

HELD AT 98, BAHADARPUR ROAD, BURHANPUR ON 26-09-2012 TIME 11:30 A.M.

MINUTES OF THE FOURTH ANNUAL GENERAL MEETING OF
TEXMO PIPES AND PRODUCTS LIMITED HELD ON THE 26TH
SEPTEMBER 2012, WEDNESDAY AT THE REGISTERED OFFICE OF
THE COMPANY SITUATED AT 98, BAHADARPUR ROAD,
BURHANPUR (M.P.) AT 11.30 A.M.

Present at the Meeting

01. Mr. Sanjay Agrawal	Chairman
02. Mr. Vijay Prasad Pappu	Whole Time Director
03. Mr. Shanti Lal Badera	Non-executive Independent Director
04. Mr. Sunil Kumar Maheshwari	Non-executive Independent Director
05. Shri Chakradhar Bharat Chhaya	Non-executive Independent Director

Also Present

Mr. Satyendra Rathi	Chief Financial Officer
Mr. Akhilesh Gupta	Company Secretary
Mr. Pankaj Somaia	Statuary Auditors

AND

13 members present in the meeting.

The Chairman welcomed the members to the meeting.

The Chairman ensures the proper quorum is present. The notice convening the meeting and the Directors' Report, having already been circulated to the members were taken as read with the general consent.

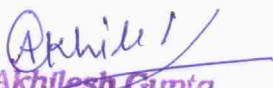
The Chairman informed the meeting about the proxies received and that the Register of Members and the Register of Director's shareholding are kept open and accessible during the continuance of the meeting. Thereafter the following were placed before the meeting.

1. ASCERTAINMENT OF QUORUM:

After ascertaining the requisite quorum for the meeting in accordance with the provision of section 174 of the Companies Act, 1956, the Chairman called the meeting.

CERTIFIED TRUE COPY

For Texmo Pipes and Products Ltd.


Akhilesh Gupta
(Company Secretary)

CHAIRMAN'S
INITIALS



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2. ADOPTION OF FINAL ACCOUNT:

With the permission of the Chairman, Mr. Akhilesh Gupta, Company Secretary of the Company read the Auditors' Report and Balance Sheet. The shareholders considered the Balance Sheet dated 31st day of March 2012 and Profit and Loss Account made for the year ending on that date & Auditors' Report thereon and Directors' Report and Corporate Governance Report attached therewith, including Schedules and Notes annexed therewith on that date.

The Chairman then explained the activities of the company and Mr. Vithaldas Shah proposed to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT the Balance Sheet for the year ended 31st March, 2012 and Profit and Loss Account made for the period ending as on that date including Cash Flow Statement, Schedules and Notes annexed therewith and Auditors' Report on the account and Directors' Report and Corporate Governance Report be and are hereby approved."

Seconded by: Ms. Yamini Shah

The Chairman invited the members present to ask queries arising out of the Balance sheet, Profit and Loss Account, Directors' Report and Auditors' Report.

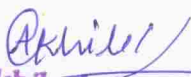
Several questions (not involving any important point of principle) were asked and suitably reply by the Chairman. The motion was then put on vote and on a voting by show of hands it was carried unanimously.

3. RE-APPOINTMENT OF DIRECTOR

Mr. Sanjay Dalal proposed to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT Shri Sunil Kumar Maheshwari, Director who retire by rotation and is eligible for reappointment, be and is hereby reappointed Director of

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the Company, whose period of office will be liable to determination by retirement of Directors by rotation.

Seconded by: Mr. Nilesh Lakkadwala

The motion was then put on vote and on a voting by show of hands it was carried unanimously.

4. APPOINTMENT OF AUDITORS:

Mr. Vithaldas Shah proposed to pass the following resolution as an ordinary resolution:

"RESOLVED THAT M/s Pankaj Somaiya & Associates, Chartered Accountants, Burhanpur, be and are hereby reappointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors of the Company."

Seconded by: Mr. Rajesh Agrawal

The motion was then put on vote and on a voting by show of hands it was carried unanimously.

5. VOTE OF THANKS

There were no other businesses to transact, the meeting concluded with the vote of thanks to the chair by Mr. Manohar Bende.

DATE: 27.09.2012
PLACE: BURHANPUR


CHAIRMAN

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For Texmo Pipes and Products Ltd.


Akhilesh Gupta
(Company Secretary)

CHAIRMAN'S INITIALS	
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