the 9th Annual General Meeting

Further, in terms of section 91 of the Companies Act, 2013 and rules made thereunder, the Register of Members and Share Transfer Book will remain closed from Monday, September 18, 2017 to Saturday, September 23, 2017 (both days inclusive) for the purpose of Annual General Meeting.

Pursuant to provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the cut-off date for determining the eligibility to vote by electronic means or in the general meeting has been fixed as September 18, 2017.

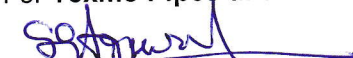
Further, pursuant to provisions of Regulation 30(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with Para A of Part A of Schedule III of said Regulation, please find attached herewith copy of Notice of 9th Annual General Meeting of the Company.

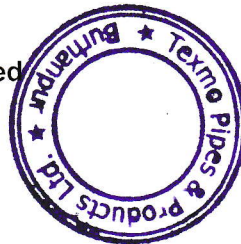
This is for the information of the Exchange and Members thereof.

Thanking you.

Yours faithfully,

For Texmo Pipes and Products Limited


Shyam Sunder Agrawal
Company Secretary



CC: Ms. Shobha Anand,
Assistant General Manager
Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot 31-32, Gachibowli

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of TEXMO PIPES AND PRODUCTS LIMITED (CIN: L25200MP2008PLC020852) will be held on Saturday, 23rd September, 2017 at 11.30 A.M. at the Registered office of the Company at 98, Bahadarpur Road, Burhanpur (M.P.) 450331 to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon for the said period.
2. To appoint a Director in place of Mrs. Rashmi Devi Agrawal (DIN: 00316248) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and all other applicable provisions, if any of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company appointed **M/S Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.), (Firm Registration No. 010081C/C400001)**, as the Statutory Auditors of the Company at 7th Annual General Meeting held on 26th September, 2015, to hold office from the conclusion of 7th Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company, such appointment of the statutory auditors be and is hereby ratified by the members of the Company for the financial year 2017-18 on such remuneration and out-of-pocket expenses, as may be agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS:

4. REMUNARATION OF COSTAUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 75,000/- (Rupees Seventy Five thousand only) plus applicable taxes to be paid to M/s Sushil Kumar Mantri & Associate (Firm Registration No. 101049), Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending March 31, 2018, as approved by the Board of Directors of the Company, be and is hereby ratified;

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

5. ALTERATION IN CLAUSE III OF MEMORANDUM OF ASSOCIATION

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

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

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

6. ALTERATION IN CLAUSE IV OF MEMORANDUM OF ASSOCIATION

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

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

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

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

7. ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION

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

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

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

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

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

“RESOLVED THAT pursuant to the provision of section 42 & 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Memorandum and Article of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), along with provisions of listing agreement entered into with stock exchanges and amendment thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (**“SEBI Takeover Regulations”**), any other guidelines and clarification issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (**“SEBI”**), and subject to all necessary approvals, consents, permissions and/or sanctions of Government of India, any other statutory or regulatory authorities, other applicable laws, consent of the Company be and is hereby given to the Board of Directors of the Company (the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constituted to exercise its powers including the power conferred by this resolution), to create, offer, issue and allot on preferential basis (**“Preferential Issue”**) to Shree Padmavati Irrigations Private Limited (CIN U01401MP1998PTC012594), the Promoter Group Company (**“Proposed Allottee”**), upto maximum of 1200000 (Twelve Lakh) equity share of face value ₹ 10 (Ten) each, at a price of ₹ 22 (Rupees Twenty Two) per share including premium of ₹ 12 (Rupees Twelve) per equity share, aggregating to ₹ 26400000 (Rupees Two Crores Sixty Four Lakhs only) ,in one or more than one tranches; provided that the minimum price of the equity share so issued shall not be less than the price arrived at, in accordance with Chapter VII of the SEBI (ICDR Regulations) for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as the Board may deemed fit in its absolute discretion;

RESLOVED FURTHER THAT in accordance with the provision of Chapter VII of the SEBI ICDR Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as 24th August, 2017 being date 30 days prior to the date of Annual General Meeting i.e. 23rd September, 2017 or such other date as may be prescribed in accordance with SEBI ICDR Regulations;

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

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

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

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

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

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

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

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

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

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

10. DETERMINATION OF FEES FOR SERVICE OF DOCUMENT

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

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

Date: 25th August, 2017

Place: Burhanpur

BY ORDER OF THE BOARD OF DIRECTOR

Shyam Sunder Agrawal

Company Secretary

Membership No.: ACS 24489

NOTES:-

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

8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. The Share Transfer Book and Register of Members of the Company will remain closed from 18th September, 2017 to 23rd September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
10. Members are requested to send their queries, if any, at least seven days in advance of the meeting.
11. The Register of Director's Shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection at the venue to the Annual General Meeting of the company during the Annual General Meeting and will also remain available for inspection of the members at the registered office of the company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.
12. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN No. for the Equity Shares of the Company is INE141K01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Karvy Computershare Private Limited ("The Karvy") Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad -500 032.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Karvy.
The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy.
14. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. To promote green initiative as per circular issued by Ministry of Corporate Affairs in 2011, the Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.texmopipe.com. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
16. The route map showing directions to reach the venue of the 9th AGM is annexed.
17. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

VOTING THROUGH ELECTRONIC MEANS:-

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

- A. In case a Member receiving an email of the Annual General Meeting Notice from Karvy
[For Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e., **User ID and password** mentioned below). Event no. Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. Or contact toll free number 18003454001 for your existing password.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and

answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select e-voting "EVENT" no. for Texmo Pipes and Products Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number of shares in "FOR" and partially in "AGAINST" but the total number of shares in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Members holding multiple Folios / Demat accounts shall choose the voting process separately for each Folios / Demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and Click on "SUBMIT".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).**
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: evoting_scrutinizer@rediffmail.com with a copy marked to evoting@karvy.com they may upload the same in e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 18th September, 2017, may write to the Karvy on the email Id: evoting@karvy.com or to Mrs Shobha Anand, Contact No. 040-67162222, at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password.

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

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

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

- i). EVEN, User ID and initial password is provided separately.
- ii). Please follow all steps from Sr. No. (i) to (xiii) as mentioned (A) above, to cast your vote.
- C. The remote e-voting period commences on Wednesday, the 20th September, 2017 at 10:00 A.M. and ends on Friday, the 22nd September 2017, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, 18th September, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, to be held at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available at Karvy's website :- <https://evoting.karvy.com>.
- E. The voting rights of the Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date i.e. (the Record Date), being Monday, 18th September, 2017.
- F. The Board has appointed Mr. Nadir Akhtar, a Practicing Advocate as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after scrutinizing the votes cast at the meeting, not later than three days of conclusion of the voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit the same to the Chairperson.
- H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company i.e. www.texmopipe.com and on the website of Karvy <https://evoting.karvy.com> within two (2) days of passing of resolution and the simultaneous communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

As Special Business:-**ITEM NO.4**

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

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

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

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

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

ITEM NO. 5

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

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

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

ITEM NO. 6

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

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

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

ITEM NO. 7

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

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

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

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 8

The proposed issue and allotment of Equity shares on a preferential basis, shall be governed by the applicable provisions of SEBI ICDR Regulations and Companies Act, 2013 read with the applicable provisions made there under. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosure are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without prejudice to the generality of above, the salient feature of the preferential issue of Equity Shares are:

Details of the Issue

1. The allotment of the Equity Shares to the proposed allottee is subject to not having sold any Equity shares of the Company during the 6 (six) months preceding the Relevant Date. The proposed allottee have represented that the Allottee has not sold any Equity shares of the Company during the 6 (six) months preceding the Relevant Date.
2. The Disclosure required under Companies Act, 2013 and in terms of Regulation 73 of the SEBI (ICDR) Regulations, are set out below:

(a) The object of the Issue through Preferential Offer

The object of the issue of Equity Shares by way of the proposed preferential offer is to infuse the capital from Promoters / Promoter Group for long term working capital requirements and long term financial resources for the Company. The Board of Directors of the Company have decided to issue Equity Shares to Shree Padmavati Irrigation Pvt Ltd; Promoter Group Company, since it will also strengthen the financial position of the Company without increasing the finance cost.

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

Equity Shares up to 12,00,000 of face value of ₹10 each, the Equity Share proposed to be issued shall not be less than the price arrived at in accordance with provisions of SEBI (ICDR) Regulations.

(c) Pricing of the Preferential Issue

The Equity Shares will be allotted in accordance with the price determined in terms of the Regulation 76(1) of the SEBI (ICDR) Regulations. The Equity Shares shall be allotted at a price not less than higher of the following:

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

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

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

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

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

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

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

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

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

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

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

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

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

- (i) **The name of proposed allottee and the percentage of post preferential offer capital that may be held by them**
 Shree Padmavati Irrigation Private Limited (CIN: U01401MP1998PTC012594) and percentage of post preferential offer capital that will held by it is. 5.24%
- (j) **The Shareholding pattern of the Issuer before and after the preferential issue**

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

- Note:** (1) The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.
- (2) The percentage of post issue shareholding has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.
- (k) **Change in Control**
 The issue of Equity Shares under consideration will not result in any change in management or control of the Company or change in the composition of the Board of Directors of the Company.
- (l) **The Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**
 During the Financial Year 2016-17, the Company has not offered, issued and allotted any Equity Shares on Preferential basis to promoter and non promoters.
- (m) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**
 This is not applicable in present case since the Company is a listed Company and pricing is in terms of SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

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

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

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

Since the Equity Share of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 (Six) months prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

- (p) **Disclosure as specified under Regulations 73(1)(h) of the SEBI ICDR Regulations.**

This is not applicable in present case, as the Company and any of its promoters or directors are not a wilful defaulter.

- (q) **Auditor's Certificate**

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

- (r) **Lock-in Period**

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

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

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

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

- (t) **Other terms and conditions for issue of Equity Shares.**

- The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI (ICDR) Regulations. Due to above preferential allotment of the Equity Shares, no change in management control is contemplated. The aforesaid allottee shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- The Equity Shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Ltd and BSE Limited where the Equity Shares of the Company are listed.

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

Mr. Sanjay Kumar Agrawal, Managing Director and Mrs. Rashmi Devi Agrawal, Director of Texmo pipes and Products Limited, being Director and Member of the Shree Padmavati Irrigation Private Limited, the proposed allottee and their relatives may be deemed to be considered as interested financially or otherwise to the extent of the shares as may be offered and allotted by the Company. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolution.

ITEM NO. 9

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

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

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

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

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

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

Save and except Mr. Amber Chaurasia, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

ITEM NO. 10

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

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

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Burhanpur

Date: 25th August, 2017

Shyam Sunder Agrawal

Company Secretary

Membership No.: ACS 24489

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

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

Name	Date of Birth	Date of 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. Amber Chaurasia	01.04.1976	10.02.2017	M.F.A	Financial Management	NA	Nil	Nil	Nil

**ANNUAL GENERAL MEETING – 23.09.2017
ADMISSION SLIP**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Name (in block letters) : _____

Member's Folio Number : _____

Name of Proxy (in block letters to be filled in case the Proxy attends instead of the Member)
_____ No. of Shares held _____.

**I hereby record my presence at the Annual General Meeting of Texmo Pipes and Products Limited on
Saturday, 23rd day of September 2017 at 11.30 A. M. at 98, Bahadarpur Road, Burhanpur (M.P.).**

Please (✓) the appropriate box

Member	Proxy
☐	☐

Member's / Proxy's Signatures*

Note : Please note that no gift/gift coupon will be distributed at the AGM.

*To be signed at the time of handing over this slip.

(Please complete this attendance slip and hand it over at the entrance of the hall)

TEXMO PIPES AND PRODUCTS LIMITED
CIN: L25200MP2008PLC020852
Regd. Office: 98, Bahadarpur Road, Burhanpur (M.P.) – 450 331
Ph. : (07325) 255122, Fax (07325) 253273
Email: texmopipe@texmopipe.com Website: http://www.texmopipe.com
**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L25200MP2008PLC020852		
Name of Company:	TEXMO PIPES AND PRODUCTS LIMITED		
Registered Office :	98, Bahadarpur Road, Burhanpur (M.P.) 450331		
Name of Member (s) :			
Registered Address :			
E-mail Id :			
Folio No/Client Id		DP ID	

I/We, being the member(s) of Shares of the above named company, hereby appoint

1.	Name			Signature	
	Address				
	E-mail Id				
	Or falling him				
2.	Name			Signature	
	Address				
	E-mail Id				
	Or falling him				
3.	Name			Signature	
	Address				
	E-mail Id				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Saturday, 23rd September, 2017 at 11:30 A.M at 98, Bahadarpur, Road, Burhanpur (M.P.) 450331 and at any adjournment thereof in respect of such resolutions as are indicated below:-

** I wish my above proxy to vote in the manner as indicated in the box below:-

Resolutions	For	Against
1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended as at March 31 st , 2017, and the Reports of the Directors and the Auditors thereon for the said period.		
2. To appoint a Director in place of Mrs. Rashmi Devi Agrawal who retires by rotation and offer herself for reappointment.		
3. To ratify the appointment Statutory Auditors and to fix their remuneration.		
4. To ratify remuneration of Cost Auditor under section 148 of Companies Act, 2013.		
5. To Approve the alteration in Clause III of Memorandum of Association.		
6. To Approve the alteration in Clause IV of Memorandum of Association.		

7. To Adopt the new set of Article of Association of the Company.		
8. To Issue Equity Shares on Preferential basis to the Promoter Group		
9. To Appoint Mr. Amber Chaurasia as an Independent Director for a term of five consecutive years.		
10. To Determine the fees for service of documents.		

Signed this.....day of 2017.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix
Revenue
Stamp

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the Meeting.

Texmo Pipes and Products Limited
98, Bahadarpur Road, Burhanpur - 450 331, Madhya Pradesh

Dear Shareholder,

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. In accordance with the circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices and documents, including Annual Report, to its shareholders through electronic mode to the registered e- mail addresses of shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a Greener Environment. This is a golden opportunity for every shareholder of 'Texmo Pipes and Products Limited' to contribute to the Corporate Social Responsibility initiative of the Company. Further it will ensure instant and definite receipt of the reports by you.

We notice that your email ID is not available in our records. As we propose to send future Communications, in electronic mode, we request you to please fill up the form given herewith for registering your e-mail ID and send the same to the following address:

Karvy Computershare Private Limited
 (Unit: Texmo Pipes and Products Limited)
 Karvy Selenium Tower B, Plot 31-32, Gachibowli
 Financial District, Nanakramguda, Hyderabad – 500 032
 Email id:- shobha.anand@karvy.com

If the shares are held in electronic mode, please get your e-mail registered with your DP immediately.

Please note that as a member of the Company you will be entitled to receive all such communication in Physical Form, upon request.

Thanking you,
 Yours faithfully,
For Texmo Pipes and Products Limited
Sd/-
Shyam Sunder Agrawal
Company Secretary

E-COMMUNICATION REGISTRATION FORM

Folio No. /DP Id and Client ID : _____
 Name of 1st Registered Holder : _____
 Name of Joint Holder(s) : _____
 Registered Address : _____
 E-Mail address (to be Registered) : _____

I/we Shareholder(s) of **Texmo Pipes and Products Limited** agree to receive communication from the Company in electronic mode. Please register my above e-mail ID for your records for sending communication through e-mail.

Date:

Signature:
 (1st holder only)

Note: Shareholder(s) are requested to keep the Company informed as when there is any change in the e-mail address.

Location Map

