

Texmo/Sec/2023-24/41

September 04, 2023

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

**Sub: Submission of 15<sup>th</sup> Annual Report of the Company for the Financial Year 2022-23**

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith 15<sup>th</sup> Annual Report of the Company for the Financial Year 2022-23.

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

Thanking You

Yours Faithfully

For **Texmo Pipes and Products Limited**

**Ajay Shrivastava**

**Company Secretary and Compliance Officer**

**Encl:** As above.



# ANNUAL REPORT

## F.Y. 2022-23

### Board of Directors

Mrs. Rashmi Agrawal	Chairperson and Whole Time Director
Mr. Sanjay Kumar Agrawal	Managing Director
Mr. Vijay Prasad Pappu	Whole Time Director cum Chief Financial Officer
Dr. Parvez Anjum	Non Executive Independent Director
Dr. Smita Hajari	Non Executive Independent Director
Mr. Amber Chaurasia	Non Executive Independent Director (Resigned w.e.f. 13.02.2023)
Mr. Abdul Quader Motorwala	Non Executive Independent Director (Appointed w.e.f. 14.02.2023)

### Committees of Directors

Audit Committee	Nomination and Remuneration Committee
Mr. Abdul Quader Motorwala - Chairperson	Dr. Smita Hajari - Chairperson
Mr. Vijay Prasad Pappu - Member	Dr. Parvez Anjum - Member
Dr. Parvez Anjum - Member	Mr. Abdul Quader Motorwala - Member
Dr. Smita Hajari - Member	

Treasury Committee	Stakeholders' Relationship Committee
Mr. Sanjay Kumar Agrawal - Chairperson	Dr. Parvez Anjum - Chairperson
Mr. Vijay Prasad Pappu - Member	Mr. Sanjay Kumar Agrawal - Member
Dr. Parvez Anjum - Member	Dr. Smita Hajari - Member
Dr. Smita Hajari - Member	

Corporate Social Responsibility Committee
Dr. Smita Hajari - Chairperson
Mr. Sanjay Kumar Agrawal - Member
Dr. Parvez Anjum - Member

Chief Executive Officer
Mr. Mohit Agrawal

Company Secretary & Compliance Officer
Mr. Ajay Shrivastava

Statutory Auditors	Secretarial Auditor
M/s. Anil Kamal Garg & Company Chartered Accountants, Indore	Mr. Dinesh Kumar Gupta Practicing Company Secretary, Indore

Bankers	Registrar & Share Transfer Agent
State Bank of India	KFin Technologies Limited
Punjab National Bank	Karvy Selenium Tower B
ICICI Bank	Plot 31-32, Financial District Nanakramguda, Hyderabad- 500032

Registered Office	Corporate Identification Number
98, Bahadarpur Road, Burhanpur (M.P.) - 450331	L25200MP2008PLC020852

CONTENTS

Particulars	Page No.
1. Chairperson's Message	03
2. Notice of AGM	05
3. Board's Report	36
4. Corporate Governance Report	70
5. Management Discussion and Analysis	96
6. Standalone Financial Statements	
Auditors Report	103
Balance Sheet	122
Statement of Profit and Loss	124
Cash Flow Statement	126
Significant Accounting Policies	128
Notes to Financial Statement	137
7. Consolidated Financial Statements	
Auditors Report	176
Balance Sheet	186
Statement of Profit and Loss	188
Cash Flow Statement	191
Significant Accounting Policies	193
Notes to Financial Statement	203



## CHAIRPERSON'S MESSAGE

**Dear Valued Shareholders,**

It is my privilege to share with our esteemed shareholders the 15<sup>th</sup> Annual Report of your Company for FY 2022-23 and present with you the key highlights and the financials of your Company and the roadmap going forward. This year has been a remarkable year for all of us. We emerged more resilient and reinvigorated, and our confidence in our capabilities is reflected by the trust that our clients have placed in us. I am grateful to our clients, partners, team members, and other stakeholders for their relentless collaboration to make this happen. We have always endeavored to transcend our performance as a Company by achieving quality production and expanding our products and reinforce our capabilities with our core competency. We here at Texmo Pipes and Products Limited believe that strong ethical standard, principles and sense of accountability are the only path to success and we have aligned ourselves to this vision. Your Company Texmo Pipes and Products Limited is one of the most strongly trusted Company engaged in defining and offering higher levels of customer satisfaction and faster absorption of latest available and enhanced technology and reducing overheads to achieve the scenario of optimum utilization of resources.

In the FY 2022-23, we have made significant performance and your Company has progressed well in terms of revenue and turnover. We were able to steer through the challenges of the unpredictable market conditions effectively and achieve strong growth. We did this by aligning to our vision, focusing relentlessly on growth, and maintaining a strong operational rigour. This is a testament to the unwavering determination of our teams to help our clients succeed in their respective areas.

We, as a Company and all our associates are working hard enough with their tireless efforts to accelerate our growth and bring innovation and development in our portfolio and to reach a wider scenario in the market.

As a token of appreciation and applaud, I would like to extend my sincere thanks and gratitude to our management team, staff, bankers and business associates for their commitment and contribution towards your Company Texmo Pipes and Products Limited. Further, I would like to show my appreciation for my fellow Directors and colleagues for providing guidance amidst the tough operating environment. Last but not least, I would like to extend my sincerest gratitude to our employees, customers, partners, business associates and all our esteemed stakeholders for their undying faith and support. Each one has been a part of our exciting and enriching continuous journey. We continue to seek value creation for our stakeholders and persevere in building a sustainable business. We always hope for a brighter and prosperous future in coming years together.

**With Best Wishes,**

**Rashmi Agrawal  
Chairperson & Whole Time Director**

## MESSAGE FROM 'MANAGING DIRECTOR'

**Dear esteemed Shareholders,**

It is always a matter of great pride to communicate with you at the end of yet another dynamic year. We Texmo Pipes and Products Limited are proud to present you the 15<sup>th</sup> Annual Report of your Company this comprehensive report not only talks about our yearly performance but also showcase our vision for the future, to be one of the Blue Chip Company and to be a trend setter in Plastic Pipes manufacturing Industry globally.

I, Sanjay Kumar Agrawal, Managing Director, Founder and Promoter of the Company started this journey 35 years back with a vision in eyes of providing stable and growing employment opportunities to the people of my native place for their livelihood and growth prospects, and by forming Shree Balaji Industries with only one product in PVC pipe with capacity of 3.5 Metric Ton, which later converted in Texmo Pipes and Products Limited on 3<sup>rd</sup> July, 2008 and reached a capacity of 350 Metric Ton per day in present time and dealing in all Products covering Sanitary and Water Tank Segment, Agriculture Segment, Column Pipe and MIS segment.

Your Company is not only limited to achieving new heights in the existing field but also added new product in form of 'Texmo Roto Moulded Water Storage Tank' in our product range, and in all segments and all together we have 2,200 products under one roof. Texmo Pipes and Products Limited getting closure to its ambition of becoming one stop piping solution for all your piping requirements which includes CPVC Pipes, UPVC Pipes, SWR Pipes and Fittings, Water Storage Tanks, Garden Pipe and Solvent, Rigid PVC Pipes, CM, CS, RS and Blue Casing Pipe, Agriculture and Suction Hose Pipes and Fittings, HDPE Pipes and coils, Colum Pipe, DRIP rolls, Sprinkler Pipes and Accessories, Mini Sprinkler Rolls and Spray Pipe etc.

Your Company has achieved a magnificent milestone of nearly doubling its revenue of operations from Rs. 327.94 crores in FY 2019-20 to Rs. 638.44 Crores in FY 2022-23 in the past 3 years. We always stands on a strong foundation formed from its 3 core principles which are Strong Production Quality, Efficient Distribution System and Maximum Customer Satisfaction. The driver behind your Company's success is the ethical ideology of the Management Production and Administrative teams and Trust and Confidence of around 53,000 shareholders.

It is also praiseful that our Company's registered and place of operations i.e. Burhanpur in Madhya Pradesh becomes the 1<sup>st</sup> 'Har Ghar Jal' certified district in the country, reaching from just 37% households of tap water connections to 100% and we are also been a part of this and supplied our products and contributed for this milestone achievement.

In our journey to success, your Company has not forgotten its Social and Philanthropic responsibilities, and to accelerate its Corporate Social Responsibility (CSR). your Company has incorporated a Non-Profit Organization in the name of "Texmo Pipes Foundation" a Section 8 Company and through this CSR arm your Company has contributed more than its CSR obligations, and from last 3 years we are continuously devoted for social and charitable objects and also helped during the COVID-19 pandemic. By this CSR Arm Texmo Pipes Foundation we are contributing to the society by organizing various Health Care programmes and environmental sustainability and promoting education.

Texmo is a very strong brand that has earned the confidence of its consumers in India. We will continue to build on our learning and leverage our strengths on quality products. Today we are a strong Company with a diversified product range we will apply our learning and principle to strive for better performance.

I must acknowledge the understanding and support of our employees, numerous customers, partners, business associates, dealers, distributors, vendors and all our esteemed stakeholders for their utmost faith and support, on whose trust we continue to evolve and grow. At last, I wanted to thank all our esteemed shareholders to keep believing in the vision of our management in tough times. I am proud of our employees and management team for showing their determination and character in all times in true letter and spirit. It is their perseverance which kept us going through out our journey.

**With Best Regards,**

**Sanjay Kumar Agrawal  
Managing Director**

**NOTICE**

NOTICE is hereby given that the 15th Annual General Meeting of the Members of **TEXMO PIPES AND PRODUCTS LIMITED** (CIN: L25200MP2008PLC020852) will be held through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) on Tuesday, 26th September, 2023, at 12.30 P.M. to transact with or without modification(s), as may be permissible, the following business:-

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Prasad Pappu (DIN: 02066748) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Anil Kamal Garg & Company, 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 & Company, Chartered Accountants, Indore (Firm Registration No. 004186C) who have confirmed their eligibility to be re-appointed as statutory auditors in terms of Section 141 of the Act, read with rule 4 of the Companies (Audit and Auditors) Rule 2014, be and are hereby re-appointed as the Statutory Auditors of the Company for a second tenure of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20<sup>th</sup> (Twentieth) Annual General Meeting of the Company to be held in the calendar year 2028, 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. **REMUNERATION OF COST AUDITOR FOR THE YEAR 2023-24.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 80,000/- (Rupees Eighty thousand only) plus applicable taxes

to be paid to M/s Saurabh Parikh & Associates (Firm Registration No.101495), Cost Auditors of the Company to conduct the Audit of the cost records of the Company for the Financial Year ending March 31, 2024, as approved by the Board of Directors of the Company, be and is hereby ratified.

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

5. **TO APPROVE THE REVISION IN THRESHOLD OF A RELATED PARTY TRANSACTION WITH A RELATED PARTY FIRM.**

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

“**RESOLVED THAT** pursuant to the provision of Section 188 (as amended or re-enacted from time to time) and all other provisions applicable, if any, of the Companies Act 2013, read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules 2014 read with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of the Member(s) of the Company be and is hereby accorded, to revise and modify the tentative threshold of the related party transaction with respect to sale, purchase and supply of goods, material and services etc. with “Shree Vasudeo Industries” in ordinary course of business on prevailing market price on such terms and conditions as may be mutually agreed upon between the Company and the related party for an amount up to Rs. 200 Crore (Rupees Two Hundred Crores only) in each financial year.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any Committee thereof or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things with regard to the said transaction with the related party, and to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings, as may be required and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the Company.”

6. **TO APPROVE REVISION IN THRESHOLD OF A RELATED PARTY TRANSACTION WITH ‘SHREE VENKATESH INDUSTRIES PRIVATE LIMITED’.**

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

“**RESOLVED THAT** pursuant to the provision of Section 188 (as amended or re-enacted from time to time) and all other provisions applicable, if any, of the Companies Act 2013, read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules 2014 read with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of the Member(s) of the Company be and is here by accorded to revise and modify the tentative threshold of related party transaction with respect to sale, purchase and supply of goods, material and services etc. with “Shree Venkatesh Industries Private Limited” in ordinary course of business on prevailing market price on such terms and conditions as may be mutually agreed upon between the Company and



the related party for an amount up to Rs. 300 Crores (Rupees Three Hundred Crores only) in each financial year.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any Committee thereof or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things with regard to the said transaction with the related party, and to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings, as may be required and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the Company.”

7. **TO GRANT AUTHORITY TO THE BOARD OF DIRECTORS TO ADVANCE/GIVE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY TO SUCH PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 (“said Section”), and other applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Member(s) of the Company is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power conferred by this resolution), for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/to be taken by Shree Venkatesh Industries Private Limited, being entity under the category of ‘a person in whom any of the Director of the Company is interested’, as specified in the explanation to Sub-section 2 of the said Section, for an aggregate amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crore only) outstanding at any point of time and on such terms and conditions, including interest and tenure, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the loan and /or guarantee including among others things, the security for repayment, tenure of loan, tranches, interest rate and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regards and /or to settle all questions, difficulties or doubts that may arise at any stage from time to time including amendment of the terms and conditions at which the loan is granted or security is provided as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the Members or otherwise.”

8. **TO APPROVE REVISION IN REMUNERATION OF SMT. RASHMI AGRAWAL (DIN: 00316248 ) AS WHOLE TIME DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mrs. Rashmi Agrawal (DIN: 00316248) as Chairperson and Whole Time Director of the Company with effect from 1<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2026 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. 14,167/- (Rupees Fourteen One Hundred and Sixty Seven 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. 5,667/- p.m.

B. Other Perquisites / Allowances:-

i. Medical Allowance 10% of basic Salary i.e. Rs. 1,417/-p.m.

ii. Tours and Travel Allowance: Rs. 5,93,625/- p.m.

iii. Entertainment Allowance: Rs. 5,93,625/- p.m.

iv. Canteen Allowance: Rs. 5,93,625/- p.m.

v. Performance Allowance: Rs. 1,97,874/- p.m.

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

vii. Medical and Personal Accident Insurance.

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

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

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

xi. Premium for payment of Employer-Employee Insurance taken by the Company: Rs. 7,23,728/- per annum, for pay-term of 10 years which will be paid by the Company and the said insurance cover shall be assigned in favour of Mrs. Rashmi Agrawal, Whole Time Director (DIN: 00316248) of the Company.

xii. Premium for payment of Employer-Employee Scheme Insurance taken by the Company: Rs. 10,00,000/- per annum, for pay-term of 5 years which will be paid by the Company and the said insurance cover shall be assigned in favour of Mrs. Rashmi Agrawal, Whole Time Director (DIN: 00316248) of the Company.



xiii. Premium for payment of Employer-Employee Insurance taken by the Company: Rs. 20,00,000/- per annum, for pay-term of 5 years which will be paid by the Company and the said insurance cover shall be assigned in favour of Mrs. Rashmi Agrawal, Whole Time Director (DIN: 00316248) of the Company.

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

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

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

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

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

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

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

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

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

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

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

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

9. **TO APPROVE REVISION IN REMUNERATION OF SHRI VIJAY PRASAD PAPPU (DIN: 02066748 ) AS WHOLE TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, approvals of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Vijay Prasad Pappu (DIN: 02066748) as Chairperson and Whole Time Director of the Company with effect from 1<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2026 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. 14,167/- ((Rupees Fourteen Thousand One Hundred and Sixty Seven 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. 5,667/- p.m.

B. Other Perquisites / Allowances:-

i. Medical Allowance 10% of basic Salary i.e. Rs. 1,417/-p.m.

ii. Tours and Travel: Rs. 26,685/-p.m.

iii Entertainment Allowance: Rs. 26,685/-p.m.

iv. Canteen Allowance: Rs. 26,685/-p.m.

v. Performance Allowance Rs. 8,894/- p.m

vi. Medical and Personal Accident Insurance.

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

viii. 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 Managing Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.

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

(iv) Expenses or Reimbursement of entertainment and other business promotion expenses actually incurred by the 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** further to approval by the members for the appointment and remuneration payable to Mr. Vijay Prasad Pappu (DIN: 02066748), Whole Time Director of the Company at the Extra Ordinary General Meeting held on 28<sup>th</sup> December, 2022, the structure of remuneration component as above stated in point 1 and 2 be and is hereby approved, reviewed and taken note of, for his existing term till 31<sup>st</sup> August, 2023;

**RESOLVED FURTHER THAT** on the recommendation of the Nomination and Remuneration Committee and approval thereof by the Board in their meeting held on August 11, 2023, the remuneration payable to Mr. Vijay Prasad Pappu, Whole Time Director of the Company, as detailed in point 1 and 2, be and is hereby approved for a period of three years, for his subsequent period of his re-appointment effective from 1<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2026;

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

**RESOLVED FURTHER THAT**, 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.”

10. **TO APPROVE RE-APPOINTMENT OF DR. PARVEZ ANJUM (DIN: 08529781) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass, the following Resolution as a **Special 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, Regulation 16 (1)(b) and 25(8) including such other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Dr. Parvez Anjum (DIN: 08529781), an Independent Director of the Company whose period of office is liable to expire on August 12, 2024, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act and Rules thereof including amendments thereunder, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from August 13, 2024 to August 12, 2029.

**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.”

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

**Place: Burhanpur  
Date: August 11, 2023**

**Ajay Shrivastava  
Company Secretary  
Membership No.: ACS 41817**

**NOTES:-**



1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business as set out above is annexed hereto.
2. Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2022 and 10/2022 issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022, December 28, 2022 and Clarification Circular dated January 13, 2021 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM for the calendar year 2023 and the registered office of the Company i.e. 98, Bahadarpur Road, Burhanpur, MP will be the deemed venue of the AGM. In accordance with the said Circulars, hard copies of the AGM Notice and Annual Report are not circulated to the members.
3. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies to attend and cast vote on behalf of the members is not available.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 15<sup>th</sup> Annual General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
7. e-AGM: The Company has appointed M/s. KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
8. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2023 and Members seeking to inspect such documents and ask any information pertaining to the above can send an email to [complaints@texmopipe.com](mailto:complaints@texmopipe.com). The same will be replied by the Company suitably.
10. Members whose shareholding is in electronic mode are requested to direct notifications about change of address, mobile number and email IDs to their respective depository participants(s)

(DP) and also to quote Folio Number/Client ID/DP ID, in all their correspondence with the Company/DP.

11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.
12. The Share Transfer Book and Register of Members of the Company will remain closed from 20<sup>th</sup> September, 2023 to 26<sup>th</sup> September, 2023 (both days inclusive) for the purpose of Annual General Meeting of the Company.
13. In compliance with Section 108 of the Act, the corresponding Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("remote e-voting") facility provided by the KFin Technologies Limited (KFin), the Registrar & Share Transfer Agents ("RTA") of the Company.
14. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting by members holding shares in dematerialized mode and for members who have not registered their email address is provided in the e-voting section which forms part of this Notice.
15. The Board of Directors have appointed CS Dinesh Kumar Gupta, Company Secretary in Practice (FCS - 5396 and CP No. - 4715), as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting at the AGM, in a fair and transparent manner.
16. Members holding shares as on cut-off date, i.e., Tuesday, September 19, 2023, may cast their votes electronically. A member will not be allowed to vote again on any resolution on which his vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. as on September 19, 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
17. The remote e-voting period commences on Friday, September 22, 2023 at 9:00 am (IST) and ends on Monday, September 25, 2023 at 5:00 pm (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, September 19, 2023, may cast their votes electronically. The remote e-voting module will be disabled by the RTA for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast through remote e-voting.
18. Once the vote on a Resolution is cast by the shareholder either through remote e-voting or at the AGM, he/she shall not be allowed to change it subsequently.
19. In pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Shri Ajay Shrivastava, Company Secretary is authorized and responsible to address the grievances connected with the electronic voting and contact details of him is as under: E-mail: [cs@texmopipe.com](mailto:cs@texmopipe.com). Tel: 07325-255122, Address: Texmo Pipes and Products Limited, 98, Bahadarpur Road, Burhanpur - 450 331, MP.



20. The facility for e-voting at the e-AGM will also be made available. Members present in the e-AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the e-AGM.
21. The results of the remote e-voting and poll in the e-AGM shall be declared within 2 (Two) working days of conclusion of the e-AGM and will be published on the website of the Company and also intimated to the Stock Exchanges.
22. In compliance with the Circulars, the Annual Report for 2022-23, the Notice of the 15<sup>th</sup> AGM and the instructions for remote e-voting along with other relevant information are being sent only through electronic mode to those members whose email address is registered with the Company / depository participant(s).
23. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses as per the instructions provided by your respective depository participants or RTA.
24. Members may also note that the Notice of the 15<sup>th</sup> AGM and the Annual Report for 2022-23 will also be made available on the Company's website, <https://texmopipe.com>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA, <https://evoting.kfintech.com>.
25. Members who have acquired shares after the dispatch of notice and before the cut-off date may approach the Company/RTA for issuance of User ID and Password for exercising their votes by electronic means.
26. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
27. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3rd November 2021 and clarification on the same dated 14th December 2021, on Common and Simplified Norms for processing Investor's Service Request by RTAs, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that "From 1st January 2022, RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/ details are received

**PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their

vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on **Friday, September 19, 2023 at 9:00 am (IST) and ends on Monday, September 25, 2023 at 5:00 pm (IST)**. The e-voting module will be disabled by KFin thereafter.
- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

**Details on Step 1 are mentioned below:**

- I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders	1. User already registered for IDeAS facility: I. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>



<p>holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points I.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point I</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e- Voting is in progress.</li> </ol>
<p>Individual Shareholder login through their demat</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting</li> </ol>

accounts / Website of Depository Participant	III. feature. Click on options available against company name ore-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.
--	---

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- 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 the "EVEN" i.e., **'TEXMO PIPES AND PRODUCTS LIMITED- AGM'** and click on "Submit"
- 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 in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member 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 folio/ 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 have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id **csdineshgupta@gmail.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

**(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
- ii Alternatively, member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iv. Shareholders may also visit the website of the Company <https://texmopipe.com> or the website of the RTA [evoting.kfintech.com](http://evoting.kfintech.com) for downloading the Annual Report and Notice of the AGM.

**Details on Step 3 are mentioned below:**

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**
  - i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
  - ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
  - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [cs@texmopipe.com](mailto:cs@texmopipe.com). Questions /queries received by the Company till 5:00 P.M. on Friday, September 22, 2023 shall only be considered and responded during the AGM.
  - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.



- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Wednesday, September 20, 2023 to Friday, September 22, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Wednesday, September 20, 2023 to Friday, September 22, 2023.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>(Kfintech Website) or contact at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 19, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
  1. Example for NSDL:
  2. MYEPWD <SPACE> IN12345612345678
  3. Example for CDSL:
  4. MYEPWD <SPACE> 1402345612345678
  5. Example for Physical:
  6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

VI. The Results shall be declared forthwith by the Chairman or a person authorized by Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes cast in favor of the Resolution(s).

VII. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website <https://texmopipe.com> and on the website of RTA <http://evoting.kfintech.com> within 2 (Two) working days from the conclusion of the e-AGM and shall also be communicated to the Stock Exchanges where the Company's shares are listed and also displayed in the Notice Board at the Registered Office of the Company.

#### **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	Relations hip between directors inter-se	Directors hip in other listed entities, and listed entities from which the person has resigned in the past three years.	Membership of Committees of other listed entities	Number of shares held in the Company
Mr. Vijay	30.06.1959	03.07.2008	Bsc, M.A.&	Factory	Nil	Nil	Nil	1,200

Prasad Pappu (DIN: 02066748)			M.B.A	Operation				
Dr. Parvez Anjum (DIN: 08529781)	10.06.1975	13.08.2019	M.B.A	Marketing, Operations and Business Development	Nil	Nil	Nil	Nil

**Brief profile of Mr. Vijay Prasad Pappu (Whole-Time Director cum Chief Financial Officer)**

Mr. Vijay Prasad Pappu (DIN: 02066748) aged about 63 years is the Director of the Company since incorporation and is one of the Promoters of the Company and he is also Chief Financial Officer of the Company. He has more than 37 years of experience in factory operations. He completed his Bachelor of Science from University of Indore in the year 1979. He completed his Master of Arts in Social Works from University of Indore in the year 1982 and also holds degree of M.B.A. He began his career with National Textile Corporation M.P. Limited, a Government of India Undertaking, Ministry of Textiles in the year 1985 as Trainee Executive. In the year 1996, he joined Shree Venkatesh Industries and on 3 July 2008 he has been shifted to our Company. He is now supervising the entire factory operations and matters relating to corporate affairs and the finance functions of the Company.

**Brief profile of Dr. Parvez Anjum (Non-Executive Independent Director)**

Dr. Parvez Anjum (DIN: 08529781) aged 47 years holds the degree of MBA and is a Non-Executive Independent Director on the Board of the Company. He has an overall academic and industrial experience of more than 14 years in the area of marketing, operations, business development, and other corporate functions.



**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****Brief Profile of Statutory Auditors:**

M/s. Anil Kamal Garg & Company, Chartered Accountants is a leading firm of Chartered Accountants having its core operations at Indore. They are providing a spectrum of professional services to the commercial community across the Globe since 1988 and work tirelessly for maintaining the high standards and ethics which a client expects from a professional firm. The Firm provides a comprehensive range of professional services in the Auditing, Assurance, Attestation, Legal and other related areas for all segments be it private, public, governmental, autonomous, profit and not-for-profit organizations and offers Statutory, Internal, Concurrent, Stock, Revenue, Management and Information System Audits etc. They have been successfully serving a variety of sectors of the Industry, including various listed and public companies. The firm has a vast experience of nearly 34 years in conducting statutory branch audits of various Banks such as State Bank of India, Bank of India, Bank of Baroda, Union Bank of India, United Bank of India, Central Bank of India etc.

The members of the Company at the 10<sup>th</sup> Annual General Meeting of the Company held on September 25, 2018, appointed M/s Anil Kamal Garg & Company, Chartered Accountants, Indore (Firm Registration No. 004186C) as the statutory auditors of the Company to hold office from the conclusion of the 10<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 15<sup>th</sup> Annual General Meeting to be held in the year 2023.

The initial term of appointment of M/s Anil Kamal Garg & Company, Chartered Accountants as Statutory Auditors is thereof liable to end at the conclusion of the ensuing AGM of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s Anil Kamal Garg & Company, as the Statutory Auditors of the Company. The proposed remuneration to be paid to M/s Anil Kamal Garg & Company, for their subsequent term including Statutory, Tax and GST Audit and includes various Tax work, Certification and Consultation fees etc. to upto ₹14 lakhs only (Rupees Fourteen Lakhs only) per year, plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors of the Company, on the recommendation of the Audit Committee proposes to re-appoint M/s Anil Kamal Garg & Company, as the Statutory Auditors of the Company for a second term of a consecutive period of five years from the conclusion of this AGM till the conclusion of the 20<sup>th</sup> AGM, subject to approval of Members. M/s Anil Kamal Garg & Company have submitted their eligibility certificate and consent letter to act as the Statutory Auditors of the Company and have confirmed that their proposed reappointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested (financially or otherwise) in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**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 & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, the remuneration will be Rs. 80,000/- (Rupees Eighty Thousand only).

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

The Board recommends the ordinary resolution as set out in Item No. 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**

In light of Section 188(1) of the companies Act, 2013 and rules made there under and on the recommendation of the Audit committee, the Board of Directors in their meeting held on 11.08.2023 has approved the proposed revision in threshold of the related party transaction with respect to sale, purchase and supply of goods, material and services etc. with "Shree Vasudeo Industries" from Rs. 110 Crores only/- (Rupees One Hundred and Ten Crores only) to Rs. 200 Crores only/- (Rupees Two Hundred Crores only) in each financial year. Presently the said approved threshold limit by the members, of the said related party transaction is Rs. 110 Crores only/- in each financial year, on annual basis. However, the Board is of the opinion that the same may likely to increase in near future, hence recommended to the members for increase in threshold to upto Rs. 200 Crores only.

All disclosure prescribed under the provision of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules 2014, and pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Regulation 23 of the SEBI (LODR) Regulations 2015 and other applicable provisions, if any, are appended below.

A summary of the information provided by the management of the Company to the audit committee is appended below:

<b>1</b>	<b>Name of the Party</b>	Shree Vasudeo Industries
<b>2</b>	<b>Its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Director's relative is partner.
<b>3</b>	<b>Nature and particulars of the transaction</b>	Sale, Purchase and supply of goods, material and services etc.
<b>4</b>	<b>Tentative amount of the Proposed transaction</b>	Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only).
<b>5</b>	<b>Tenure of the proposed</b>	From financial year 2023-24 on annual basis.

	<b>transaction and material terms.</b>	The said transaction is an ongoing business transaction in ordinary course of business and on arm's length basis at prevailing market price, subject to review and approval by the Audit Committee and the Board of Directors in every financial year.
6	<b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Not applicable.
7	<b>Manner of determining the Price.</b>	At prevailing market price.
8	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</b>	The tentative amount of the proposed RPT is 31.33% of the annual consolidated turnover for the immediately preceding financial year of the Company.
9	<b>Justification as to why the RPT is in the interest of the listed entity.</b>	The above transaction is to cater the business prospect of the Company and as delivery to factory operations, resulting in saving of transportation and other related material cost. The aforesaid transaction will help the Company for smooth and efficient functioning with respect to transfer of resources and supply chain for our regular and day to day business transactions. These transactions are in the normal course of business of the Company and at an arms' length basis.

The above proposed transaction doesn't relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.

The above transaction with the related party is to cater the business prospect of the Company and as delivery from near to our factory area, resulting in saving of transportation and other related and associated cost.

As per the aforementioned provisions, transactions of sale, purchase or supply of any goods or material amounting to ten percent or more of the annual consolidated turnover of the Company or Rupees One Thousand Crore, whichever is lower, require prior approval of shareholders by way of a Resolution.

The Audit Committee and Board of Directors of your Company have approved this item in their Meetings held on 11<sup>th</sup> August, 2023. The Audit Committee and Board of Directors are of the opinion that the transactions are on arm length basis and are in the ordinary course of business and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as a Ordinary Resolution.



Shri Mohit Agrawal, and Shri Sanjay Kumar Agrawal and Smt. Rashmi Agrawal as relatives are interested in the Resolution. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives directly or indirectly concerned or interested in the passing of the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for your approval.

**ITEM NO. 6**

In light of Section 188(1) of the companies Act, 2013 and rules made there under and on the recommendation of the Audit committee, the Board of Directors in their meeting held on 11.08.2023 has approved the proposed revision in threshold of the related party transaction with respect to sale, purchase and supply of goods, material and services etc. with "Shree Venkatesh Industries Private Limited" from Rs. 60 Crores only/- (Rupees Sixty Crores only) to Rs. 300 Crores only/- (Rupees Three Hundred Crores only). The Board of Directors in the aforesaid meeting only, approved the said threshold of the related party transaction to upto Rs. 60 Crores only/- on annual basis, in each financial year. However, the Board is of the opinion that the same may likely to increase in near future, hence recommended to the members for increase in threshold to upto Rs. 300 Crores only.

All disclosure prescribed under the provision of the Companies Act, 013 and the Companies (Meeting of Board and its Powers) Rules 2014, and pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Regulation 23 of the SEBI (LODR) Regulations 2015 and other applicable provisions, if any, are appended below.

A summary of the information provided by the management of the Company to the audit committee is appended below.

<b>1</b>	<b>Name of the Party</b>	Shree Venkatesh Industries Private Limited
<b>2</b>	<b>Its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</b>	Whole Time Director is Director in the Company. (Common Director)
<b>3</b>	<b>Nature and particulars of the transaction</b>	Sale, Purchase and supply of goods, material and services etc.
<b>4</b>	<b>Tentative amount of the Proposed transaction</b>	Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores only).
<b>5</b>	<b>Tenure of the proposed transaction and material terms.</b>	From financial year 2023-24 on annual basis. The said transaction is an ongoing business transaction in ordinary course of business and on arm's length basis at prevailing market price, subject to review and approval by the Audit Committee and the Board of Directors in every financial year.
<b>6</b>	<b>If the transaction relates to any loans, inter-corporate deposits,</b>	Not applicable.

	advances or investments made or given by the listed entity or its subsidiary	
7	<b>Manner of determining the Price.</b>	At prevailing market price.
8	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</b>	The tentative amount of the proposed RPT is 46.99 % of the annual consolidated turnover for the immediately preceding financial year of the Company.
9	<b>Justification as to why the RPT is in the interest of the listed entity.</b>	The above transaction is to cater the business prospect of the Company and as delivery from factory operations in our home state and connected regions, resulting in saving of transportation and other related material cost and fast delivery and easy transportation. The aforesaid transaction will help the Company for smooth and efficient functioning with respect to transfer of resources and supply chain for our regular and day to day business transactions. These transactions are in the normal course of business of the Company and at an arms' length basis.

The above proposed transaction doesn't relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.

The above transaction with the related party is to cater the business prospect of the Company and as delivery from near to our factory area, resulting in saving of transportation and other related and associated cost.

As per the aforementioned provisions, transactions of sale, purchase or supply of any goods or material amounting to ten percent or more of the annual consolidated turnover of the Company or Rupees One Thousand Crore, whichever is lower, require prior approval of shareholders by way of a Resolution.

The Audit Committee and Board of Directors of your Company have approved this item in their Meetings held on 11<sup>th</sup> August, 2023. The Audit Committee and Board of Directors are of the opinion that the transactions are on arm length basis and are in the ordinary course of business and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

Smt. Rashmi Agrawal, and Shri Sanjay Kumar Agrawal and Shri Mohit Agrawal as relatives are interested in the Resolution. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives directly or indirectly concerned or interested in the passing of the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for your approval.

#### **ITEM NO. 7**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no Company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a Special Resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

During the course of its business, the Company may provide loans to Shree Venkatesh Industries Private Limited and for their business, growth and expansion. This Company is falling under the Category of the person in whom Director of the Company are interested as provided in explanation to Sub-section 2 of Section 185 of the Companies Act, 2013.

The proposed Loan to be provided to this Entity shall be unsecured, repayable on demand and on such other terms and conditions as may be determined by the Board. Additionally, the Company may also provide guarantees and /or securities in connection with any loan taken/ to be taken by this Entity.

The loans/guarantees/securities to be provided by the Company shall be utilised by the aforesaid Entity for their principal business activities and the matter connected and incidental thereto and shall be for an aggregate outstanding amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty crores only).

As per section 185 of the Companies Act, 2013, the Consent of Members by way of special resolution is required for making Loans to, and or giving guarantees and / or providing of securities in connection with any loan taken to be taken by any person in whom Director of the Company are interested and hence the consent of the members is being sought by way of a Special Resolution. The total shareholding interest of promoters and directors of the Company in Shree Venkatesh Industries Private Limited is 50% respectively.

Smt. Rashmi Agrawal, and Shri Sanjay Kumar Agrawal and Shri Mohit Agrawal as relatives are interested in the Resolution. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives directly or indirectly concerned or interested in the passing of the above resolution.

The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

#### **ITEM NO. 8 & 9**

Smt. Rashmi Agrawal has been associated with the Company since 2013 and looking after the affairs of the Company as Chairperson of the Company, and from 01<sup>st</sup> September, 2018, she continues as a Whole Time Director of the Company and appointed for a period of five years w.e.f.1<sup>st</sup> September 2018 till 31<sup>st</sup> August 2023 upon the terms and conditions as approved by the members and Shri Vijay Prasad Pappu since the incorporation of the Company has been handling the factory operation of the Company in effective and efficient manner as a Whole Time Director cum Chief Financial Officer of the Company and appointed for a period of five years w.e.f.1<sup>st</sup> September 2018 till 31<sup>st</sup> August 2023. Smt. Rashmi Agrawal and Shri Vijay Prasad Pappu has been appointed for a period of five years w.e.f. 1<sup>st</sup> September, 2023 till 31<sup>st</sup> August, 2028 on the basic of recommendation of Nomination and Remuneration Committee and Board of Directors by the members of the Company by passing special resolution in Extraordinary General Meeting held on 28<sup>th</sup> December, 2022.

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

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

### I. General Information

Sr. No	Particulars	Details	
1.	Nature of Industry	The Company is operated in Plastic Industry and engaged in production of Water Tank, PVC, HDPE, SWR, Sprinkler, DRIP, CPVC Pipes and Fittings etc.	
2.	Date or expected date of commencement of commercial production	The Company was incorporated in the year 2008 and is into commercial production since then.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.	
4.	Financial performance based on given indicators (as per Audited Statements for the year ended on 31.03.2023)	Particulars	Rs. in lakhs
		Gross turnover including other income	63927.19
		Profit before interest, depreciation and tax	2,659.72
		Interest	982.52
		Depreciation	1082.97
		Profit before tax	594.22
		Current tax	500.00
		Deferred tax	(34.73)
	Short / (Excess) provisions for earlier years	16.34	



		Profit / (Loss) for the period	112.61
5.	Foreign investments or collaborations, if any	The Company is having its overseas subsidiary in UAE viz Tapti Pipes and Products Ltd FZE; except this the Company has not entered into material foreign collaborations.	

**II. Information about the Directors concerned:**

Sr. No	Particulars	Smt. Rashmi Devi Agrawal	Shri Vijay Prasad Pappu
1.	Background details	Smt. Rashmi Agrawal is one of the Promoter, Director and is associated with the Company since 2013. Presently she is Chairperson of the Company and a Whole Time Director and actively taking part in policy making and management of the Company.	Shri Vijay Prasad Pappu is one of the Promoter, Director and is associated with the Company since its incorporation. He is Whole Time Director cum Chief Financial Officer of the Company and managing the factory operation in a effective and efficient manner over the years.
2.	Past remuneration	Rs. 8,00,000/- per month including Company's contribution for her to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service and Premium of Rs. 7,23,728/- per annum, for pay-term of 10 years.	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.
3.	Recognition or awards	-	-
4.	Job profile and suitability	She has worked as Director and Chairperson of the Company for 9 years, in which capacity she has been devoting whole time attention to the affairs of the Company and is suitable for this position.	He has worked as Whole Time Director of the Company for 15 years, in which capacity he has been devoting whole time attention to the affairs of the Company and is suitable for this position.
5.	Remuneration proposed	Rs. 20,00,000/- per month including Company's contribution for her to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in	Rs. 1,10,200/- 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 and Insurance Premium as defined in the Notice.	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 and growth of the Company, the profile of Smt. Rashmi Agrawal, the responsibilities entrusted upon her in her capacity as Whole Time Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.	Considering the size of the Company, the profile of ShriVijay Prasad Pappu, the Responsibilities entrusted upon him in his capacity as Whole Time Director cum CFO, and also considering the Industrial benchmarks, the Remuneration proposed is commensurate with the remuneration packages paid to similar appointees in ther companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Smt. Rashmi Agrawal has pecuniary relationship with the Company in terms of leasing of properties. Shri Sanjay Kumar Agrawal is husband of Smt. Rashmi Agrawal. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Shri Vijay Prasad Pappu does not have any pecuniary relationship with the Company. No other managerial personnel is concerned or interested in the above resolution

**Other information**

Sr. No	Particulars	Details
1.	Reasons of previous losses or inadequate profits	During the previous financial years some development has taken place and Company's focus is on operations and cost and expansion of business. These affected the profitability of the Company up to large extent and however, results are coming for growth and profitability in a broader perspective. Apart from that Company is facing throat cutting competition from big market players of the Industry. Although Company is striving hard to form its own uniqueness and is actively working and focussed towards the quality and reputed brand name for reaching to the end users of our products.
2.	Steps taken or proposed to be taken for improvement	The Company is focusing in reducing its cost, in this series the Company has already set up Solar Power Plant in its premises which will result in substantial savings in power expenses, on the same line Company is keen

		towards minimizing its finance cost and obtain a positive impact on Net Worth and financials of the Company. Apart from reducing the cost efforts are being made to expand the reach of the Company to market and thereby increasing the turnover and profits of the Company and to have greater outlook and profitability and growth in near future considering the present and future viability
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and is undertaking constant measures to improve it. In view of various steps taken by the Company, the Company is performing gradually better and it is also expected to perform better in terms of profitability in the years to come. However, it might be difficult in the present scenario to predict profits in measurable terms.

**III. Disclosures**

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

The Board recommends the special resolutions as set out in Item No. 8 and 9 of this Notice for your approval.

Smt. Rashmi Agrawal and Shri Vijay Prasad Pappu themselves are interested in the Resolution. Shri Sanjay Kumar Agrawal Managing Director, of the Company, is interested being Husband of Smt. Rashmi Agrawal and Shri Mohit Agrawal, Chief Executive Officer, of the Company is also interested being Son of Smt. Rashmi Agrawal. Except that none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the passing of the above resolutions.

**ITEM NO. 10**

The Board of the Company in its meeting held on August 13 2019, appointed Dr. Parvez Anjum (DIN: 08529781) as an Independent Director for a term of 5 years. His term is valid upto August 12, 2024.

Dr. Parvez Anjum (DIN: 08529781) as a Board Member, made significant contribution towards guiding the Company on various strategic, Operational and business issues and that the Company benefited immensely because of his vast experience.

Dr. Parvez Anjum , aged about 47 years, he has rich experience of 14 years in the area of marketing, operations, business development, and other corporate functions.

The Board of Directors based on recommendation of Nomination and Remuneration Committee, and subject to the approval of members of the Company, considered re-appointment of Dr. Parvez Anjum (DIN: 08529781) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from August 13, 2024, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and Rules thereof including amendments thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder.

He does not hold any shares in the Company.

He is the Chairman of the Stakeholders' Relationship Committee and Member of Audit Committee Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Treasury Committee of the Company.

He does not hold any directorship in any other Company.

He has attended all 4 meetings of the Board of Directors of the Company during the Financial Year 2022-23.

He is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and Rules thereof including amendments thereunder and has given his consent to act as director.

The Company has also received declaration from Dr. Parvez Anjum (DIN: 08529781) that he meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Dr. Parvez Anjum for the office of Director of the Company.

Dr. Parvez Anjum meet the criteria of necessary skills and Capabilities required for the role to act as Independent Director in terms of Business development, marketing, operations and other corporate functions.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Dr. Parvez Anjum during his tenure, the continued association of Dr. Parvez Anjum would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director.

The Board is of the opinion that Dr. Parvez Anjum (DIN: 08529781) fulfils the conditions specified in the said Act and the Rules made thereunder and also possess requisite expertise and experience (including the proficiency) and he is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Dr. Parvez Anjum (DIN: 08529781) as an Independent Director for a second term of 5 (five) consecutive years with effect from August 13, 2024.

The draft letter for the re-appointment of Dr. Parvez Anjum (DIN: 08529781) as an Independent Director setting out the terms and conditions is available for inspection by the members.



Except Dr. Parvez Anjum (DIN: 08529781) and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution. He is not related to any Director of the Company.

In terms of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and SEBI Listing Regulation, 2015, including amendments thereunder, the resolution set out at Item no. 10 of the Notice requires approval of the members of the Company by passing special resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Burhanpur**  
**Date: August 11, 2023**

**Ajay Shrivastava**  
**Company Secretary**  
**Membership No.: ACS 41817**

BOARD'S REPORT

To,  
The Members,  
Your Directors have pleasure in presenting their 15<sup>th</sup> 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 31<sup>st</sup> March, 2023.

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

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Turnover	63,844.17	56,441.53	63,844.17	56,441.53
Profit before Interest, Depreciation and Tax	2,659.72	3,357.42	(4,628.93)	3,319.61
Less Interest	982.52	569.29	982.52	569.29
Less Depreciation	1082.97	819.29	1082.97	819.30
Profit before tax	594.22	1968.84	(6,694.43)	1,931.02
Less Provision for tax				
- Current tax	500.00	525.00	500.00	525.00
- Deferred tax	(34.73)	(34.81)	(34.73)	(34.81)
Excess provision for earlier year	16.34	17.74	16.34	17.74
Profit after tax	112.61	1,460.91	(7,176.04)	1,423.09
Prior year adjustment	-	-	-	-
Profit after tax & prior year adjustments	112.61	1,460.91	(7,176.04)	1,423.09
Profit after adjustment of discontinued operations	112.61	1,460.91	(7,176.04)	1,423.09
Balance of profit brought forward from earlier years	2,132.49	683.18	5,241.97	3,799.41
Transferred from Revaluation Reserve	-	11.38	-	11.38
Adjustment relating to Fixed Assets (net of Deferred Tax)	-	-	-	-
Unamortized cost written off on discounting of loans to subsidiary	-	(33.79)	-	(2.70)
Unamortized Interest Expenses on Loans from related parties written off	-	(0.86)	-	(0.86)
Other comprehensive income	34.72	11.67	34.72	11.67
Exchange difference on translation of financial statements of foreign operations	-	-	4,179.17	2,661.12

Profit available for Appropriations:	2,279.82	2,132.50	(1,899.35)	5,241.98
Appropriations				
Transfer to General Reserves				
Proposed dividend:				
- Equity	-	-	-	-
- Preference	-	-	-	-
Profit carried to Balance Sheet	2,279.82	2,132.50	(1,899.34)	5,241.98

During the year under review, the Company recorded total revenue of Rs 63,844.17 Lakhs as compared to Rs. 56,441.53 Lakhs in the previous year which is increase by 13.12%. The Company has earned a net profit of Rs. 112.61 Lakhs as compared to the profit of Rs. 1,460.92 Lakhs in the previous year. Your Directors are hopeful that the Company may continue showing better performance in coming year.

**2. Change in nature of Business**

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

**3. Dividend**

Your Directors do not recommended any dividend for the year ended 31st March, 2023 and the available surplus be retained to strength the net worth of the company.

**4. Transfer to Reserves**

Your Directors do not proposed any amount to be transferred to the Reserves for the year ended 31st March, 2023.

**5. Details of Subsidiary / Associate Companies**

The Company had one subsidiary namely Tapti Pipes & Products Limited FZE (Overseas Subsidiary).

The consolidated financial statements of your Company for the financial year 2022-23, 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-I 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.

The Company has also incorporated a Wholly Owned Subsidiary namely Shree Venkatesh Polymers Private Limited on 30.04.2023.

**6. Commission received by Directors from Subsidiary.**

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

## **7. 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**.

## **8. Particulars of Employees**

The statement of employees who receives remuneration exceeding the limits specified under Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is also provided in **Annexure – A** to this report.

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

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 7 and 8 to the standalone financial statements).

## **10. Annual Return**

As required under Section 92(3) read with section 134(3)(a) of the Companies Act 2013 read with rule 12 of the Companies (Management and Administration) Rules, 2014 including amendments thereunder, the Annual Return filed with the Ministry of Corporate Affairs (MCA) for the Financial Year 2022-23 is available on the web-link of the Company at <https://texmopipe.com> and the Annual Return for Financial Year 2022-23 will be made available on the website of the Company once it is filed with the MCA.

## **11. Deposits**

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

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

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

## **13. Particulars of contracts or arrangements with related parties**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had 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 2022-23 in the prescribed format, AOC 2 has been enclosed with the report as **Annexure - C**.



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: <https://texmopipe.com>

#### **14. Auditors:**

##### **A. Statutory Auditors:**

The Statutory Auditors M/s Anil Kamal Garg & Company, Chartered Accountants, Indore (Firm Registration No. 004186C) was appointed in 10<sup>th</sup> Annual General Meeting to hold office from the conclusion of the 10<sup>th</sup> Annual General Meeting for a term of five consecutive years till conclusion of 15<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting). The requirement of seeking ratification of the members for the continuous of their appointment has been withdrawn consequent upon the changes made by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. However the original term of 5 five consecutive years expire after the 15<sup>th</sup> Annual General Meeting and it is proposed to the shareholders for re-appointment of M/s Anil Kamal Garg & Company, Chartered Accountants, Indore (Firm Registration No. 004186C) for 2<sup>nd</sup> term of five consecutive years starting from the Conclusion of 15<sup>th</sup> Annual General Meeting to hold office till the conclusion of the 20<sup>th</sup> Annual General Meeting.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

##### **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 2023-24.

##### **C. Cost Auditors:**

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, 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 Auditor of the Company, for the financial year ending 31st March 2024, on a remuneration as mentioned in the Notice convening the 15<sup>th</sup> Annual General Meeting for conducting the audit of the cost records maintained by the Company.

A Certificate from M/s. Saurabh Parikh and Associates, Cost Accountants has been received to the effect that their appointment as Cost Auditor of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder.

A resolution seeking Members' approval for remuneration payable to Cost Auditor forms part of the Notice of the 15<sup>th</sup> Annual General Meeting of the Company and same is recommended for your consideration.

The Company is required to maintain Cost Records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

Accordingly, the Company has made and maintained such accounts and records.

## 15. AUDITOR'S REPORTS

### A. Statutory Auditor's Report:

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

### B. Secretarial Auditor's Report :

Pursuant to the provisions of Section 204 (1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, the Company has obtained a Secretarial Audit Report in the prescribed Form MR-3, from CS Dinesh Kumar Gupta, Company Secretary in practice, Indore (M.P.). The Company has also taken Secretarial Compliance Report during the year from Secretarial Auditor as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 requirement. The Secretarial Auditor' Report dated is annexed herewith as **Annexure - D**. The Secretarial Auditor has observed qualifications as above in the report as under:

a) The company has filed Form MGT-14 for Board Resolution for Investment in the form of share subscription for Incorporation of a Company dated 13.02.2023 after closure of financial year along with additional fees on 13.05.2023.

b) The Company had received a Show Cause Notice ref. SEBI/HO/EAD-8/KS/VC/17934/2019 dated 16.07.2019 from the Office of Adjudicating Officer, SEBI pertaining to GDR issue of the Company. The company has filed a reply against the said notice on 08.03.2021.

Accordingly, a hearing before the Ld. Adjudicating Officer has been held on 18.05.2022. The Adjudicating Officer of SEBI passed an ORDER NO. Order/VV/NK/ 2022-23/17383-17389 on 28.06.2022 imposed penalty under Section 15HA of SEBI Act of Rs. 10.00 Crore on the company and Rs. 87.00 Lacs on Directors/others and under Section 23E of SCRA of Rs. 25.00 Lacs on the company.

Thereafter, the company has filed appeal with Hon'ble Securities Appellate Tribunal (SAT) against the said order on 05.08.2022. Order passed on 30.09.2022 which was published by the Hon'ble Tribunal on its website on October 06, 2022 substantially reducing penalty on the Company from Rs. 10.25 Crores to Rs. 25 Lacs only. The said reduced penalty has been duly paid.

c) The Company had received a Show Cause Notice ref. EFD/DRA-1/SM/RK/TEXMO/9461 /2019/1 dated 11.04.2019 from the Office of General Manager, Enforcement Department, Whole Time Member (WTM), SEBI pertaining to GDR issue of the Company. The company and other notices filed their respective replies on 08.03.2021 and 20.08.2022. Accordingly, a hearing before SEBI has been held on 23.08.2022.

The WTM of SEBI passed an ORDER NO. QJA/AA/IVD/ID4/24247 /2022-23 on 28.02.2023 (received on 15.03.2023) in exercise of powers conferred upon it under sections 11(1), 11 (4) and 11B (1) the Securities and Exchange Board of India Act, 1992 that:

1. The company is restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of this order.
  2. The company is directed to continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year. To furnish a Certificate from a Chartered Accountant of ICAI along with necessary documentary evidences, certifying the compliance of this direction.
  3. Shri Sanjay Agrawal, Managing Director, Shri Vijay Prasad Pappu, Whole-time Director, Shri Shanti Lal Badera, Independent Director (at the time of event) and Shri Rishabh Kumar Jain, Company Secretary (at the time of event) shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever for a period of 03, 03, 01 and 01 year respectively.
- d) The Company is required to take Special Contingency Insurance Policy for insuring the risk arising out of requirements relating to issue of duplicate securities, pursuant to Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMPB/CIR/2022/70 dated 25<sup>th</sup> May, 2022. Although, the Company has not taken the required policy.

The comments of the Board on the above are as under:

- a) The Company has filed the form on the said date due to inadvertence and owing to gap in internal office information.
  - b) The Company after perusal and analysis of the said order and in consultation with the Counsel with their due advice and legal opinion has filed an appeal before the Hon'ble Securities Appellate Tribunal (SAT) and challenged the said order. Hon'ble Securities Appellate Tribunal (SAT) in its order passed on 30.09.2022 considering the facts that the Order of Adjudicating Officer is being too harsh, excessive, disproportionate, discriminatory and arbitrary against the running and growing industry and substantially reduced penalty on the Company from Rs. 10.25 cr. to Rs. 25 Lacs only. The said penalty has been duly paid.
  - c) The Company after perusal and analysis of the said order and in consultation with the Counsel with their due advice and legal opinion is taking an appropriate action for the said order.
  - d) The Company has presently 2,91,94,887 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 and only 113 shares are held in physical form, however, the Company will be diligent while issuing duplicate share certificate, if any and comply the same as when required.
- 16. Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government**

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

## 17. Share Capital



During the Financial Year 2022-23, there has been no change in the Authorized Share Capital of the Company & there has been no change and increase in issued, subscribed and paid-up share capital of the Company.

As on 31.03.2023, the Company has authorized share capital of Rs. 36,00,00,000/- divided into 3,60,00,000 Equity Shares of Rs. 10/- each & issued, subscribed and paid-up share capital stands at Rs. 29,19,50,000/- divided into 2,91,95,000 Equity Shares of Rs. 10/- each.

#### **18. Disclosure regarding issue of employee stock options**

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

#### **19. Disclosure regarding issue of sweat equity shares**

The Company 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.

#### **20. Details of Directors and Key Managerial Personnel**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Vijay Prasad Pappu (DIN: 02066748), retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Mr. Vijay Prasad Pappu has given declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being reappointed as a Director of the Company.

During the year under review, Mr. Sanjay Kumar Agrawal (DIN: 00316249) Managing Director, Mrs. Rashmi Agrawal (DIN: 00316248) Chairperson and Whole-Time Director and Mr. Vijay Prasad Pappu (DIN: 02066748), Whole-Time Director of the Company, whose tenure of office is upto 31<sup>st</sup> August, 2023, Board of Directors based on recommendation of the Nomination and Remuneration Committee of the Company in their meeting held on 14<sup>th</sup> November, 2022, was re-appointed them for further period of five years from 01<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2028 and the same has been approved by Members by way of Special Resolution in its Extra-Ordinary General Meeting (EGM) of the Company held on 28<sup>th</sup> December, 2022.

During the year under review, on 13<sup>th</sup> February, 2023 Mr. Amber Chaurasia (DIN: 07729278) Non-Executive Independent Director of the Company resigned from the Board of the Company due to his pre-occupation and personal commitment elsewhere & paucity of time, and w.e.f 14<sup>th</sup> February, 2023, Mr. Abdul Quader Motorwala was appointed as Additional Non-Executive Independent Director and subsequently Mr. Abdul Quader Motorwala was regularized by Members approval by way of Special Resolution through postal Ballot dated 10<sup>th</sup> May, 2023, as an Non-Executive Independent Director.

After the closure of financial year, Dr. Parvez Anjum (DIN: 08529781), an Independent Director of the Company whose period of office is liable to expire on August 12, 2024, the Board of Directors based on recommendation of Nomination and Remuneration Committee, and subject to the approval of members of the Company at the ensuing Annual General Meeting, considered re-appointment of Dr. Parvez Anjum (DIN: 08529781) as an Independent Director of the Company for a second term of 5 consecutive years with effect from August 13, 2024 pursuant to Section 149 (including other applicable provisions if any)

of the Companies Act, 2013 and Rules thereof including amendments thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder. He is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and Rules thereof including amendments thereunder and has given his consent to act as director. The Company has also received declaration from Dr. Parvez Anjum (DIN: 08529781) that he meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Dr. Parvez Anjum for the office of Director of the Company.

Mr. Abdul Quader Motorwala is a Chartered Accountant by profession. He also holds Bachelors Degree in Commerce from the Devi Ahilya Vishwavidyalaya and is practising in the field of taxation, accountancy and finance since the year 2012. He is presently leading the Firm M/s. Abdul Quader & Associates in the capacity of proprietor. He holds experience in the respective fields of Audits, Consultancy, Due Diligence Reports, Opinions, Company Law Matters, Secretarial Matters, Income-Tax, Sales-Tax, VAT, GST, DTC, Service-Tax Outsourcing, Accounting, E-Services of Income Tax & MCA21, Statutory & Tax Audits of Companies, Banks, Firms, Individuals, Societies, Trusts etc. He holds vast experience of audit of Bank and other Audits. He deals and has expertise in Concurrent Audit, Internal Audit and Statutory Audit of Banks, Companies, Govt. Undertakings, Primary Agriculture Credit Society and Stock Audit. He has over 10 years of experience in the related field.

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

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

Mr. Abdul Quader Motorwala was appointed w.e.f 14<sup>th</sup> February, 2023 as Additional Non-Executive Independent Director and later Mr. Abdul Quader Motorwala were regularized through Members approval through postal Ballot.

The Board of Directors also stated that the re-appointment of Independent Director done was in consideration and regard to his Integrity, Expertise and Experience (including the proficiency).

Other than the above, there are no other appointment / re-appointment of Independent Directors of the Company in the Financial Year 2022-23.

## **22. Internal Financial Controls**

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

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

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

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

### **23. Number of meetings of Board of Directors and committees**

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

### **24. Committees of the Board**

The details with respect to the compositions, powers, roles and terms of reference etc. of relevant Committees of the Board of Directors are also given in the Corporate Governance Report which forms a part of this Annual Report. All recommendations made by the Audit Committee during the year were accepted by the Board.

### **25. Familiarization Programme**

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

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

The Policy on Familiarization Programme may be accessed on the Company's website at the link: <https://texmopipe.com>

### **26. Corporate Social Responsibility**

The provisions of Section 135 of the Companies Act, 2013 is applicable to the Company, accordingly the Company has developed and implemented Corporate Social Responsibility initiatives. The Board in its meeting held on October 28, 2020 adopted Corporate Social Responsibility (CSR) Policy of the Company and the composition of the CSR Committee is as under:

- 1) Dr. Smita Hajari, Chairperson
- 2) Mr. Sanjay Kumar Agrawal, Member
- 3) Dr. Parvez Anjum, Member.

In addition to the above the Corporate Social Responsibility Committee of the Company has recommended for incorporation of a Section 8 Company for undertaking CSR activities. The same was considered and approved by the Board of Directors of the Company and incorporated as Section 8 Company namely 'Texmo Pipes Foundation', as a CSR arm of the Company for undertaking CSR activities.

The Report on CSR activities is annexed herewith as **Annexure - E**.

## **27. BOARD EVALUATION:**

Pursuant to provisions of the section 134(3)(p), 149(8) and Schedule IV of the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations, annual performance evaluation of Directors as well as of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Board has been carried out.

The performance evaluation of the Independent Directors was carried out by the entire Board and the Performance Evaluation of Chairman and Non-Independent Directors was carried out by the Independent Directors.

The manner in which the evaluation has been carried out has been provided in the Corporate Governance Report

## **28. 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**.

## **29. 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 Regulations, 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 <https://texmopipe.com>. During the year under review no complaint was received in vigil mechanism.

## **30. 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 same may be accessed on the Company's website at: <https://texmopipe.com>



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.

### 31. 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.

### 32. Transfer to Investor Education and Protection Fund

During the year under review the Company has no liability to transfer to Investor Education and Protection Fund.

### 33. Management Discussion and Analysis Report

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

### 34. 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 2022-23, 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.

### **35. Insolvency and Bankruptcy Code, 2016**

During the year under review, there are no proceedings initiated against the Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.

### **36. Details of difference between Amount of the valuation done at the time of One Time Settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof**

During the year under review, there were no instances where the Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.

### **37. Secretarial Standards**

The Company is in compliance with the Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively as specified by the Institute of Company Secretaries of India.

### **38. Revision of Annual Financial Statements**

There was no case of revision in financial statement during the year.

### **39. Voting Rights of Employees**

There were no voting rights exercised by any employee of the Company pursuant to the section 67(3) read with the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

### **40. 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.

### **41. 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.

However, the Company was in receipt of show cause notice from SEBI dated 16.07.2019 from the Office of Adjudicating Officer pertaining to GDR issue of the Company. Accordingly, the Company has filed a reply against the said notice on 08.03.2021. Also, a hearing before the Ld. Adjudicating Officer has been held on 18.05.2022 However, the Adjudicating Officer of SEBI passed an order on 28.06.2022 imposed a penalty of Rs. 10.25 Cr. on the Company. The Company after perusal and analysis of the said order and in consultation with the Counsel with their due advice and legal opinion signified that the order has been

passed on inaccurate assessment of facts and on disproportionate grounds and accordingly filed an appeal before the Hon'ble Securities Appellate Tribunal (SAT) against the said order on 05.08.2022. The Hon'ble Tribunal in its order passed on 30.09.2022 which was published by the Hon'ble Tribunal on its website on October 06, 2022 considering the facts that the Order of Adjudicating Officer is being too harsh, excessive, disproportionate, discriminatory and arbitrary against the running and growing industry and substantially reduced penalty on the Company to Rs. 25 Lacs only. The said penalty has been duly paid.

The Company in respect of the said matter also received a Show Cause Notice dated 11.04.2019 from the Office of Whole Time Member (WTM), SEBI. The Company and other notices filed their respective replies on 08.03.2021 and 20.08.2022. Accordingly, a hearing before SEBI has been held on 23.08.2022. The WTM of SEBI passed an Order on 28.02.2023 (received on 15.03.2023) in exercise of powers conferred upon it under sections 11(1), 11 (4) and JIB (J) the Securities and Exchange Board of India Act, 1992 that:

- i. The company is restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of this order.
- ii. The company is directed to continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year. To furnish a Certificate from a Chartered Accountant of ICAI along with necessary documentary evidences, certifying the compliance of this direction.
- iii. Shri Sanjay Agrawal, Managing Director, Shri Vijay Prasad Pappu, Whole-time Director, Shri Shanti Lal Badera, Independent Director (at the time of event) and Shri Rishabh Kumar Jain, Company Secretary (at the time of event) shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever for a period of 03, 03, 01 and 01 year respectively.

#### **42. Code of Conduct**

The Board has adopted the Code of Conduct for members of the Board and Senior Management personnel of the Company. The Code lays down, in details, the standards of business conduct, ethics and governance. The compliance of the same has been affirmed and a declaration signed by the Managing Director to this effect is given below. Code of Conduct has also been posted on the Company's Website. <https://texmopipe.com>

#### **Declaration**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby confirms that it has obtained from all the Members of the Board and senior management personnel, affirmations that they have complied with the code of conduct in respect of financial year ended on March 31, 2023.

#### **43. 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 pending at the beginning of the financial year: Nil

Number of Complaints received during the financial year: Nil

Number of Complaints disposed off during the financial year: Nil

Number of Complaints pending at the end of financial year: Nil

#### **44. 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**

Sd/-

**Sanjay Kumar Agrawal**  
Managing Director  
(DIN 00316249)

Sd/-

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

Place:- Burhanpur

Date: 11.08.2023



'ANNEXURE – A'

**1) 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 PERSONNEL), RULES, 2014.**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during financial year 2022-23, ratio of the remuneration of each director to the median remuneration of the employees of the Company for financial year 2022-23.

S. No.	Name of Director/KMP and Designation	Remuneration of Directors / KMPs For Financial Year 2022-2023 (in Rs.)	%Increase In Remuneration In The Financial Year 2022-2023	Ratio of Remuneration of Each Director/To Median Remuneration of Employees
1	Mrs. Rashmi Agrawal, Chairperson and Whole-time Director	96,00,000	23.08%	61.54
2	Mr. Sanjay Kumar Agrawal Managing Director	3,00,00,000	25.00%	192.31
3	Mr. Vijay Prasad Pappu Whole-time Director cum CFO	11,43,417	8.91	7.33
4	Mr. Mohit Agrawal Chief Executive Officer	72,00,000	64.38%	46.15
5	Mr. Ajay Shrivastava Company Secretary	8,16,000	3.22%	4.85

**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 2022-2023 was Rs. 1,56,000/-

iii. In the financial year, there was increase of 8.33 % in the median remuneration of employees;

iv. There were 393 permanent employees on the rolls of company as on 31<sup>st</sup> March, 2023;

v. Average percentage increase made in the salaries of employees other than the managerial personnel in financial year 2022-2023 was 6.69 %.

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. There was one employee in the form of Managing Director who received remuneration higher than the limit as provided in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of the same has been mentioned in this Report as followed.

viii. It is hereby affirmed that the remuneration paid during the year ended 31<sup>st</sup> March 2023 is as per remuneration policy of the Company.

**2) THE STATEMENT OF NAMES OF EMPLOYEES PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 IS AS UNDER:**

Sr. No.	Name of the Employee and (Age)	Designation	Remuneration received (Rs.)	Nature of Employment	Qualification(s), (Experience)	Date of Commencement of employment	Details of Previous employment
A	Employed throughout the financial year and in receipt of remuneration aggregating not less than Rs. 1,02,00,000/- for the year.						
I.	Mr. Sanjay Kumar Agrawal (59)	Managing Director	3,00,00,000/-	General Control of the Business and Operations and Management of the Company – Permanent	B.Com, LL.B. and MBA (34)	03.07.2008	Business affairs
B	Employed for a part of the year and in receipt of remuneration aggregating not less than Rs. 8,50,000/- per month – NIL						
C	If the employed throughout the financial year or part thereof was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate is in excess of the drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than 2 % of the equity shares of the Company - NIL						

Notes:

a) Total remuneration includes Salary, House Rent Allowance, Medical Allowance, Conveyance Allowance, Uniform Allowance and Other Allowance and Children Education Allowance etc.

b) Mr. Sanjay Kumar Agrawal, Managing Director is related to Mrs. Rashmi Agrawal, Chairperson and Whole-Time Director, being spouse.

**For and on behalf of the Board of Directors**

**Place:- Burhanpur  
Date: August 11, 2023**

**Sd/-  
Sanjay Kumar Agrawal  
Managing Director  
(DIN 00316249)**

**Sd/-  
Vijay Prasad Pappu  
Whole Time Director cum CFO  
(DIN 02066748)**

'ANNEXURE - B'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**A. CONSERVATION OF ENERGY****i) a) Steps taken for conservation of energy**

- Installation of online PVC Pipe Socketing Machines in place of manual socketing with advance technology of heating sections with auto on-off systems.
- Installation of PVC Casing Pipe CNC Threading Machines in place of conventional lathe machine completely PLC base that increases the productivity.
- Installation of PVC Coupler Threading Machines in place of conventional lathe machine completely PLC base that increase the productivity.
- Installed latest technology drip machines for low wall thickness pipe with the line speed of 200 meter per minute.
- Installed grooving and riveting machine for sprinkler coupler that reduce our outsourcing of coupler.
- Installation of Laser Marking machine in place of inkjet printer for our CPVC Pipe that reduce the cost of consumable like ink, make up and cleaning solutions.
- Construction of CC roads in place of Paver blocks for mobilization of our FG products from plant to stock yard that reduce the break down of our vehicle as well as save time.
- Increasing ground water level by doing rain water harvesting.
- Covered the heating zones of offline socket machine heaters chamber with insulated material
- Transparent sheets have been put on which amounts to power saving during day shift.
- Installations of mixers for drying HDPE granules.
- Replace few machines Vaccum tank with the new SS tanks & fix 2 vacuum pump of 3 & 2 HP in place of one 7 HP
- Usage of SSR (Solid State Relay) in place of contactor.
- Replacement of Induction Motor to Servo Motor.
- Make the mixers for HDPE & Master Batch mixings its results we save the manpower & homogenous mixing of the machine so reduces the load variations.
- Gradually replacing the shade roof light from CFL 36W to 18W Led lights.
- Gradually implanting VFD (Variable frequency drive) at mixers in place of star delta.
- Installation of Photosensitive device LDR Sensors which auto cutoff the open field light at morning light.
- Gradually replacing the Hot embossing marking machine having heater of 750W by Lazer marking machine of 30W.
- Use of Pneumatic Tightening Machine in place of Manual Allen Key, use of Electrical Saw in Place of Manual Saw result in saving Man Power.
- Use of Collapsible mould in place of Simple mould results in saving Man Power and reduction of Electrical Consumption.
- Use of more cavity mould result in fast production of product, saves electrical power, man power reducing total per kg cost.
- Change in Chuck of Fusion machine result in fast production of product, operator energy is saved result in good performance.
- Machines are lined up in plant which results in Increase Productivity.
- Utilization of Higher output machines result in Increased Productivity & Reduction of per kg cost.

- Installation of new Shade for storage of Finished Goods which were stored in open space result in Improved Quality of product.

**b) Impact of Conservation of Energy**

- Increase of productivity by installation of CNC threading machines in place of conventional lathe machine.
- Reduction of cost of consumable like ink, make up and cleaning solutions by installation of Laser Marking machine.
- Reduce the break down of vehicle as well as save time in mobilizing FG products by constructing CC roads in place of Paver blocks
- Maintain the internal heating of heater chamber & the less work to heater so less power consume.
- Less chance of heater shot, Life of the panel increases, now the sudden ampere shoot become less so less power consume.
- Optimum utilization of production capacity by energy saving and consequently reduction in the cost of production.
- Unnecessary wastage of power is saved by implanting LDR Sensors
- By using laser marking power consumption is reduce by almost 7 times with better printing quality.

**ii) Steps taken by the Company fertilization of alternate source of energy:-**

The Company has 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<sub>2</sub> and other green house gas emissions and has been proved to be an eco friendly.

**iii) Capital investment on energy conservation equipment: - Rs. 400 lakhs approx.**

**B. TECHNOLOGY ABSORPTION:**

**(i) The efforts made towards technology absorption:**

- Installation of online PVC Pipes Socketing Machines in place of manual socketing with advance technology of heating sections with auto on-off systems.
- Installed latest technology drip machines for low wall thickness pipe with the line speed of 200 meter per minute.
- Laser printing on LLDPE Pipes.
- Install Pad Printing machines for the PVC Column Coupler & fabricated coupler marking, replacing the same with manual basis, so it decreases operation cost
- Usage of chiller water for cooling the pipe in HDPE Extruder its help us to achieve us the max capacity of the plant with less quality defects.
- Replace few machines Vacuum tank with the new SS tanks & fix 2 vacuum pump of 3 & 2 HP in place of one 7 HP.
- Works on the drip machine at their insertion & perforation part & it results the output of the machine at the same power consumptions.
- Make the mixers for HDPE & Master Batch mixings its results in saving the manpower & homogenous mixing of the machine to reduces the load variations
- 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:** Approx. Rs. 15 lakhs.

**C. FOREIGN EXCHANGE EARNINGS AND OUT GO:-**

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

(Amt. in Rs. Lakhs)	
Particulars	Amount
Raw Material	2,526.45
Spare parts	0.46
<b>Total</b>	<b>2,526.91</b>

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

(Amt. in Rs. Lakhs)	
Particulars	Amount
Nil	Nil

**For and on behalf of the Board of Directors**

Place:- Burhanpur  
Date: 11.08.2023

Sd/-  
**Sanjay Kumar Agrawal**  
Managing Director  
(DIN 00316249)

Sd/-  
**Vijay Prasad Pappu**  
Whole Time Director cum CFO  
(DIN 02066748)

**'ANNEXURE - C'**

**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 arm's 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 Agrawal	Whole Time Director	Leasing of property	On- going	In normal course of business and at prevailing market prices. Rent paid Rs. 97.55 Lakhs.
2.	Mr. Sanjay Kumar Agrawal	Managing Director	Leasing of property	On- going	In normal course of business and at prevailing market prices. Rent paid Rs. 155.51 Lakhs.
			Sales or supply of any goods and materials	On-going business	In normal course of business and at prevailing market prices. Rs. 2.88 Lakh.
3.	Shree Vasudeo Industries	Relatives of Directors are Partners in Concern	Purchase or supply of any goods and materials	On- going	In normal course of business and at prevailing market prices. Rs. 10,708.03 Lakhs.
			Logistic Income	On- going	In normal course of business and at prevailing market prices. Rs. 4.51 Lakhs.

			Sales or supply of any goods and materials	On- going	In business and at prevailing market prices. Rs. 119.74 Lakhs.
4.	Shree Padmavati Irrigations LLP	Whole-Time Director i.e. Chairperson and Managing Director are Designated Partners	Leasing of property	On- going	In normal course of business and at prevailing market prices. Leasing of property Rs.0.24 Lakh.
			Purchase or supply of any goods and materials	On- going	In normal course of business and at prevailing market prices. Rs. 1,149.94 Lakhs.
5.	Shree Venkatesh Industries Pvt. Ltd.	Whole-Time Director i.e. Chairperson is Director	Leasing of property	On- going	In normal course of business and at prevailing market prices. Rent received for leasing of property Rs.3.60 Lakh.
6	Mangal Murti Minerals	Relatives of Directors are Partners in Concern	Leasing of property	On- going	In normal course of business and at prevailing market prices. Rent received for leasing of property Rs. 9.60 Lakh.
			Logistic Income	On- going	In normal course of business and at prevailing market prices. Rs. 0.10 Lakhs.
			Purchase or supply of any goods and materials	On- going	In normal course of business and at prevailing market prices. Rs. 33.04 Lakhs

7	Shree Balaji Industries	Whole-Time Director i.e. Chairperson and Managing Director are Partners in Concern	Copy Right license usage charges.	On- going	In normal course of business and in accordance with SEBI (LODR) regulation. Rs. 103.11 Lakhs
8.	Texmo Pipes Foundation	Managing Director and Whole-Time Director i.e. Chairperson are Directors	Expenditure Towards CSR	On- going	In normal course of business and in accordance with SEBI (LODR) regulation. Rs. 27.00 Lakhs
			Investment	One Time	In normal course of business and in accordance with SEBI (LODR) regulation. Rs. 00.05 Lakhs
9.	Tapti Pipes & Products Limited FZE	Wholly owned subsidiary	Loan given	One Time	In normal course of business and in accordance with SEBI (LODR) regulation. Rs. 621.46 Lakhs
			Investment	One Time	In normal course of business and in accordance with SEBI (LODR) regulation. Rs. 1,162.13 Lakhs

Note: Appropriate approval have been taken for related party transactions in Audit Committee and Board Meeting. No advances have been paid or received against the transactions mentioned above.

**For and on behalf of the Board of Directors**

**Place:- Burhanpur**  
**Date: 11.08.2023**

**Sd/-**  
**Sanjay Kumar Agrawal**  
**Managing Director**  
**(DIN 00316249)**

**Sd/-**  
**Vijay Prasad Pappu**  
**Whole Time Director cum CFO**  
**(DIN 02066748)**



**ANNEXURE - 'D'****Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

*[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 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023 according to the provisions of:

- i. The Companies Act, 2013(the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA')and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act,1999and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. 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 / The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 **(Not applicable to the Company during the audit period)**;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the audit period)**;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period)**;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period)**; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the audit period)**.
  - i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- vi. 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.
- vii. 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) The company has filed Form MGT-14 for Board Resolution for Investment in the form of share subscription for Incorporation of a Company dated 13.02.2023 after closure of financial year along with additional fees on 13.05.2023.
  - b) The Company had received a Show Cause Notice ref. SEBI/HO/EAD-8/KS/VC/17934/2019 dated 16.07.2019 from the Office of Adjudicating Officer, SEBI pertaining to GDR issue of the Company. The company has filed a reply against the said notice on 08.03.2021.  
Accordingly, a hearing before the Ld. Adjudicating Officer has been held on 18.05.2022. The Adjudicating Officer of SEBI passed an ORDER NO. Order/VV/NK/2022-23/17383-17389 on 28.06.2022 imposed penalty under Section 15HA of SEBI

Act of Rs. 10.00 Crore on the company and Rs. 87.00 Lacs on Directors/others and under Section 23E of SCRA of Rs. 25.00 Lacs on the company.

Thereafter, the company has filed appeal with Hon'ble Securities Appellate Tribunal (SAT) against the said order on 05.08.2022. Order passed on 30.09.2022 which was published by the Hon'ble Tribunal on its website on October 06, 2022 substantially reducing penalty on the Company from Rs. 10.25 Crores to Rs. 25 Lacs only. The said reduced penalty has been duly paid.

- c) The Company had received a Show Cause Notice ref. EFD/DRA-1/SM/RK/TEXMO/9461 /2019/1 dated 11.04.2019 from the Office of General Manager, Enforcement Department, Whole Time Member (WTM), SEBI pertaining to GDR issue of the Company. The company and other notices filed their respective replies on 08.03.2021 and 20.08.2022. Accordingly, a hearing before SEBI has been held on 23.08.2022.

The WTM of SEBI passed an ORDER NO. QJA/AA/IVD/ID4/24247 /2022-23 on 28.02.2023 (received on 15.03.2023) in exercise of powers conferred upon it under sections 11(1), 11 (4) and 11B (1) the Securities and Exchange Board of India Act, 1992 that:

1. The company is restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of this order.

2. The company is directed to continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year. To furnish a Certificate from a Chartered Accountant of ICAI along with necessary documentary evidences, certifying the compliance of this direction.

3. Shri Sanjay Agrawal, Managing Director, Shri Vijay Prasad Pappu, Whole-time Director, Shri Shanti Lal Badera, Independent Director (at the time of event) and Shri Rishabh Kumar Jain, Company Secretary (at the time of event) shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever for a period of 03, 03, 01 and 01 year respectively.

- d) The Company is required to take Special Contingency Insurance Policy for insuring the risk arising out of requirements relating to issue of duplicate securities, pursuant to Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMBP/CIR/2022/70 dated 25<sup>th</sup> May, 2022. Although, the Company has not taken the required policy.

#### **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 and the committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance and the

consent was taken where required for meetings held on shorter notice, if required 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.

**I further report that** during the audit period, the Company had following events/actions which had major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:-

1. Approval of re-appointment & Remuneration of Shri Sanjay Kumar Agrawal (DIN 00316249), Managing Director of the Company w.e.f. 1st September, 2023 to 31st August, 2028 in Extra Ordinary General Meeting held on 28.12.2022.
2. Approval of re-appointment & Remuneration of Smt. Rashmi Devi Agrawal (DIN 00316248), Whole Time Director of the company w.e.f. 1st September, 2023 to 31st August, 2028 in Extra Ordinary General Meeting held on 28.12.2022.
3. Approval of re-appointment & Remuneration of Shri Vijay Prasad Pappu, (DIN 02066748), Whole Time Director cum Chief Financial Officer of the company w.e.f. 1st September, 2023 to 31st August, 2028 in Extra Ordinary General Meeting held on 28.12.2022.
4. The Special Resolution to approve revision in threshold of related party transaction with Shree Vasudeo Industries was not passed by the members of the company in Annual General Meeting held on 28.09.2022 and Extra-Ordinary General Meeting held on 28.12.2022.
5. Resignation of Mr. Amber Chaurasia (DIN 07729278) as a Non executive independent director w.e.f. 13.02.2023 and Appointment of Mr. Abdul Quader Motorwala (DIN 03481624) as a Non executive independent director of the company w.e.f. 14.02.2023 and his appointment was also confirmed by members through special resolution passed by Postal Ballot.

*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: 11.08.2023**

**Place: Indore**

**Dinesh Kumar Gupta**  
**Practicing Company Secretary**  
**(FCS No. 5396 CP No. 4715)**  
**UDIN: F005396E000788475**



**Appendix - I**

*(To the Secretarial Audit Report to the Members of Texmo Pipes and Products Limited for the financial year ended 31st March, 2023)*

To,  
The Members,  
**Texmo Pipes and Products Limited**

My Secretarial Audit Report for the financial year ended March 31, 2023 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: 11.08.2023**  
**Place: Indore**

**Dinesh Kumar Gupta**  
**Practicing Company Secretary**  
**(FCS No. 5396 CP No. 4715)**  
**UDIN: F005396E000788475**

**'ANNEXURE – E'**

**Annual Report on Corporate Social Responsibility (CSR) activities for Financial Year 2022-23**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act 2013 including amendments thereof and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 read with Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021]

1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has adopted the Corporate Social Responsibility (CSR) policy which is in lines with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. Eligible funds for CSR activities will be expended in the areas of Education, Health and Hygiene, Environment, Disaster Management and Rural Development etc. through one or more trusts or directly. These CSR activities will be carried out through various programs, contributions or projects specified in the CSR policy.
2.	The Composition of the CSR Committee  Number of meetings of CSR Committee held and attended during the year	1. Dr. Smita Hajari – Chairperson (Non-Executive Independent Director)  2. Mr. Sanjay Kumar Agrawal – Member (Managing Director)  3. Dr. Parvez Anjum – Member (Non-Executive Independent Director)  There were 4 meetings held during the year and attended duly by members of the Committee.
3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company	The same has been available at <a href="https://texmopipe.com">https://texmopipe.com</a>
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:	Not Applicable
5.	Details of the amount available for set off in	

	pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any				
	S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)	
	1	FY2020-21	37,319	37,319	
	2	FY2021-22	2,22,064	2,22,064	
		<b>Total</b>	<b>2,59,383</b>	<b>2,59,383</b>	
6.	Average net profit of the Company for last three financial year				Rs 13,37,77,690.00/-
7.	a. Two percent of average net profit of the Company as per section 135(5). b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years. c. Amount required to be set off for the financial year if any. d. Total CSR obligation for the financial year (7a+7b-7c)				Rs. 26,75,554.00/-  Not applicable  Rs. 2,59,383/-  Rs. 24,16,171/-
8.	Details of CSR amount spent during the financial year:- (a) Total Amount to be spent for the financial year (b) Amount unspent, if any; (c) Total Amount transferred to Unspent CSR Account as per section 135(6). (d) Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).				Rs. 27,59,040/-  Rs. 24,16,171/-  Not applicable Not applicable  Not applicable

1. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135 (6).		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135 (5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
27,59,040/-	NA		NA		

2. Details of CSR amount spent against ongoing projects for the financial year:  
Not applicable.

3. Details of CSR amount spent against other than ongoing projects for the financial year is detailed below:

S. no.	Name of the project or activity	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/No.) and Location of the project i.e. State and District	Amount spent for the project (Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency (With Name and CSR registration number)
1	Promoting Education- i.e. Donation	Clause (ii) of Schedule VII Promoting Education	No (Lohit District, A.P.)	1,00,000/-	No	Texmo Pipes Foundation CSR Registration No. CSR00034710
2	Promotion of Health Care i.e. Donation to Indian Red Cross Society.	Clause (i) of Schedule VII Promoting health care	Yes (Burhanpur, MP)	1,00,000	No	Texmo Pipes Foundation CSR Registration No.



						CSR000347 10
3	Promotion of Health Care i.e. Payment of medical expenses	Clause (i) of Schedule VII Promoting health care	Yes (Burhanpur, MP)	1,83,274	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
4	Promoting Education- i.e. Payment of educational fees	Clause (ii) of Schedule VII Promoting Education	Yes (Indore, M.P.)	14,900/-	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
5	Promotion of Health Care i.e. Payment of medical Expenses	Clause (i) of Schedule VII Promoting health care	Yes (Burhanpur, MP)	9,175	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
6	Eradicating Hunger and Poverty i.e. Food Distribution Drive	Clause (i) of Schedule VII eradicating hunger, poverty and malnutrition	Yes (Burhanpur M.P.)	5,24,500	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
7	Eradicating Hunger and Poverty i.e. Food Distribution Drive	Clause (i) of Schedule VII eradicating hunger, poverty and malnutrition	Yes (Burhanpur M.P.)	8,39,000	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
8	Promoting Education- i.e. Payment of	Clause (ii) of Schedule VII	No. (Indore M.P.)	7,000/-	No	Texmo Pipes Foundation CSR

	Educational fees	Promoting Education				Registration No. CSR000347 10
9	Eradicating Hunger and Poverty i.e. Food Distribution Drive	Clause (i) of Schedule VII eradicating hunger, poverty and malnutrition	Yes (Burhanpur M.P.)	7,36,500	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
10	Promotion of Health Care i.e. Payment of medical expenses	Clause (i) of Schedule VII Promoting health care	Yes (Burhanpur, MP)	20,000	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
11	Rural/Community Development i.e. Distribution of Furniture Items.	Clause(x) of Schedule VII Promoting Rural Development	Yes (Burhanpur, MP)	25,000/-	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
12	Women Empowerment and promoting gender equality and assistance for education i.e. Providing financial assistance	Clause (iii) of Schedule VII promoting Gender equality and women empowerment	Yes (Burhanpur M.P.)	1,06,400/-	No	Texmo Pipes Foundation CSR Registration No. CSR000347 10
13	Promoting Education- i.e. Payment of Educational fees	Clause (ii) of Schedule VII Promoting Education	No. (Indore M.P.)	9,000/-	No	Texmo Pipes Foundation CSR Registration No. CSR000347

						10
14	Rural/Community Development and making available safe drinking water i.e. Donation of Water Cooler	Clause (x) of Schedule VII Promoting Rural/Community Development	Yes (Burhanpur, MP)	34,000	No	Texmo Pipes Foundation CSR Registration No. CSR00034710
15	Promotion of Health Care i.e. Payment of medical expenses	Clause (i) of Schedule VII Promoting health care	Yes (Burhanpur, MP)	10,237	No	Texmo Pipes Foundation CSR Registration No. CSR00034710
16	Promotion of Health Care i.e. Payment of medical expenses	Clause (i) of Schedule VII Promoting health care	Yes (Burhanpur, MP)	17,924	No	Texmo Pipes Foundation CSR Registration No. CSR00034710
17	Eradicating Hunger and Poverty i.e. Food Distribution Drive	Clause (i) of Schedule VII eradicating hunger, poverty and malnutrition	Yes (Burhanpur M.P.)	22,130	No	Texmo Pipes Foundation CSR Registration No. CSR00034710
<b>Total</b>				<b>27,59,040/-</b>		

(a) Amount spent in Administrative Overheads: Rs. Nil.

(b) Amount spent on Impact Assessment, if applicable: Nil

i. Total amount spent for the Financial Year: Rs. 27,59,040/-

(c) Excess amount for set off, if any: Rs. 3,42,869/-

Sr. no.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section	26,75,554/-

	135(5)	
(ii)	Total amount spent for the Financial Year	27,59,040/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	83,486/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not applicable
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	*3,42,869/-

\* Includes amount eligible and set-off for relevant financial year i.e.2020-21 of Rs. 37,319 and 2021-22 of Rs.2,22,064/- i.e. Total 2,59,383/-

(d) Details of Unspent amount for preceding 3 Financial years: Not applicable

(e) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not applicable

(f) In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not applicable

(g) Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not applicable.

**For and on behalf of the Board of Directors**

Place: Burhanpur  
Date: 11<sup>th</sup> August, 2023

Sd/-  
Sanjay Kumar Agrawal  
Managing Director  
(DIN 00316249)

Sd/-  
Smita Hajari  
Chairperson CSR Committee  
(DIN 08763920)



**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance in simple words means the way a corporation is governed. Corporate governance refers to mechanisms, 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 organization 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 and other applicable Regulations of SEBI (Listing Obligations 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. As on March 31, 2023, the Board consists of 3 Executive Directors and 3 Non-Executive Independent Directors. The Company has an Executive Chairperson. 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 also having One Woman Director in form of Executive Chairperson as on March 31, 2023 and also One Woman Director as a Independent Director.

No Director of the Company is related to any other Director of the Company, except that Mr. Sanjay Kumar Agrawal and Mrs. Rashmi 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 or 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 <https://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-a-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 2022-23 were Rs. 300.00 Lakhs, Mrs. Rashmi Agrawal is the Whole Time Director cum Chairperson of the Company and the Salary and allowance paid to Mrs. Rashmi Agrawal during the year 2022-23 were Rs. 96 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 2022-23 were Rs. 11.43 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 2022-23.

The details of Sitting Fees paid to the Non-Executive Directors during the year 2022-23:

Sr. No.	Name of Non-Executive Directors	Sitting fees (Rs.)
1.	Mr. Amber Chaurasia	1,40,000
2.	Dr. Parvez Anjum	1,40,000
3.	Dr. Smita Hajari	97,500
4.	Mr. Abdul Quader Motorwala	0

**Note:** Mr. Amber Chaurasia (DIN: 07729278) Non-Executive Independent Director of the Company resigned from the Company w.e.f. 13<sup>th</sup> February, 2023. To be in compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Companies Act, 2103 and other applicable provisions Mr. Abdul Quader Motorwala (DIN: 03481624) was appointed as Additional Non-Executive Independent Director of the Company w.e.f. 14<sup>th</sup> February, 2023. No Board or Committee meetings were held in Financial Year 2022-23 after appointment of Mr. Abdul Quader Motorwala.

## 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 at registered office 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 2022-23, four meetings of the Board of Directors were held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 13<sup>th</sup> February, 2023. 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 31<sup>st</sup> March, 2023 have been made by the Directors.

The details of attendance of Directors for the year 2022-23 at the Board Meetings and in AGM are given below:

Name of Director	Category	Board Meetings held	Board Meetings entitle to attend	Board Meetings Attended	Attendance in previous AGM
Mrs. Rashmi Agrawal	Executive	4	4	4	Yes
Mr. Sanjay Kumar Agrawal	Executive	4	4	4	Yes
Mr. Vijay Prasad Pappu	Executive	4	4	4	Yes
Mr. Amber Chaurasia	Non Executive Independent	4	4	4	Yes
Dr. Parvez Anjum	Non Executive Independent	4	4	4	Yes
Dr. Smita Hajari	Non Executive Independent	4	4	3	Yes
Mr. Abdul Quader Motorwala	Non Executive Independent	4	0	0	NA

**Note:** Mr. Amber Chaurasia (DIN: 07729278) Non-Executive Independent Director of the Company resigned from the Company w.e.f. 13<sup>th</sup> February, 2023. To be in compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Companies Act, 2103 and other applicable provisions Mr. Abdul Quader Motorwala (DIN: 03481624) was appointed as Additional Non-Executive Independent Director of the Company w.e.f. 14<sup>th</sup> February, 2023. No Board or Committee meetings were held in Financial Year 2022-23 after appointment of Mr. Abdul Quader Motorwala.

**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.

**Criteria for performance evaluation:**

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Directors. The annual evaluation of Directors is made on the following criteria:

- i. Attendance for the meetings, participation and independence during the meetings;
- ii. Interaction with Management;
- iii. Role and accountability of the Board and
- iv. Knowledge and proficiency

**Meeting of Independent Directors**

Pursuant to provisions of Schedule IV of the Companies Act 2013 and the rules made there under, the Independent Directors of the Company shall hold at least one meeting in a year, without attendance of non-independent directors and members of the management. The meeting of Independent Directors was held on 13th February, 2023 to discuss, inter-alia:

- i. the performance of Non-Independent Directors and the Board as a whole;
- ii. the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- iii. the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The table below summarizes core skills / expertise / competencies identified by the Board of Directors as required and available with the Board in the context of business of the Company for its effective functioning is as follows:

Sr. No.	Core Skills / Expertise Competencies	Mr. Sanjay Agrawal	Mr. Vijay Prasad Pappu	Mrs. Rashmi Agrawal	Dr. Parvez Anjum	Mr. Amber Chaurasia	Dr. Smita Hajari	Mr. Abdul Quader Motorwala
<b>A</b>	<b>Technical</b>							
1.	Finance	✓	✓	✓		✓	✓	✓
2.	Management	✓	✓	✓	✓	✓	✓	✓
3.	Sales and Marketing	✓	✓		✓			
4.	Manufacturing and Operations	✓	✓					
5.	Research and Development	✓	✓					
6.	Human Resource	✓	✓	✓	✓	✓	✓	✓
7.	Information Technology							
<b>B.</b>	<b>Industry</b>							
1.	Knowledge about Economy	✓	✓	✓		✓	✓	✓
2.	Industry Experience	✓	✓	✓		✓	✓	✓
3.	Knowledge of Business Sector	✓	✓	✓	✓	✓	✓	✓
<b>C.</b>	<b>Governance</b>							
1.	Compliance Management	✓	✓	✓		✓	✓	✓
2.	Knowledge about Statutory / Regulatory Law	✓	✓	✓	✓	✓	✓	✓
3.	Experience in developing and implementing Risk Management	✓	✓	✓				✓
4.	Strategic Planning	✓	✓	✓	✓	✓	✓	✓
<b>D.</b>	<b>Others</b>							
1.	Communication and interpersonal skill	✓	✓	✓	✓	✓	✓	✓
2.	Public Relations	✓	✓	✓		✓	✓	✓
3.	Corporate Restructuring	✓	✓			✓	✓	✓

## 9. BOARD COMMITTEES

Currently, the Board has five committees Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Treasury Committee.

### i) Audit Committee

The Audit Committee constituted in pursuance of Regulation 18 of the SEBI (LODR) 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 Chairperson of the Audit Committee at present is Mr. Amber Chaurasia till 13<sup>th</sup> February, 2023 and thereafter Mr. Abdul Quader Motorwala was the Chairperson. During the year 2022-23, four Audit Committee Meetings were held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 13<sup>th</sup> February, 2023, 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	Meetings entitle to attend	No. of Meetings attended
Mr. Amber Chaurasia	Non Executive Independent	4	4	4
Mr. Vijay Prasad Pappu	Executive	4	4	4
Dr. Parvez Anjum	Non Executive Independent	4	4	4
Dr. Smita Hajari	Non Executive Independent	4	4	3
Mr. Abdul Quader Motorwala	Non Executive Independent	4	0	0

**Note:** Mr. Amber Chaurasia (DIN: 07729278) Non-Executive Independent Director of the Company resigned from the Company w.e.f. 13<sup>th</sup> February, 2023 and Mr. Abdul Quader Motorwala (DIN: 03481624) was appointed as Additional Non-Executive Independent Director of the Company and the Chairperson of Audit Committee of the Company w.e.f. 14<sup>th</sup> February, 2023. No Board or Committee meetings were held in Financial Year 2022-23 after appointment of Mr. Abdul Quader Motorwala.

Company Secretary acts as the Secretary to the Audit Committee.

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

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

**ii) Stakeholders' Relationship Committee**

The Committee is set up in accordance with Regulation 20 of the SEBI (LODR) Regulation, 2015 read with section 178 of Companies Act, 2013. The Committee has been set up to oversee the performance of the Registrars and Share Transfer Agents with respect to redressal of Shareholders grievances etc.

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**

The Chairperson of the Stakeholders' Relationship Committee at present is Dr. Parvez Anjum. During the year 2022-23, four meetings of the committee were held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 13<sup>th</sup> February, 2023, 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	Meetings entitle to attend	No. Of Meetings attended
Dr. Parvez Anjum	Non Executive Independent	4	4	4
Mr. Sanjay Kumar Agrawal	Executive	4	4	4
Mr. Amber Chaurasia	Non Executive Independent	4	4	4
Dr. Smita Hajari	Non Executive Independent	4	0	0

**Note:** Mr. Amber Chaurasia (DIN: 07729278) Non-Executive Independent Director of the Company resigned from the Company w.e.f. 13<sup>th</sup> February, 2023 as he was a member of the Stakeholder Relationship Committee to be in compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Companies Act, 2103 and other applicable provisions Dr. Smirta Hajari Non-Executive Independent Director of the Company was appointed as Member of Stakeholder Relationship Committee of the Company w.e.f. 14<sup>th</sup> February, 2023. No Stakeholders Relationship Committee meetings were held in Financial Year 2022-23 after appointment of Dr. Smita Hajari as a Member.

During the financial year 2022-23 the Company / RTA has not received any complaints through SEBI SCORES platform, however, Shareholders have raised 3 complaints and requests which was duly resolved during the year under review.

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

**iii) Nomination And Remuneration Committee**

The Committee is set up in accordance with Regulation 19 of 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 Nomination & Remuneration Committee, its Meetings and Attendance**

Presently, Dr. Smita Hajari is the Chairperson of the Committee. All directors of the Nomination and remuneration committee shall be non-executive directors. During the year 2022-23, Four Meetings of the committee were held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 13<sup>th</sup> February, 2023.

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

Name of Director	Category	No. of Meeting held	Board Meetings entitle to attend	No. of meetings attended
Dr. Smita Hajari	Non Executive Independent	4	4	3
Mr. Amber Chaurasia	Non Executive Independent	4	4	4
Dr. Parvez Anjum	Non Executive Independent	4	4	4
Mr. Abdul Quader Motorwala	Non Executive Independent	4	0	0

**Note:** Mr. Amber Chaurasia (DIN: 07729278) Non-Executive Independent Director of the Company resigned from the Company w.e.f. 13<sup>th</sup> February, 2023 as he was Member of the Nomination & Remuneration Committee to be in compliance with SEBI (Listing Obligation and Disclosure Requirements)

Regulation 2015 and Companies Act, 2103 and other applicable provisions Mr. Abdul Quader Motorwala was appointed as Additional Non-Executive Independent Director of the Company and the Member of Nomination & Remuneration. No Nomination & Remuneration Committee meetings were held in Financial Year 2022-23 after appointment of Mr. Abdul Quader Motorwala.

**iv) Composition of Corporate Social Responsibility Committee**

Our CSR Committee ('the Committee') comprised two Independent Directors and Managing Director. The Composition of the Committee is as under:

- Dr. Smita Hajari, Chairperson
- Mr. Parvez Anjum, Member
- Mr.Sanjay Kumar Agrawal, Member

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 has duly adopted CSR Policy of the Company. During the year 2022-23, four meetings of the committee were held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 13<sup>th</sup> February, 2023. The composition of the Corporate Social Responsibility Committee and number of meetings attended by the Members are given below:

<b>Name of Director</b>	<b>Category</b>	<b>No. of Meeting held</b>	<b>Board Meetings entitle to attend</b>	<b>No. of meetings attended</b>
Dr. Smita Hajari	Non Executive Independent	4	4	3
Mr. Sanjay Kumar Agrawal	Executive	4	4	4
Dr. Parvez Anjum	Non Executive Independent	4	4	4

**v) Treasury Committee**

The Board of Directors has constituted a Non- mandatory Sub Committee of Board styled as Treasury Committee with Mr. Sanjay Kumar Agrawal as Chairman of the Committee, Mr. Vijay Prasad Pappu and Mr. Amber Chaurasia as members of the Committee. Mr. Amber Chaurasia resigned from the Company w.e.f. 13<sup>th</sup> February, 2023 and as he was a member of Treasury Committee Dr. Smita Hajari and Dr. Parvez Anjum Non-Executive Independent Directors were appointed as the Member of the Treasury 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 2022-23, Six Treasury Committee Meetings were held on 02<sup>nd</sup> April 2022, 12<sup>th</sup> April 2022, 10<sup>th</sup> May 2022, 19<sup>th</sup> January 2023, 22<sup>nd</sup> February 2023 and 24<sup>th</sup> March 2023. The necessary quorum was present for all meetings.

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

Name of Director	Category	No of Meeting held	No. of Meetings entitled to attend	No of Meetings attended
Mr. Sanjay Kumar Agrawal	Executive	6	6	6
Mr. Vijay Prasad Pappu	Executive	6	6	6
Mr. Amber Chaurasia	Non Executive Independent	6	4	4
Dr. Smita Hajari	Non Executive Independent	6	2	2
Dr. Parvez Anjum	Non Executive Independent	6	2	2

**Note:** Mr. Amber Chaurasia (DIN: 07729278) Non-Executive Independent Director of the Company resigned from the Company w.e.f. 13<sup>th</sup> February, 2023 and Dr. Parvez Anjum (DIN: 08529781) and Dr. Smita Hajari (DIN: 08763920) Non-Executive Independent Directors of the Company were appointed on the Treasury Committee w.e.f. 14<sup>th</sup> February, 2023.

Company Secretary and Compliance Officer act as the Secretary to the Treasury Committee.

#### 10. CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

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

#### 11. RELATED PARTY TRANSACTIONS

All details on the financial and commercial transaction, where Directors may have a potential interest are provided to the Audit Committee as well as the Board of Directors. The Interested Directors neither participate in discussion, nor vote on such matters. In terms of Regulation 23 of the SEBI (LODR) Regulation, 2015 the Company has adopted a policy on the subject and the same is available on the Company's website at <https://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. 45 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 01.04.2022.	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 31.03.2023.	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. Ajay Shrivastava**

Company Secretary & Compliance Officer Phone: - 07325-255122

Texmo Pipes and Products Limited Fax :- 07325-253273

98, Bahadarpur Road, Burhanpur (M.P.) - 450331, 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 Chairpersonship/Membership of Board Committees in other Public Companies, in which they are Directors showing the position as on 31<sup>st</sup> March, 2023 are given below :-

Sr. No.	Name of Directors	Directorship in other Public Companies	Committee positions held	
			Chairpersonship	Membership
1	Mr. Sanjay Kumar Agrawal	0	0	0
2	Mrs. Rashmi Agrawal	0	0	0
3	Mr. Vijay Prasad Pappu	0	0	0
4	Mr. Amber Chaurasia	0	0	0



5.	Dr. Parvez Anjum	0	0	0
6.	Dr. Smita Hajari	0	0	0
7.	Mr. Abdula Quader Motorwala	0	0	0

In accordance with Regulation 26 of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, Memberships/ Chairpersonships 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 <https://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 31<sup>st</sup> March, 2023. 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 <https://texmopipe.com>.

## 18. SUBSIDIARY COMPANIES

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

## 19. DISCLOSURE

### I. Material Significant Related Party Transaction

There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large.

- i) Details of non-compliance by the Company, penalties, and structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There were no instances of non-compliances by the Company during the year under review.

However, the Adjudicating Officer of SEBI passed an Order on 28.06.2022 imposed penalty under Section 15HA of SEBI Act of Rs. 10.00 Crore and under Section 23E of SCRA of Rs. 25.00 Laacs on the Company and Rs. 87 lakhs on Directors/others.

The Company after perusal and analysis of the said order and in consultation with the Counsel with their due advice and legal opinion has filed an appeal dated 05.08.2022 before the Hon'ble Securities Appellate Tribunal (SAT) challenged the said order and The Hon'ble SAT in its order passed on 30.09.2022 considering the facts that the Order of Adjudicating Officer is being too harsh, excessive, disproportionate, discriminatory and arbitrary against the running and growing industry and substantially reduced penalty on the Company from Rs. 10.25 cr. to Rs. 25 Laacs only. The said penalty has been duly paid.

The Company in respect of the said matter also received a Show Cause Notice dated 11.04.2019 from the Office of Whole Time Member (WTM), SEBI. The Company and other notices filed their respective replies on 08.03.2021 and 20.08.2022. Accordingly, a hearing before SEBI has been held on 23.08.2022. The WTM of SEBI passed an Order on 28.02.2023 (received on 15.03.2023) in exercise of powers conferred upon it under sections 11(1), 11 (4) and JIB (J) the Securities and Exchange Board of India Act, 1992 that:

i. The company is restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of this order.

ii. The company is directed to continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year. To furnish a Certificate from a Chartered Accountant of ICAI along with necessary documentary evidences, certifying the compliance of this direction.

iii. Shri Sanjay Agrawal, Managing Director, Shri Vijay Prasad Pappu, Whole-time Director, Shri Shanti Lal Badera, Independent Director (at the time of event) and Shri Rishabh Kumar Jain, Company Secretary (at the time of event) shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever for a period of 03, 03, 01 and 01 year respectively.

Also, the Company is required to take Special Contingency Insurance Policy for insuring the risk arising out of requirements relating to issue of duplicate securities, pursuant to Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMBP/CIR/2022/70 dated 25<sup>th</sup> May, 2022. Although, the Company has not taken the required policy.

- iii) The Company has complied with the requirements of regulatory authorities on capital markets and no penalties / strictures have been imposed against it in the last three years.

There were no instances of non-compliances by the Company during the year under review.

## 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 Depository Participant.

Annual Report, Corporate Governance Report, Audited Results and the quarterly Financial Results are also available on the website of the Company <https://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 31<sup>st</sup> March 2023.

#### 22. PROMOTERS' SHAREHOLDING

The aggregate Shareholding of the Promoters and Persons belonging to the Promoters Group as on 31<sup>st</sup> March 2023 comprised of 12914955 Equity Shares of Rs. 10/- each representing 44.24% 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
2019-20	14th October, 2020 at 12.30 P.M	98, Bahadarpur Road, Burhanpur (M.P.)-450331 – Through VC/OAVM	1) Issuance of Equity Shares on Preferential basis to the Promoters. 2) To Approve Revision in Remuneration of Shri Sanjay Kumar Agrawal (DIN: 00316249) as a Managing Director of the Company. 3) To Approve Revision in Remuneration of Smt. Rashmi Devi Agrawal (DIN: 00316248) as Whole Time Director of

			the Company.
2020-21	29 <sup>th</sup> September 2021 at 12:30 P.M.	98, Bahadarpur Road, Burhanpur (M.P.)-450331 - Through VC/OAVM	1) Re-Appointment of Shri Amber Chaurasia (DIN: 07729278) as a Non-Executive Independent Director. 2) To Approve Revision in Remuneration of Shri Sanjay Kumar Agrawal (DIN: 00316249) as a Managing Director of the Company. 3) To Approve Revision in Remuneration of Smt. Rashmi Devi Agrawal (DIN: 00316248) as Whole Time Director of the Company.

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

Financial year	Date and time	Venue	Special Resolution passed
2019-20	19 <sup>th</sup> December, 2019 at 11.00 A.M.	98, Bahadarpur Road, Burhanpur (M.P.)-450331 - Through VC/OAVM	To approve Appointment of Shri Sunil Kumar Maheshwari as Director.
2022-23	28 <sup>th</sup> December, 2022 at 12:30 p.m.	98, Bahadarpur Road, Burhanpur (M.P.)-450331 - Through VC/OAVM	To Consider and Approve Re-Appointment and Remuneration of Mrs. Rashmi Agrawal (DIN: 00316248) as Whole Time Director Aand Chairperson of the Company.  To Consider and Approve Re-Appointment and Remuneration of Mr. Sanjay Kumar Agrawal (DIN: 00316249) as a Managing Director of the Company.  To Consider and Approve Re-Appointment and Remuneration of Mr. Vijay Prasad Pappu (DIN: 02066748) as a Whole Time Director of the Company.

**iii) Passing of Resolution by Postal Ballot**

During the year, no resolution was passed through the Postal Ballot by the Shareholders. However, after the closure of financial year, Resolution for appointment of Mr. Abdul Quader Motorwala (DIN: 03481624) as Non-Executive Independent Director was passed through Postal Ballot dated 10<sup>th</sup> May, 2023. At present there is no proposal for passing resolution through postal ballot.

**General Meeting for the financial year 2022-23**

Date & Day	26th, September, 2023, Tuesday
Mode	Through "Video Conference" or "Other Audio Visual Means"
Time	12.30 P.M.



Book closure date	From 20 to 26 September, 2023. (Both days inclusive)
-------------------	--

**iv) Tentative Calendar for financial year ending 31<sup>st</sup> March, 2024.**

Quarterly Financial Results	Date of Board Meeting
1 <sup>st</sup> Quarterly results	First half of August 2023
2 <sup>nd</sup> Quarterly results	First half of November 2023
3 <sup>rd</sup> Quarterly results	First half of February 2024
4 <sup>th</sup> Quarterly results	Second half of May 2024

**v) 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 2022-23 have been paid to the Stock Exchanges.

The Company has paid Annual Custodial Fees for the year 2022-23 the National Securities Depository Limited and Central Depository Services Limited on the basis of beneficial accounts maintained by them as on 31<sup>st</sup> March 2023.

Equity Shares
BSE Limited 16 <sup>th</sup> Floor, P.J. Tower, Dalal Street, Mumbai 400001
National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Bandra- Kurla Complex, Bandra (East), Mumbai 400051

**vi) Stock Codes**

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

**vii) Share Price Data**

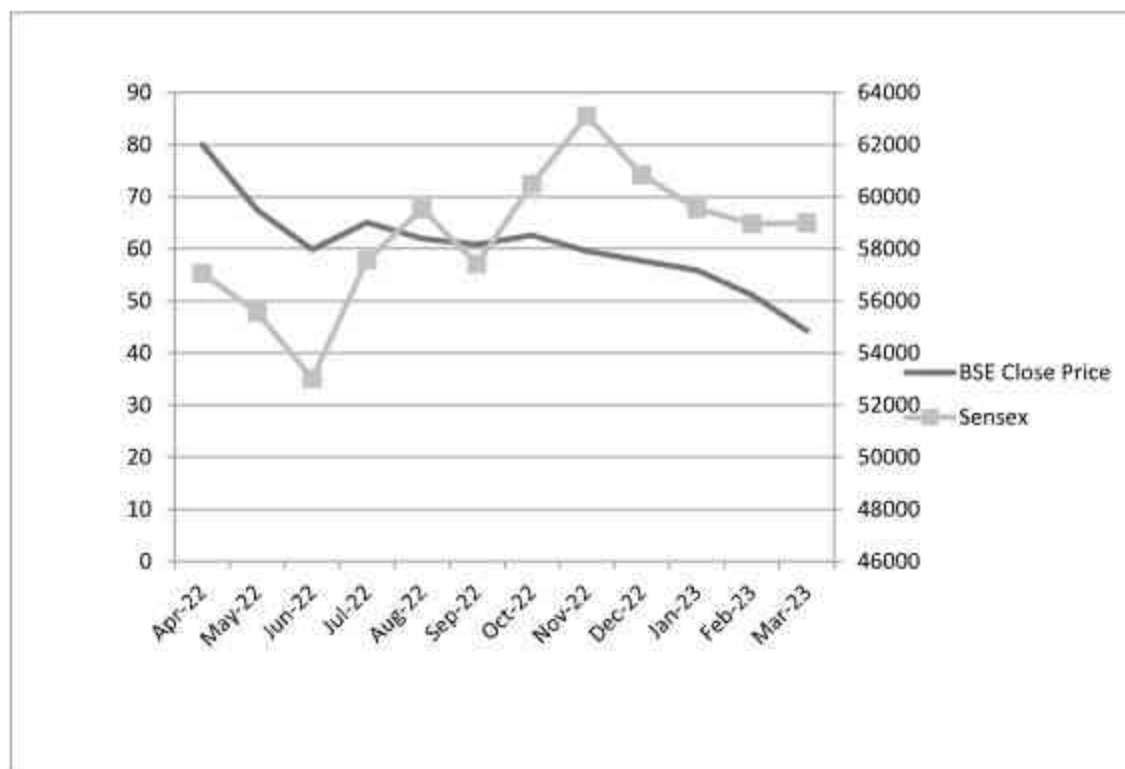
The details of High, Low Prices of shares of the company at BSE Limited and National Stock Exchange of India Limited (NSE) for the year ended 31<sup>st</sup> March, 2023 are as under:-

**Period – from 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.**

Months	BSE		NSE	
	High (Rs.)	Low(Rs.)	High (Rs.)	Low(Rs.)
April 2022	92.25	76.80	92.15	76.20
May 2022	84.00	58.10	81.95	57.80
June 2022	72.00	51.00	71.95	51.00
July 2022	74.00	59.05	70.35	59.10
August 2022	74.00	56.05	69.60	56.25
September 2022	69.40	56.05	69.50	58.50

October 2022	66.60	59.70	66.80	60.20
November 2022	66.70	57.00	67.00	56.90
December 2022	62.50	49.00	62.30	50.50
January 2023	68.45	52.90	60.40	52.85
February 2023	59.85	50.30	59.85	50.00
March 2023	52.00	41.00	51.30	42.05

**viii) Stock Performance in comparison to Broad Based indices;**



**x) Distribution of Shareholding as on 31<sup>st</sup> March, 2023**

Category (Amount)	Shareholders		No. of Equity Shares held	Equity Shares held	
	No. of shareholders	% of total Shareholders		Amount	% amount
1- 5000	49699	90.24	4580167	45801670	15.69
5001 – 10000	2966	5.38	2383270	23832700	8.16
10001 – 20000	1350	2.45	2051282	20512820	7.03
20001 - 30000	383	0.70	983407	9834070	3.37
30001 - 40000	176	0.32	627027	6270270	2.15
40001 - 50000	141	0.26	663543	6635430	2.27
50001 - 100000	214	0.39	1575031	15750310	5.39
100001 & Above	144	0.26	16331273	163312730	55.94
<b>Total</b>	<b>55073</b>	<b>100.00</b>	<b>29195000</b>	<b>291950000</b>	<b>100.00</b>

**xi) Shareholding Pattern as on 31<sup>st</sup> March, 2023**

Category	No. of shareholders	No. of share held	% of equity
Promoters and Promoter Group	9	1,29,14,955	44.24%
<i>Public shareholdings</i>			
Clearing member	16	14,122	0.05 %
Financial Institutions / Banks	1	1291	0.00%
Bodies Corporate	87	3,57,309	1.22%
Non Resident Indians	308	3,24,571	1.11%
Non Resident Indians - Non Repatriable	136	1,35,393	0.46%
Resident Individuals	53224	1,45,33,670	49.78%
Foreign Portfolio – Corp	2	2,65,342	0.91%
HUF	478	6,48,347	2.22%
<b>Total</b>	<b>54261</b>	<b>2,91,95,000</b>	<b>100%</b>

**xii) Director's Shareholding as on 31<sup>st</sup> March, 2023**

S. No.	Name of Director	No. of Share Held	% of Holding
1.	Mrs. Rashmi Agrawal	4700092	16.10%
2.	Mr.Sanjay Kumar Agrawal	5448974	18.66%
3.	Mr. Vijay Prasad Pappu	1200	0.001%
4.	Mr. Amber Chaurasia	Nil	Nil
5.	Dr. Parvez Anjum	Nil	Nil
6.	Dr. Smita Hajari	Nil	Nil
7.	Mr. Abdul Quader Motorwala	Nil	Nil
	<b>Total</b>	<b>1,01,50,266</b>	<b>34.76%</b>

**xiii) Dematerialization of Shares and Liquidity**

2,91,94,884 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 31<sup>st</sup> March, 2023.

The bifurcation of shares held in Physical & Demat form as on 31<sup>st</sup> March 2023, is given below:

Category	No. of shareholders	No. of share held	% of equity
Physical	4	116	0.00%
Demat Segment	NSDL	14230	29.15%
	CDSL	40839	70.85%
<b>Total</b>	<b>55073</b>	<b>2,91,95,000</b>	<b>100.00%</b>

**xiv) No Outstanding GDRs**

The Company had issued Global Depository Receipts on 11<sup>th</sup> 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 31<sup>st</sup> March 2023, there were no GDRs outstanding.

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

#### **xv) Investor Grievances Redressal System**

**KFin Technologies Limited**, Registrar & Transfer Agents (RTA) of the Company has confirmed that, three Complaints and requests were received during the FY 2022-23 from the Shareholders which was duly resolved. However, no complaints were received during the year through SEBI Scores portal. To redress investor grievances, the Company has a dedicated e-mail id [complaints@texmopipe.com](mailto: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. KFin Technologies Limited having their office at:-

KFin Technologies 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:

KFin Technologies 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. Ajay Shrivastava  
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](mailto: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 76 of SEBI (D&P) Regulation 2018 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.

#### **xxiii) Credit Rating**

The Company has obtained Credit Rating from Rating Agency M/s India Rating and Research Private Limited and during the year under review, in December, 2022 M/s India Rating and Research Private Limited has rated our Bank loan rating as "IND BBB +" (Triple B+) for fund based facilities.

#### **xxiv) Statement of fees paid by the Company to Statutory Auditors:**

During the Financial Year 2022-23, the Company has paid statutory and other Audit fees amounting to Rs. 11 lakhs to the Statutory Auditors. The details of the same have been already mentioned in notes to the financial statements.

### **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 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. However, the same has been applicable from the FY 2022-23, as per the provisions of Section 135 of the Companies Act, 2013. 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 or Managing Director as per applicable provisions of SEBI (LODR) 2015. 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) CERTIFICATION OF COMPANY SECRETARY IN PRACTICE**

The certificate from Mr. Dinesh Kumar Gupta, Company Secretary in Practice, have been obtained stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a directors of the Company by the SEBI/ Ministry of Corporate Affairs or any such authority.

**31) AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

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

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

**32) 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:-

Name of the Company	Balance as at 31 <sup>st</sup> March 2023	Amt. in Lakhs	
		Maximum during the year	outstanding
Tapti Pipes & Products Limited FZE	*Nil		584.97

\*During the year under review, considering the financial position of its wholly owned Foreign Subsidiary Company namely 'Tapti Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2023 as per its audited financial statement, the company has made a provision for impairment of entire loans and advances, which was given by the company to its subsidiary company in earlier years and which was outstanding as on 31st March, 2023, amounting to ₹ 621.46 Lakhs.

**33) CEO/ CFO CERTIFICATE**

As required under Part B of Schedule II of the SEBI (LODR) Regulations, 2015 with 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 31<sup>st</sup> March, 2023.

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

**34) 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 2022-23.

**35) DISCLOSURE ABOUT UTILISATION OF FUND RECEIVED FROM PREFERENTIAL ALLOTMENT UNDER REGULATION 32 (7A) OF SEBI (LODR) REGULATIONS, 2015**

During the FY 2022-23, the Company has not issued and raised any amount pertaining to allotment of shares on preferential basis.

**36) 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.e. <https://texmopipe.com>.

I, confirm in respect of the financial year ended 31<sup>st</sup> March, 2023, 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 31<sup>st</sup> March, 2023 of the Company.

**For Texmo Pipes and Products Limited**

**Date: 11.08.2023**  
**Place: Burhanpur**

**Mohit Agrawal**  
**Chief Executive Officer**

**CEO/CFO CERTIFICATION TO THE BOARD****(Under Schedule II of SEBI (LODR) Regulations, 2015)**

To  
The Board of Directors  
Texmo Pipes and Products Limited

We, 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. We have indicated to the auditors and the Audit committee

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

Place: Burhanpur  
Date: 29.05.2023

Mohit Agrawal  
Chief Executive Officer

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



**CORPORATE GOVERNANCE CERTIFICATE**

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

I have examined the Compliance of Corporate Governance by **Texmo Pipes and Products Limited (CIN: L25200MP2008PLC020852)** ("the Company") for the year ended on 31<sup>st</sup> March, 2023, 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, 2023.

1. The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
2. In my opinion and to the best of my information and according to my examination of the relevant records and the explanations given to me and the representations made by the Directors and the Management, I 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 period of applicability as specified under paragraph 1 above, during the year ended March 31, 2023.
3. I 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.

Date: 11/08/2023  
Place: Indore

**Dinesh Kumar Gupta**  
Practicing Company Secretary  
M. No.: 5396 CP No. 4715  
UDIN: F005396E000788651

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34 (3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Members of,  
**Texmo Pipes And Products Limited,**  
98, Bahadarpur Road,  
Burhanpur (M.P.) 450331

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the **Texmo Pipes And Products Limited** having (CIN: L25200MP2008PLC020852) and having registered office at **98, Bahadarpur Road, Burhanpur (M.P.) 450331** (hereinafter referred as 'the company'), produced before me by the company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) and Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the company and its officers, I hereby certify that none of the directors on the Board of the company as stated below for the financial year ending 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Director of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No.	Name of Directors	DIN	Date of appointment
1.	Rashmi Agrawal	00316248	03/07/2008
2.	Sanjay Kumar Agrawal	00316249	03/07/2008
3.	Vijay Prasad Pappu	02066748	03/07/2008
4.	*Amber Chaurasia	07729278	10/02/2017
5.	Parvez Anjum	08529781	13/08/2019
6.	Smita Hajari	08763920	24/07/2020
7.	Abdul Quader Motorwala	03481624	14/02/2023

*\*Mr. Amber Chaurasia (DIN: 07729278), Non-Executive Independent Director of the Company resigned from the Company w.e.f. 13<sup>th</sup> February, 2023.*

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Date: 11/08/2023**  
**Place: Indore**

**Dinesh Kumar Gupta**  
**Practicing Company Secretary**  
**(M No 5396 | CP No. 4715)**  
**UDIN: F005396E000788508**

'ANNEXURE – G'MANAGEMENT DISCUSSION AND ANALYSIS**INDIAN ECONOMY**

The Indian economy displayed speedy growth over the last year as India has ranked 5<sup>th</sup> Largest Economy in the world. On the other hand as Russia invaded Ukraine in February, 2022, the entire world found itself fighting to secure basic amenities. Disruption to 2 major trade routes, Russia and Ukraine, along with subsequent sanctions imposed on Russia by different economies, had a major impact on global supply chains as a result: oil prices surged to record highs, which in turn pushed up inflation. The spillover effect fell upon India as well. In line with global cues, stock markets tumbled, inflation soared to record high, rupee plunged and forex reserves took a hit all the major economies of the world have gone through some form of changes in trade policies. The Central government declared the Gross Domestic Product (GDP) for the financial year 2022-23 stands at 7.2%.

**OUTLOOK**

In Financial Year 2023-24, the overall growth scenario is expected to remain robust, although significant challenges persist in the global environment. Slower consumption, income growth, and rising borrowing costs will affect the countries overall economic. The global economy is expected to grow 2.8 per cent in 2023, influenced by the ongoing Russia-Ukraine conflict. Concurrently, global inflation is projected to fall marginally to 7 per cent. Despite these challenges, there are positive elements within the global economic landscape. The largest economies like China, the US, the European Union, India, Japan, the UK, and South Korea are not in a recession growth.

Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills, inflation, cautious government and a sluggish equity market. India's economic growth is estimated at 7.2 per cent in FY 2022-23. India emerged as the second fastest-growing G20 economy in FY 2022-23. India overtook UK to become the fifth-largest global economy. India surpassed China to become the world's most populous nation. The Government's increased impetus on infrastructure creation, showcased in the largest-ever allocation in the Union Budget is expected to drive economic progress. Expanding public digital platforms and measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes will support and aid economic growth.

**INDIAN PIPING INDUSTRY OVERVIEW**

The future of the Indian plastic pipe market is filled with opportunities. The key sectors in Indian Piping Industry are divided in potable water supply, wastewater supply, electrical and telecommunication cable protection, agriculture, chemicals, and oil and gas. As the country chart shows growth towards development, the market is expected to grow at an impressive CAGR of 10.3% from 2022 to 2027, reaching a valuation of \$10.9 billion. This growth can be attributed to a large number of factors, including government investment in infrastructure, an uptick in residential and commercial construction, industrial expansion, the irrigation sector, and the replacement of deteriorating pipes. The production of PVC pipes has registered a record-breaking growth of 35% in FY22, as reported by CRISIL, lending credence to the optimistic outlook of the market. Undeterred by the challenges posed by the pandemic, the polymer pipes sector has emerged as a shining star in India's new normal. The demand for metal to polymer pipes has experienced a noticeable shift across various industries, particularly in plumbing and piping applications within the construction industry.

CPVC pipes have also witnessed a surge in demand in the hot- and cold-water plumbing industry in recent years. As the Indian economy continues to march forward, the plastic pipe market is poised for an impressive growth trajectory, spearheading a new era of infrastructure development in the country.

## OPPORTUNITIES AND THE GOVERNMENT IMPETUS

The Government's increased impetus on infrastructure creation, showcased in the largest-ever allocation in the Union Budget is expected to drive economic progress. Expanding public digital platforms and measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes will support and aid economic growth.

### THE GOVERNMENT IMPETUS

**Har Ghar Nal Se Jal:** While delivering the budget address, the Finance Minister mentioned that the current coverage of the 'Har Ghar, Nal Se Jal' scheme is 8.7 crores, out of which 5.5 crore households were provided tap water connections in the last two years. Under the Jal Jeevan Mission, the 'Har Ghar Nal Se Jal' Scheme aims to provide every household with a Functional Household Tap Connection (FHTC) in its premises to reduce the burden of fetching water on women in the household. With the scheme, the government looks to provide all citizens of the country with sustainable water supply connectivity for the provision of clean drinking water by 2024.

### The Capital Outlay Budget 2022-23:

The Budget 2022-23 sought to lay the foundation for the future of the Indian economy by raising capital investment outlay by 33 per cent to Rs. 10 Lakh crores, equivalent to 3.3 per cent of GDP and almost three times the 2019-20 outlay.

### PM Gati Shakti National Master Plan:

An announcement of nearly Rs. 20,000 crores was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An outlay of Rs. 1.97 Lakh Cr was announced for Production Linked Incentive schemes across 13 sectors.

### The land based transportation system:

The Indian government intends to accelerate road construction in year 2023-24 by 16-21 per cent to 12,000-12,500 km. The overall road construction project pipeline remains robust at 55,000 km across various execution stages.

### Affordable Housing Project:

The growing awareness of home ownership and the Government's favorable affordable housing schemes has led to significant growth in the affordable housing segment. As we advance, the demand for affordable housing will continue over the coming years. In the Union Budget 2023-24, the Finance Ministry has allocated Rs. 79,000 Crore for the **PM Awas Yojana** - an initiative addressing urban housing shortage among EWS/ LIG and MIG categories, ensuring a pucca house to all eligible families.

### Other Opportunities:

- Developers plan to add nearly 25 million sq. ft. of new mall space across the top 7 cities over the next 4-5 years, according to a joint report by ANAROCK and Retailers Association of India (RAI).



- India will require an additional 1.3 billion square feet of healthcare space by 2030 to reach the global hospital beds-to population average, according to CBRE.
- Furthermore, policy initiatives like Smart Cities Mission and AMRUT (Atal Mission for Rejuvenation and Urban Transformation) could further amp up demand for commercial real estate. Every real estate creation will open opportunities for the PVC pipe sector and bolster the demand.

Our Company’s registered and place of operations i.e. Burhanpur in Madhya Pradesh becomes the first “Har Ghar Jal” certified district in the country, reaching from just 37% households of tap water connections in August, 2019 to 100% in less than three years under the collective effort and spirit of work of Govt. of India, MP Govt. and Jal Jeevan Mission.

**CHALLENGES**

**Cost of raw material**

The raw material prices increase due to increase in international crude oil rates because of conflict between Ukraine and Russia. This Conflict has been projected to extent in this financial year also and the production cost of the players operating in the industry also affected a lot. Moreover, the change in raw material prices impact the end users and pipe manufacturing players, as the cost is to be passed down to the downstream industry users.

**Risk Management**

The Company has in place an effective risk management framework to primarily control business and operational risks. The major risk areas are systematically and periodically reviewed by the senior management. At various levels, comprehensive policies and procedures will help to identify, mitigate and monitor risks. By taking such proactive measures, the Company ensures that strategic business objectives are achieved seamlessly in a steady and efficient manner. During the financial year under review, rating for fund based facilities of the Company has been ‘IND BBB+’. Further, your Company has an intricate Risk Management procedure which depicts business risk and operational risks that are supported by policy framework.

**Human Resource**

The Human Resource division of the company plays a vital role in hiring, training, managing and retaining employees to build a group of talented workforces. So that they can reach their full potential and work diligently towards the growth of the organization. The Company has created a level playing field space, whereon equal opportunities to all employees is provided. With this belief, it has enhanced employee morale, boosted productivity and reduced people absenteeism. As of March 31, 2023, the Company’s permanent total work force is 393 employees.

**Product Wise Performance**

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

Particulars	(Rs. In lakhs)	
	2022-23	2021-22
HDPE Pipe	38,488.68	32,913.81
PVC Pipe	16,435.51	14,518.36
CPVC fitting	1,346.76	1,175.80
Moulding fittings	3,230.16	3,662.88

Roto Water Tank	439.21	59.65
RM Compound Sale	220.84	742.18
Trading Sale	3,166.32	2,889.37
<b>Total</b>	<b>63,327.47</b>	<b>55,962.05</b>
Add – Sales of Services	<b>516.70</b>	479.47
Less excise duty	-	-
Add Sell Fit Charges	-	-
VAT/CST subsidy for Industrial promotion	-	-
<b>Installation Charges</b>	-	-
<b>Total revenue from operation as per audit report</b>	<b>63844.17</b>	<b>56,441.53</b>

**Note** – The Previous year figures have been regrouped/ reclassified wherever necessary to make them comparable with current periods figure.

#### **Internal Control System and their adequacy**

The Company considers that internal control is one of the key supports 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 and submitted Report on quarterly basis to the Board of Directors for their review and comments. 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. 63,844.17 Lakhs for the year ended 31<sup>st</sup> March, 2022 as against Rs. 56,441.53 Lakhs in the previous year which shows an increase of 13.12 %.

On a standalone basis, the profit before interest, depreciation and tax for the financial year is Rs. 2,659.72 Lakhs as against Rs. 3,357.42 Lakhs recorded in the previous year. The profit before tax for the financial year stood at Rs. 594.22 Lakhs compared to Rs. 1,968.84 Lakhs of the previous year. The profit after tax & exceptional item for the financial year at Rs. 112.61 Lakhs compared to Rs. 1,460.91 Lakhs of the previous year.

On a standalone basis your company recorded Production of 43,943.20 MT for the year ended 31<sup>st</sup> March, 2022 as against 38,559.73 MT in the previous year which shows an increase to 13.96%.

**DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:**

Details of significant changes, i.e., change of 25% or more, as compared to the immediately previous Financial Year in key financial ratio, along with detailed explanation therefore:

Sr. No.	Particulars	Ratio as on 31 March 2023	Ratio as on 31 March 2022	% of Change	Explanation, if any
i.	Debt Equity Ratio	0.10	0.13	-27.80%	Due to decrease in borrowings and increase in total Equity.
ii.	Return on Equity Ratio	0.60%	8.20%	-92.62%	Due to decrease in Profit after tax debiting amount of provision for impairment of financial assets.
iii.	Net Profit Ratio	0.18%	2.59%	-93.19%	Due to decrease in Profit after tax debiting amount of provision for impairment of financial assets.

**RETURN ON NET WORTH:**

Details of change in **Return on Net Worth** as compared to the immediately previous Financial Year as follows:

Sr. No.	Particulars	Ratio as on 31 March 2023 in	Ratio as on 31 March 2022 in	% of Change	Explanations
i.	Return on Net Worth	0.92%	12.04%	-92.38%	Due to decrease in Profit after tax debiting amount of provision for impairment of financial assets.

**Cautionary Statement**

Some of the statements in this Management Discussion and Analysis, describing the company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable Laws and Regulations. Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operations include changes in economic conditions affecting demand, supply and price movements in the domestic and overseas markets in which your company operates changes in the Government regulations, Tax Laws and other Statutes or other incidental factors. The company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future.

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	2022-23
Share capital	7221.49
Reserves & surplus	(7643.24)
Total assets	613.05
Total Liabilities	1034.80
Investments	-
Turnover	-
Profit before taxation	(7288.65)
Provision for taxation	-
Profit after taxation	(7288.65)
Proposed Dividend	-
% of shareholding	100%

Note:

- i) Converted into Indian Rupees at the Exchange rate USD 1 = 82.2169 INR.
- ii) The financial statements have been audited by a firm of Chartered Accountants other than Anil Kamal Garg & Company.



**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	NIL
1. Latest audited Balance Sheet Date	31.03.2023
2. Shares of Jointly Controlled Entity held by the company on the year end	Not Applicable
Number	Not Applicable
Amount of Investment in Jointly Control Entity	Not Applicable
Extend of Holding %	Not Applicable
3. Description of how there is significant influence	Not Applicable
4. Reason why the Jointly Controlled Entity is not consolidated	Not Applicable
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	Not Applicable
6. Profit / Loss for the year	Not Applicable
i. Considered in Consolidation	Not Applicable
i. Not Considered in Consolidation	Not Applicable

For: Anil Kamal Garg & Company  
Firm Reg No 004186C  
Chartered Accountants

For Texmo Pipes and Products Limited

Devendra Bansal  
Partner  
Membership No 078057

Sanjay Kumar Agrawal  
Managing Director  
(DIN 00316249)

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

Mohit Agrawal  
Chief Executive Officer

Ajay Shrivastava  
Company Secretary

Date: 29<sup>th</sup> May 2023  
Place: Burhanpur

## **INDEPENDENT AUDITORS' REPORT**

**To**  
**The Members,**  
**TEXMO PIPES AND PRODUCTS LIMITED**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone Financial Statements of **Texmo Pipes And Products Limited** ("the Company"), which comprises the Standalone Balance Sheet as at March 31st, 2023, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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 31st, 2023, and its Profit and Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditors' Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters		
S.No.	Key Audit Matters	How was the matter addressed in our audit
1	Uncertain tax positions - Direct and Indirect Taxes	
	<p>The Company has uncertain tax matters pending litigations under direct tax and various indirect tax laws. The litigation involves significant judgement to determine the possible outcome based on which accounting treatment is given to the disputed amount.</p> <p>Given the magnitude of potential outflow of economic resources and uncertainty of potential outcome, uncertain tax positions are considered to be key audit matters.</p> <p>[Refer Note 39 to the standalone financial statements.]</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> <li>• Obtained details of uncertain tax position and gained understanding thereof;</li> <li>• Obtained details of tax assessments and also demands raised;</li> <li>• Along with our internal tax experts, read and analysed relevant communication with the authorities;</li> <li>• Evaluated advice obtained by the management from legal consultants on possible outcome of the litigation;</li> <li>• Discussed with senior management and evaluated management’s assumptions regarding provisions made or reflected as contingent liabilities;</li> <li>• Assessed whether the disclosures for uncertain tax positions are in accordance with the requirements of Ind AS 37 on “Provisions, Contingent Liabilities and Contingent Assets”.</li> </ul>

**Emphasis of Matter**

We draw attention to the following matters in the standalone financial statements of the Company :

1. **PROVISION FOR IMPAIRMENT IN VALUE OF LOANS TO SUBSIDIARY AND DIMINUTION IN VALUE OF INVESTMENTS IN SUBSIDIARY**

As disclosed in Note No. 42 of 'Provision for Impairment in Value of Loans to Subsidiary and Diminution in Value of Investment in Subsidiary', we have noted that at the reporting date, based upon the audited financial statements of its subsidiary namely, M/s. Tapti Pipes & Products Ltd., FZE, UAE (in short 'TPPL') as of 31st March, 2023, the company has determined the Fair Market Value of loans provided by it to TPPL and also of investment in equity shares of TPPL made in earlier years and accordingly, the resultant losses arising from the impairment of loans and diminution in value of investments have been charged to Statement of Profit or Loss Account under *Note No. 35 of 'Exception Items'*.

2. **MATTERS EMANATING FROM THE INVESTIGATION CONDUCTED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA [SEBI] IN CONNECTION WITH GLOBAL DEPOSITORY RECEIPTS (GDRs) ISSUED BY THE COMPANY DURING THE FINANCIAL YEAR 2011-12**

As disclosed in Note No. 44 of 'Matters Emanating From The Investigation Conducted By The Securities And Exchange Board Of India [SEBI] in Connection with Global Depository Receipts (GDRs) issued by the company during the financial year 2011-12', during the period under review, the company has made a payment of rupees Twenty Five Lakhs which has been debited by the company to the statement of profit or loss under 'Note No.-35-of-Exceptional Items'. Also, certain directions on the company and its directors have been imposed by the SEBI.

Our opinion is not modified in respect of above matters.

**Information Other than the Standalone Financial Statements and Auditors' Report Thereon**

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditors' report thereon.



Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report 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 it appears from our examination of those books;
  - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act;
  - (e) On the basis of the written representations received from the directors as on March 31st, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2023 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B";

- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) 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 standalone financial statements – Refer Note – 39 to the standalone financial statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv)
    - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.



(v) The Company has not declared or paid any dividend during the year.

3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

Place : Indore  
Dated : May 29th, 2023

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPEE5104

**ANNEXURE–A TO THE INDEPENDENT AUDITORS' REPORT**

Referred to in Paragraph 1, under '*Report on Other Legal and Regulatory Requirements*' section of the Independent Auditors' Report of even date to the members of **Texmo Pipes And Products Limited** on the standalone financial statements as of and for the year ended March 31<sup>st</sup>, 2023, we report that:

- (i)(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during financial year 2021-22. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification during financial year 2021-22.
- (c) According to the information and explanations given to us by the management and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) recorded in the books of accounts of the Company are held in the name of the Company. In respect of Immovable Property taken on lease, the lease agreements are in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and the coverage and procedure of such verification by the management is appropriate in relation to the size of the Company and the nature of its business. It has been explained to us that the discrepancies noticed on physical verification of inventory as compared to books and records were not more than 10% in the aggregate for each class of inventory and the variation has been appropriately dealt with in the books of accounts.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets during the year. On the examination of records, it has been observed that the quarterly returns or statements filed by the company with such banks or financial institutions are in Agreement with the books of account of the Company *except for the following discrepancies:*

[Rs. in Lakhs]

Nature of Statement furnished before the Banks/Financial Institutions	Quarter ending to which the amount relates	Amount as per books of accounts	Amount as per Statements furnished to Bank/F.I.	Difference	Reasons for Differences, as informed by the management
Stock Statement containing details of Inventories	30 <sup>th</sup> June, 2022	6449.95	5789.77	660.17	The difference is primarily due to non inclusion of certain items of inventory while furnishing the statement to the Bank
	30 <sup>th</sup> September, 2022	7287.78	6932.82	354.95	
	31 <sup>st</sup> December, 2022	5611.27	5327.20	284.06	
	31 <sup>st</sup> March, 2023	7056.36	7017.99	47.37	
Statement containing details of Trade Receivables	30 <sup>th</sup> June, 2022	4561.61	4628.41	(66.79)	The difference is primarily due to non-consideration of credit note while determining amount of Trade Receivables as furnished before the Banks.
	30 <sup>th</sup> September, 2022	4148.43	4217.67	(69.24)	
	31 <sup>st</sup> December, 2022	6295.35	6366.10	(70.74)	
	31 <sup>st</sup> March, 2023	5614.46	5727.84	(113.38)	



(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in companies and granted secured and unsecured loans to companies in earlier years, in respect of which the requisite information is as below. The Company has not made any investments in or granted any loans, secured or unsecured, to firms and limited liability partnership.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans to its subsidiary company, as below:

Particulars	[Rs. in Lakhs]			
	Subsidiary	Joint Venture	Associate	Others
Aggregate amount of loan advanced during the year ended 31 <sup>st</sup> March, 2023	Nil	Nil	Nil	Nil
Balance outstanding as at Balance sheet date i.e. 31 <sup>st</sup> March, 2023	Nil	Nil	Nil	Nil
Remark : The Management envisage impairment in the value of loans granted to its wholly owned subsidiary company 'M/s. Tapti Pipes & Products Ltd., FZE, UAE' [Refer Note 8]				

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of secured and unsecured loans are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the loan has been granted without any security and without stipulating any schedule of repayment of principal and interest. As the loan is repayable on Demand along with interest, the question as to regularity of the repayment or interest receipts does not arise. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, there being no stipulated schedule of repayment and the Company having not demanded the repayment of loan, the loan so granted has not become overdue.



(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties. Further, the Company has not given any advances in the nature of loans to any party.

(f) The company has granted loan to its wholly owned subsidiary, without any security, which is repayable on demand and which does not specify any terms or period of repayment, details of which are mentioned below:

Particulars	[Rs. in Lakhs]		
	All Parties	Promoters	Related Parties
(a) Aggregate of total loans/ advances in nature of loan	Nil	Nil	Nil
(b) Out of total loans and advances, repayable on demand / agreement does not specify any terms or period of repayment	Nil	Nil	Nil
Percentage of loans/advances in nature of loan to the total loans [b/a*100]	-	-	-

- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any guarantee or security as specified under Sections 185 and 186 of the Act. In respect of the investments made and loans given by the Company, in our opinion the provisions of Sections 185 and 186 of the Act have been complied with.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of provisions of section 73 to 76 and the other relevant provisions of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

- (vii) (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it, with the appropriate authorities though there has been a marginal delay in a few cases.

According to the information and explanations given to us, no undisputed amount payable in respect of aforesaid dues were in arrears as on March 31<sup>st</sup>, 2023 for a period more than six months from the date they became payable, *except Excise Duty amounting to Rs.158.56 Lakhs, which is payable due to reversal of CENVAT Credit on the Lost Goods. It has been informed to us that the outstanding amount of Rs. 158.56 Lakhs will be paid by the company as and when the insurance claim against the goods lost will be received by it.*

- (b) According to the information and explanations given to us, there are no material dues of Goods and Services Tax, provident fund, employees' state insurance, income tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it, which have not been deposited with the appropriate authorities on account of any dispute, *except for the following:*

[Rs. in Lakhs]

Name of the Statute	Nature of Dues	Amount	Amount Deposited	Period to which the amount relates (F.Y.)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	32.10	32.09	2009-10	Income Tax Appellate Tribunal, Indore
		42.75	42.75	2010-11	Income Tax Appellate Tribunal, Indore
		29.90	6.00	2009-10	Commissioner of Income Tax Appeals, Bhopal
		84.97	17.00	2010-11	Commissioner of Income Tax Appeals, Bhopal
		127.05	23.10	2011-12	Commissioner of Income Tax Appeals, Bhopal
		154.51	31.00	2012-13	Commissioner of Income Tax Appeals, Bhopal
		198.18	40.00	2014-15	Commissioner of Income Tax Appeals, Bhopal
		655.23	133.65	2015-16	Commissioner of Income Tax Appeals, Bhopal



[Rs. in Lakhs]

Name of the Statute	Nature of Dues	Amount	Amount Deposited	Period to which the amount relates (F.Y.)	Forum where the dispute is pending
Madhya Pradesh Value Added Tax, 2002	Value Added Tax	119.78	5.99	2007-08	Hon'ble High Court of Madhya Pradesh, Jabalpur
		24.25	6.06	2010-11	Additional Commissioner of Commercial Tax , Indore
		6.70	-	2011-12	M.P. Commercial Tax Appellate Board
		41.39	10.12	2012-13	M.P. Commercial Tax Appellate Board
		13.14	3.29	2015-16	Additional Commissioner of Commercial Tax , Indore
		39.94	9.99	2016-17	Additional Commissioner of Commercial Tax , Indore
Central Sales Tax Act, 1956	Central Sales Tax	47.32	2.37	2007-08	Hon'ble High Court of Madhya Pradesh, Jabalpur
Entry Tax Act, 1976	Entry Tax	38.23	1.91	2007-08	Hon'ble High Court of Madhya Pradesh, Jabalpur
		21.55	11.85	2008-09	Hon'ble High Court of Madhya Pradesh, Jabalpur
		7.90	1.97	2009-10	M.P. Commercial Tax Appellate Board

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared as Wilful Defaulter by any bank or financial institution or other lender.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

(d) According to the records of the Company examined by us and the information and explanation given to us, funds raised on short-term basis have, prima facie, not been utilised during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.



- (c) According to information and explanation given by management, there were no whistle blower complaints received by the company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and Management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has during the year spent the amount of Corporate Social Responsibility as required under sub-section (5) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

Place : Indore  
Dated : May 29th, 2023

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPEE5104

## **ANNEXURE–B TO THE INDEPENDENT AUDITORS' REPORT**

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

Referred to in Paragraph 2(f) under '*Report on Other Legal and Regulatory Requirements*' section of the Independent Auditors' Report of even date to the members of **Texmo Pipes and Products Limited** on the Standalone financial statements as of and for the year ended March 31st, 2023, we report that:

We have audited the internal financial controls with reference to Standalone financial statements of **TEXMO PIPES AND PRODUCTS LIMITED** ("the Company") as of 31st March, 2023 in conjunction with our audit of the Standalone financial statements of the Company 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 with reference to financial statements 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 with reference to financial statements 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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 with reference to financial statements.

### **Meaning of Internal Financial Controls With Reference to Financial Statements**

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 With Reference to the Financial Statement**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

Place : Indore  
Dated : May 29th, 2023

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPEE5104



**TEXMO PIPES AND PRODUCTS LIMITED**

**Standalone Balance Sheet as at 31st March, 2023**

(Amount - ₹ in Lakhs)

Particulars		Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>A.</b>	<b>ASSETS</b>			
(1)	<b>NON-CURRENT ASSETS</b>			
	(a) Property, Plant and Equipment	2	12,791.16	12,980.04
	(b) Right-of-Use Assets	3	1,059.53	1,252.17
	(c) Capital Work-In-Progress	4	19.57	6.84
	(d) Investment Property	5	38.44	38.44
	(e) Intangible Assets Other than Goodwill	6	4.73	7.11
	(f) Financial Assets			
	i) Investments	7	607.70	1,162.13
	ii) Loans	8	-	584.97
	(g) Other Non-Current Assets	9	425.06	511.49
	<b>TOTAL NON-CURRENT ASSETS</b> (1)		<b>14,946.19</b>	<b>16,543.19</b>
(2)	<b>CURRENT ASSETS</b>			
	(a) Inventories	10	7,065.36	6,395.40
	(b) Financial Assets			
	i) Trade Receivables	11	5,614.46	4,484.73
	ii) Cash and Cash Equivalents	12	61.97	14.39
	iii) Bank Balances other than cash and cash equivalents	13	804.98	996.89
	(c) Other Current Assets	14	2,195.66	2,167.71
	<b>TOTAL CURRENT ASSETS</b> (2)		<b>15,742.43</b>	<b>14,059.12</b>
	<b>TOTAL ASSETS (1 + 2)</b>		<b>30,688.62</b>	<b>30,602.31</b>
<b>B.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>EQUITY</b>			
	(a) Equity Share Capital	15	2,919.50	2,919.50
	(b) Other Equity	16	15,768.92	15,621.59
	<b>TOTAL EQUITY</b>		<b>18,688.42</b>	<b>18,541.09</b>

**TEXMO PIPES AND PRODUCTS LIMITED**

Standalone Balance Sheet as at 31st March, 2023 (Contd.....)

[Amount - ₹ in Lakhs]

Particulars		Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>LIABILITIES</b>				
(1)	<b>NON-CURRENT LIABILITIES</b>			
	(a) Financial Liabilities:			
	i) Borrowings	17	1,345.75	1,747.22
	ii) Lease Liabilities	18	1,087.00	1,215.09
	(b) Deferred Tax Liabilities (Net)	19	1,590.15	1,624.88
	(c) Other Non-Current Liabilities	20	567.84	551.10
	<b>TOTAL NON-CURRENT LIABILITIES</b> (1)		<b>4,590.74</b>	<b>5,138.29</b>
(2)	<b>CURRENT LIABILITIES</b>			
	(a) Financial Liabilities:			
	i) Borrowings	21	451.67	722.60
	ii) Lease Liabilities	22	128.09	97.09
	iii) Trade Payables	23		
	-Total outstanding dues of micro enterprises & small enterprises; and		417.75	843.59
	-Total outstanding dues of creditors other than micro enterprises & small enterprises		4,365.57	3,748.77
	iv) Other Financial Liabilities	24	-	0.38
	(b) Other Current Liabilities	25	1,643.05	1,163.02
	(c) Provisions	26	241.99	222.53
	(d) Current Tax Liabilities (Net)		161.33	124.95
	<b>TOTAL CURRENT LIABILITIES</b> (2)		<b>7,409.45</b>	<b>6,922.93</b>
	<b>TOTAL LIABILITIES (1 + 2)</b>		<b>12,000.19</b>	<b>12,061.22</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>30,688.61</b>	<b>30,602.31</b>

The accompanying notes are an integral part of the Standalone Financial Statements

In terms of our report of even date attached

For **Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

For and on the behalf of the Board of Directors

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPEE5104

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00316249

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

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Indore, May 29th, 2023

Burhanpur, May 29th, 2023

**TEXMO PIPES AND PRODUCTS LIMITED**

**Standalone Statement of Profit and Loss for the year ended 31st March, 2023**

Particulars		Note No.	(Amount - ₹ in Lakhs)	
			Year ended 31st March, 2023	Year ended 31st March, 2022
I	Value of Sales		74,828.25	69,152.30
II	Less: GST on Value of Sales		(10,984.08)	(12,710.77)
III	Revenue from Operations	27	63,844.17	56,441.53
IV	Other Income	28	83.02	135.46
V	<b>TOTAL INCOME (III + IV)</b>		<b>63,927.19</b>	<b>56,576.99</b>
VI	<b>EXPENSES</b>			
	Cost of Materials Consumed	29	46,204.45	41,054.82
	Purchases of Stock-In-Trade	30	2,918.96	3,268.02
	Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	31	455.36	(1,248.79)
	Employee Benefits Expense	32	2,299.84	1,781.66
	Finance Costs	33	1,292.55	886.60
	Depreciation and Amortization Expense		1,082.97	819.29
	Other Expenses	34	7,887.89	8,046.54
	<b>TOTAL EXPENSES (VI)</b>		<b>62,132.02</b>	<b>54,608.14</b>
VII	Profit before exceptional items and tax (V-VI)		1,795.17	1,968.85
VIII	Exceptional Items	35	1,200.95	-
IX	Profit before tax: (VII-VIII)		<b>594.22</b>	<b>1,968.85</b>
X	Tax Expense:			
	(1) Current Tax		500.00	525.00
	(2) Short/(Excess) Tax Provision for earlier years		16.34	17.74
	(3) Deferred Tax		(34.73)	(34.81)
	<b>TOTAL TAX EXPENSE (X)</b>		<b>481.61</b>	<b>507.93</b>
XI	Profit for the year (IX-X)		<b>112.61</b>	<b>1,460.92</b>
XII	Other Comprehensive Income:	36		
	A. (i) Items that will not be reclassified subsequently to profit or loss		34.72	11.66
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss		-	-
	B. (i) Items that will be reclassified subsequently to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss		-	-
	<b>TOTAL OTHER COMPREHENSIVE INCOME (XII)</b>		<b>34.72</b>	<b>11.66</b>
XIII	<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (XI+XII)</b>		<b>147.33</b>	<b>1,472.58</b>
XIV	Earnings Per Equity Share	37		
	Basic (₹)		0.39	5.00
	Diluted (₹)		0.39	5.00

The accompanying notes are an integral part of the Standalone Financial Statements

In terms of our report of even date attached

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

**For and on the behalf of the Board of Directors**

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPEE5104

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00316249

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

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Indore, May 29th, 2023

Burhanpur, May 29th, 2023

TEXMO PIPES AND PRODUCTS LIMITED

Standalone Statement of Changes in Equity for the year ended 31st March, 2023

A. **Equity Share Capital**

(1) Current reporting period

[Amount - ₹ in Lakhs]				
Balance as at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2022	Changes in Equity Share Capital during F.Y. 2022-23	Balance as at 31st March, 2023
2,919.50	-	2,919.50	-	2,919.50

(2) Previous reporting period

[Amount - ₹ in Lakhs]				
Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2021	Changes in Equity Share Capital during F.Y. 2021-22	Balance as at 31st March, 2022
2,919.50	-	2,919.50	-	2,919.50

B. **Other Equity**

(1) Current reporting period

Particulars	Equity Component of Compound Financial Instruments	Reserve and Surplus		Revaluation Surplus	Total
		Securities Premium	Retained Earnings		
Balance at the beginning of reporting period as at 1st April, 2022	85.89	6,991.70	2,132.49	6,411.45	15,621.59
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-
<b>Restated balance at the beginning of reporting period as at 1st April, 2022</b>	<b>85.89</b>	<b>6,991.70</b>	<b>2,132.49</b>	<b>6,411.45</b>	<b>15,621.59</b>
Profit for the financial year 2022-23	-	-	112.51	-	112.51
Other comprehensive income for the financial year 2022-23	-	-	34.72	-	34.72
	-	-	<b>147.33</b>	-	<b>147.33</b>
<b>Balance at the end of reporting period as at 31st March, 2023</b>	<b>85.89</b>	<b>6,991.70</b>	<b>2,279.82</b>	<b>6,411.45</b>	<b>15,768.82</b>

(2) Previous reporting period

Particulars	Equity Component of Compound Financial Instruments	Reserve and Surplus		Revaluation Surplus	Total
		Securities Premium	Retained Earnings		
Balance at the beginning of reporting period as at 1st April, 2021	85.89	6,991.76	683.18	6,422.83	14,183.66
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-
<b>Restated balance at the beginning of reporting period as at 1st April, 2021</b>	<b>85.89</b>	<b>6,991.76</b>	<b>683.18</b>	<b>6,422.83</b>	<b>14,183.66</b>
Profit for the financial year 2021-22	-	-	1,460.92	-	1,460.92
Other comprehensive income for the financial year 2021-22	-	-	11.56	-	11.56
Transfer from Revaluation Surplus to Retained Earnings	-	-	11.38	(11.38)	-
Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	-	(33.79)	-	(33.79)
Unamortised Interest Expenses on Loans from related parties written off	-	-	(0.85)	-	(0.85)
	-	-	<b>1,449.31</b>	<b>(11.38)</b>	<b>1,437.93</b>
<b>Balance at the end of reporting period as at 31st March, 2022</b>	<b>85.89</b>	<b>6,991.76</b>	<b>2,132.49</b>	<b>6,411.45</b>	<b>15,621.59</b>

The accompanying notes are an integral part of the Standalone Financial Statements As per our attached Report of even date

**For Anil Kamal Gang & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

For and on the behalf of the Board of Directors

**Devendra Bansal**  
Partner  
Membership No. : 078957  
ICAI UDIN : 23078957B0GUPEE5104

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00315249

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

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Indore, May 29th, 2023

Burhanpur, May 29th, 2023



**TEXMO PIPES AND PRODUCTS LIMITED**

**Standalone Statement of Cash Flows for the year ended 31st March, 2023**

[Amount - ₹ in Lakhs]

Sno.	Particulars	Year ended 31st March, 2023		Year ended 31st March, 2022	
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Profit before Tax		594.22		1,968.85
	<u>Adjustments for :</u>				
	Depreciation and Amortization Expense	1,082.97		819.29	
	Interest on Lease Liabilities	113.72		63.95	
	Other Finance Costs	1,178.83		822.64	
	Bad Debts	-		556.10	
	Provision for Impairment of Debtors	18.88		67.04	
	Interest Income	(53.97)		(91.40)	
	Net Loss/(Gain) on Sale of Assets	0.33		(1.31)	
	Remeasurement of Defined Benefit Plans	34.72	2,375.48	11.66	2,247.97
	<b>Operating Profit before Working Capital Changes</b>		2,969.70		4,216.82
	<u>Net change in:</u>				
	Inventories	(669.96)		(833.86)	
	Trade Receivables	(1,148.61)		(681.08)	
	Other Financial Assets	191.91		(69.66)	
	Other Current Assets	(27.94)		1,664.29	
	Financial Liabilities	190.96		262.64	
	Other Current Liabilities	480.04		(160.90)	
	Short Term Provisions	19.46	(964.14)	(49.82)	131.61
	<b>Cash generated from/ (used in) Operations</b>		2,005.56		4,348.43
	Direct Taxes Paid (Net)		(479.97)		(553.15)
	<b>Net Cash generated from/ (used in) Operating Activities</b>		1,525.59		3,795.28
B.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Purchase of Property, Plant and Equipment and Intangibles		(716.47)		(2,639.32)
	Sale/ Disposals of Property, Plant and Equipment		4.34		26.95
	Movement in Non Current Investments		554.44		-
	Movement in Long Term Advances		584.97		2.70
	Movement in Deposits		86.43		(140.80)
	Interest Received		53.97		91.40
	<b>Net Cash generated from/ (used in) Investing Activities</b>		567.68		(2,659.07)
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	(Repayment)/Proceeds of Long-term Borrowings		(401.47)		1,155.86
	(Repayment)/Proceeds from Short term Borrowings		(270.94)		(1,457.98)
	(Repayment)/Proceeds of Other Non Current Borrowings		16.74		116.17
	(Repayment)/Proceeds of Other Current Financial Liabilities		(0.38)		(0.29)
	Payment of Lease Liabilities including Interest thereon		(210.81)		(123.30)
	Finance Costs		(1,178.83)		(822.64)
	<b>Net Cash generated from/ (used in) Financing Activities</b>		(2,045.69)		(1,132.18)

**TEXMO PIPES AND PRODUCTS LIMITED**

Standalone Statement of Cash Flows for the year ended 31st March, 2023 (Contd...)

[Amount - ₹ in Lakhs]

Sno.	Particulars	Year ended 31st March, 2023		Year ended 31st March, 2022	
	<b>NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		47.58		4.03
	Cash and cash equivalents at the beginning of the year		14.39		10.36
	<b>Cash and cash equivalents at the end of the year</b>		<b>61.97</b>		<b>14.39</b>
	<b>Components of cash and cash equivalents as at the year end :</b>				
	Balance with Banks in Current Accounts		46.99		5.72
	Cash on Hand		14.98		8.67
	<b>Cash and cash equivalents at the end of the year</b>		<b>61.97</b>		<b>14.39</b>

The accompanying notes are an integral part of the Standalone Financial Statements

In terms of our report of even date attached

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

**For and on the behalf of the Board of Directors**

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPEE5104

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00316249

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

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Indore, May 29th, 2023

Burhanpur, May 29th, 2023

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023**

[₹ in lakhs unless specified otherwise]

**NOTE - 1A - 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 into Public Limited Company under Part IX of the then Companies Act, 1956 under the name of Texmo Pipes and Products Limited having Certificate of Incorporation dated 3rd July 2008. Its shares are listed with the National Stock Exchange [NSE] and Bombay Stock Exchange [BSE]. The Registered Office of the Company is situated at 98, Bahadarpur Road, Burhanpur (M.P.) 450331. The Company is principally engaged in manufacturing and trading of PVC, HDPE, SWR, Sprinkler, Drip, CPVC Pipes and Fittings and Water Tanks.

**NOTE - 1B - SIGNIFICANT ACCOUNTING POLICIES**

**1B.1 Basis of Preparation**

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accordingly, the Company has prepared these standalone Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income) for the year ended 31st March 2023, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended 31st March 2023, and accounting policies and other explanatory information (together hereinafter referred to as 'the Financial Statements').

The standalone financial statements of the Company for the year ended March 31, 2023 have been authorized for issue in accordance with a resolution of the Board of Directors held on 29th May, 2023.

**1B.2 Basis of Measurement**

The standalone financial statements have been prepared on a going concern basis using historical cost convention and on accrual method of accounting, except for the following assets and liabilities which have been measured at fair value:

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

**1B.3 Functional and Presentation Currency**

These standalone financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All amounts have been rounded off to the nearest lakh, unless otherwise indicated.

**1B.4 Summary of Significant Accounting Policies**

**1B.4.1 Property, Plant and Equipment (PPE)**

- (a) Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any other 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.
- (b) 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.
- (c) Expenses incurred in relation to a project, net of income earned during the project development stage prior to its intended use, are considered as Pre - Operative Expenses and are disclosed under 'Capital Work-in-Progress'.
- (d) Depreciation on Property, Plant and Equipment is provided using straight line method, except on Freehold Land, on which no depreciation is provided. Depreciation provided is based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. If significant parts of an item of Property, Plant and Equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of Property, Plant and Equipment. In respect of the Dies and Moulds, the useful life is estimated at 12 years, which is different from the prescribed life of 8 years under Schedule II to the Companies Act, 2013.

- (e) 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.
- (f) 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.
- (g) 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.

**1B.4.2 Leases**

The Company as a lessee

- (a) The Company's lease asset classes consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether :
  - (i) the contract involves the use of an identified asset;
  - (ii) the Company substantially has all of the economic benefits from use of the asset through the period of the lease; and
  - (iii) the Company has the right to direct the use of the asset.
- (b) Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.
- (c) At the date of commencement of the lease, the Company recognizes a Right-of-Use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short term leases and low value leases. For these short term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.
- (d) The lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.
- (e) The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.
- (f) ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.
- (g) The lease liability is initially measured at amortized cost at the present value of the future lease payments made over the lease term. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.
- (h) Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

- (a) The Company has not entered into any long term lease contract during the year in the capacity of "Lessor".



Adoption of Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases, which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

1B.4.3 Capital Work-in-Progress

- (a) 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 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 and after deducting trade discounts and rebates.
- (b) 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 Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.
- (c) 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.

1B.4.4 Investment Property

(a) Recognition and Measurement

The Freehold Land classified as Investment Property is stated at Revalued Cost as on the date of transition to Ind-AS.

(b) Depreciation

No depreciation is provided on Freehold Land, considering its infinite useful life.

(c) Disposal

Gains or losses arising from derecognition of investment property is 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.

1B.4.5 Intangible assets

- (a) Intangible Assets purchased 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. 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.
- (b) Amortisation is provided on straight-line basis over estimated useful lives of the intangible assets, which is taken at 5 years for Computer Software. The amortisation period for intangible assets with finite useful lives are reviewed at least at each year end. Changes in useful lives are treated as changes in accounting estimates.
- (c) 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 recognised in the Statement of Profit and Loss when the asset is derecognised.
- (d) 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 capitalised.
- (e) The Company has no internally generated Intangible Assets.

**1B.4.6 Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets**

- (a) 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.
- (b) An impairment loss is recognised 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.
- (c) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**1B.4.7 Borrowing Costs**

- (a) 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 capitalised 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.
- (b) Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
- (c) All other borrowing costs are expensed in the period in which they occur.

**1B.4.8 Inventories**

- (a) Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable 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.
- (b) Cost of raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares and packing materials are determined at Cost, with moving average price on First in First Out (FIFO) basis.

**1B.4.9 Assets Held For Sale**

The assets are classified as held for sale if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification of held for sale is met when the asset is available for immediate sale and the same is highly probable of being completed within one year from the date of classification under held for sale. The Company, is holding a Land at Shukhpuri Village, as 'Assets held for Sale', under the head of Other Current Assets, as the management now anticipates completion of the sale by March,2024 (Previously, the company was estimating the completion of sale by March, 2023).

**1B.4.10 Provisions, Contingent Liabilities and Contingent Assets**

- (a) Provisions are recognised 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's 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 recognised as a standalone asset only when the reimbursement is virtually certain.
- (b) If the affect 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.
- (c) Contingent liabilities are disclosed on the basis of judgment of the management. These are reviewed at each balance sheet date and are adjusted to reflect the current management's estimate.
- (d) Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

**1B.4.11 Income Taxes**

- (a) Income-Tax expense comprises of current and deferred income tax which has been shown under the head 'Tax Expenses'. Income tax expense is recognised in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.
- (b) 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.
- (c) Deferred tax is recognised 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.
- (d) 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 realised, 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.

1B.4.12 Foreign Currency Transactions and Translations

- (a) 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.
- (b) Exchange differences arising on settlement or translation of monetary items are recognised 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.
- (c) 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 recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

1B.4.13 Employee Benefits Expense

(a) Short Term Employee Benefits

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

(b) Post-Employment Benefits

A 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 recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to that extent.

(c) Defined Benefits Plans

- (i) 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.
- (ii) 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 provisions of the Payment of Gratuity Act, 1972.
- (iii) 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 the governing Income-Tax authorities.
- (iv) 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.
- (v) Re-measurements of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

(d) 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 recognises the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

1B.4.14 Revenue from Operations

- (a) Revenue from sale of goods is recognised 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.
- (b) Revenue from rendering of services is recognised when the performance obligation to render the services are completed as per contractually agreed terms.
- (c) Revenue from sale of goods & rendering of services is measured at the fair value of the consideration received or receivable after taking into account contractually defined terms of payment and excluding trade discounts, volume rebates and taxes or duties collected on behalf of the Government such as Goods and Services Tax [GST]. However, mere for the representation purposes, in the Statement of Profit and Loss, value of sales, at once, is shown inclusive of Goods & Services Tax and subsequently, such Goods & Services Tax are reduced.

1B.4.15 Other Income

(a) Interest Income

For all Debt Instruments measured either at Amortized Cost or at Fair Value through Other Comprehensive Income, interest income is recorded using the Effective Interest Rate [EIR]. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability.

(b) Dividend Income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

1B.4.16 Goods and Services Tax [GST]

The Goods & Services Tax balances, as appearing in the Balance Sheet of the Company, are subject to the reconciliation at the time of furnishing the annual GST returns of the company, under the Goods and Services Tax Enactments, for the financial year 2022-23.

1B.4.17 Insurance Claims

(a) 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.

(b) The Company is expecting the settlement of insurance claims lodged by it, within next twelve months and therefore, the Company has classified such Insurance Claims Receivables under the head 'Other Current Assets' in the Balance Sheet.

1B.4.18 Incentives Receivable from Government

(a) VAT Incentive receivables from Government under TRIFAC 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.

(b) The Company is expecting the settlement of incentive receivables lodged by it, within next twelve months and therefore, the Company has classified such incentive receivables under the head 'Other Current Assets' in the Balance Sheet.

1B.4.20 Financial Instruments

(a) Financial Assets

(i) 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.

(ii) 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.

(iii) Investment in subsidiaries, Associates and Joint Ventures

The Company has elected to measure investment in its wholly owned subsidiary M/s. Tapti Pipes & Products Ltd., FZE, UAE at its Fair Value .

(iv) 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 Company has elected to present the value changes in 'Other Comprehensive Income'.



(v) Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets.

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.

(b) Financial Liabilities

(i) 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 recognised in the Statement of Profit and Loss as finance cost.

(ii) 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.

(iii) Derivative financial instruments and Hedge Accounting

Derivative financial instruments are initially recognised 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 recognised 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:

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 recognised 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.

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 amortised to Statement of Profit and Loss over the period of maturity.

(iv) 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.

**1B.4.21 Operating Cycle**

- (a) The Company presents its assets and liabilities in the balance sheet based on current/non-current classification which is based upon the Company's operating cycle. The Company has identified twelve months as its operating cycle.
- (b) An asset is treated as current when it is:
  - (i) Expected to be realized or intended to be sold or consumed in normal operating cycle;
  - (ii) Held primarily for the purpose of trading;
  - (iii) Expected to be realized within twelve months after the reporting period; or
  - (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- (c) A liability is treated as current when :
  - (i) It is expected to be settled in normal operating cycle;
  - (ii) It is incurred primarily for the purpose of trading;
  - (iii) It is due to be settled within twelve months after the reporting period, or
  - (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- (d) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**1B.4.22 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 shares issued during the year including bonus issue.

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.

**1B.4.23 Dividend Distribution**

Dividends paid (including Income-Tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders.

**1B.4.24 Statement of Cash Flows**

- (a) 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.
- (b) The Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7 on 'Statement of Cash Flows'.

**NOTE - 1C - CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of the standalone 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.

**1C.1 Depreciation / amortisation and useful lives of property plant and equipment / intangible assets**

Property, Plant and Equipment / Intangible assets are depreciated / amortised 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 / amortisation 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 / amortisation for future periods is revised if there are significant changes from previous estimates.

#### 1C.2 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.

#### 1C.3 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.

#### 1C.4 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.

#### 1C.5 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.

**NOTE - 2 - PROPERTY, PLANT AND EQUIPMENT**

[Amount - ₹ in Lakhs]

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION			NET CARRYING AMOUNT	
		As at 01-04-2022	Disposals	As at 31-03-2023	As at 01-04-2022	For the year	Disposals	As at 31-03-2023
1.	Freehold Land	6,447.13	-	6,447.13	186.76	-	6,447.13	6,447.13
2A	Factory Buildings	1,230.28	-	1,230.28	32.64	45.09	1,041.52	1,041.52
2B	Office Buildings	334.14	-	334.14	5.85	36.23	295.85	301.50
3	Plant and Equipment	7,599.87	648.61	8,236.63	2,789.85	742.84	4,715.16	4,810.02
4	Furniture and Fixtures	105.42	7.37	112.79	73.01	5.58	34.20	32.41
5	Vehicles	572.29	26.57	597.90	301.08	66.74	226.99	271.21
6	Office Equipments	153.28	21.19	174.47	77.03	22.04	75.40	76.25
	<b>TOTAL</b>	<b>16,442.41</b>	<b>703.74</b>	<b>17,093.34</b>	<b>3,462.37</b>	<b>887.94</b>	<b>12,791.16</b>	<b>12,980.04</b>

**Notes:**

- (i) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.
- (ii) The Company has neither acquired any Property, Plant and Equipment through business combinations nor revalued any of its Property, Plant and Equipment during F. Y. 2022-23 or during F. Y. 2021-22.
- (iii) Entire movable and immovable Property, Plants and Equipment are mortgaged in favour of secured lenders against the sanctioned credits [Refer Note 17, 17.1 & 21].
- (iv) Nil amount of impairment loss is recognised during the current and comparative period.

**NOTE - 2.1 - PROPERTY, PLANT AND EQUIPMENT**

[Amount - ₹ in Lakhs]

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION			NET CARRYING AMOUNT	
		As at 01-04-2021	Disposals	As at 31-3-2022	As at 01-04-2021	For the year	Disposals	As at 31-3-2022
1	Freehold Land	6,447.13	-	6,447.13	152.63	-	6,447.13	6,447.13
2A	Factory Buildings	920.26	309.92	1,230.28	27.00	36.14	1,041.51	767.73
2B	Office Buildings	333.13	1.01	334.14	2.53	5.64	301.50	306.13
3	Plant and Equipment	5,360.89	2,259.90	7,599.87	2,253.94	552.77	4,810.02	3,107.25
4	Furniture and Fixtures	103.96	1.46	105.42	65.23	7.78	32.41	38.73
5	Vehicles	558.58	23.13	572.29	226.57	78.34	271.21	332.01
6	Office Equipments	115.57	37.72	153.29	60.43	16.59	75.27	55.14
	<b>TOTAL</b>	<b>13,839.32</b>	<b>2,633.14</b>	<b>16,442.42</b>	<b>2,785.20</b>	<b>697.26</b>	<b>12,980.06</b>	<b>11,054.12</b>



**NOTE - 3 - RIGHT-OF-USE ASSETS**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT		
		As at 01-04-2022	Additions	Disposals	As at 31-03-2023	As at 01-04-2022	For the year	Disposals	As at 31-03-2022	As at 31-03-2023
1	Land	1,371.53	-	-	1,371.53	119.36	192.65	-	1,058.53	1,252.17
	<b>TOTAL</b>	1,371.53	-	-	1,371.53	119.36	192.65	-	1,058.53	1,252.17

**Notes:**

(i) Leaseholds of all the immovable properties included in Right-of-Use Assets are held in the name of the Company.

(ii) The Company has not revalued any of its Right of Use Assets during F.Y. 2022-23 and comparative period.

(iii) Nil amount of borrowing costs is capitalised during the current and comparative period.

(iv) Nil amount of impairment loss is recognised during the current and comparative period.

**NOTE - 3.1 - RIGHT-OF-USE ASSETS**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT		
		As at 01-04-2021	Additions	Disposals	As at 31-03-2022	As at 01-04-2021	For the year	Disposals	As at 31-03-2022	As at 31-03-2021
1	Land	-	1,371.53	-	1,371.53	-	119.36	-	1,252.17	-
	<b>TOTAL</b>	-	1,371.53	-	1,371.53	-	119.36	-	1,252.17	-

**NOTE - 4 - CAPITAL WORK-IN-PROGRESS**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT		
		As at 01-04-2022	Additions	Disposals	As at 31-03-2023	As at 01-04-2022	For the year	Disposals	As at 31-03-2023	As at 31-03-2022
1	Capital Work-in-Progress	6.84	486.40	473.67	19.57	-	-	-	19.57	6.84
	<b>TOTAL</b>	6.84	486.40	473.67	19.57	-	-	-	19.57	6.84

**Notes:**

(i) There are no Capital Work in Progress, where completion is overdue against original planned timelines or where estimated costs exceeded its original planned cost as at 31st March, 2023 and 31st March, 2022.

**NOTE - 4.1 - CWIP Ageing Schedule as at 31st March, 2023**

SNO.	PARTICULARS	Amount in CWIP for a period of			TOTAL
		Less than 1 year	1 to 2 years	More than 3 years	
1	Projects in Progress	19.57	-	-	19.57
2	Projects temporarily suspended	-	-	-	-
	<b>TOTAL</b>	19.57	-	-	19.57

**NOTE - 4.2 - CAPITAL WORK-IN-PROGRESS**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION		NET CARRYING AMOUNT	
		As at 01-04-2021	As at 31-3-2022	For the year	As at 31-3-2022	As at 31-3-2022	As at 31-3-2021
1	Capital Work-in-Progress	0.65	6.84	-	-	6.84	0.65
	<b>TOTAL</b>	0.65	6.84	-	-	6.84	0.65

**NOTE - 4.3 - CWIP Ageing Schedule as at 31st March, 2022**

SNO.	PARTICULARS	Amount in CWIP for a period of			TOTAL
		Less than 1 year	1 to 2 years	More than 3 years	
1	Projects in Progress	6.19	0.65	-	6.84
2	Projects temporarily suspended	-	-	-	-
	<b>TOTAL</b>	6.19	0.65	-	6.84

**NOTE - 5 - INVESTMENT PROPERTY**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION/ IMPAIRMENT LOSS/ REVERSAL			NET CARRYING AMOUNT		
		As at 01-04-2022	As at 31-03-2023	As at 01-04-2022	For the year	Disposals	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023
1	Freehold Land	38.44	38.44	-	-	-	-	38.44	38.44
	TOTAL	38.44	38.44	-	-	-	-	38.44	38.44

**Notes:**

(i) The Fair Value of Investment Property as on 31st March, 2023 is ₹ 20.11 Lakhs, (Previous year ₹. 20.11 Lakhs). The valuation of the Freehold Land has been made by the Company on the basis of Guidelines Rules prescribed by the concerned Stamp Valuation Authority and therefore, the same is not based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. However, the management is of the opinion that the market value of the aforesaid Freehold Land is much higher than the Value adopted by the Stamp Valuation Authority.

(ii) Nil amount of borrowing costs is capitalised during the current and comparative period.

(iii) Nil amount of impairment loss is recognised during the current and comparative period.

(iv) During the financial year, no rental income was generated from the investment property nor any direct expenditure has been incurred by the Company on its Investment Property.

**NOTE - 5.1 - INVESTMENT PROPERTY**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION/ IMPAIRMENT LOSS/ REVERSAL			NET CARRYING AMOUNT		
		As at 01-04-2021	As at 31-03-2022	As at 01-04-2021	For the year	Disposals	As at 31-03-2022	As at 31-03-2021	As at 31-03-2021
1	Freehold Land	38.44	38.44	-	-	-	-	38.44	38.44
	TOTAL	38.44	38.44	-	-	-	-	38.44	38.44

**NOTE - 6 - INTANGIBLE ASSETS OTHER THAN GOODWILL**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/ AMORTISATION			NET CARRYING AMOUNT			
		As at 01-04-2022	Additions	Disposals	As at 31-03-2023	As at 01-04-2022	For the year	Disposals	As at 31-03-2023	As at 31-03-2022	
1	Computer Software	31.56	-	-	31.56	24.45	2.39	-	26.83	4.73	7.11
	<b>TOTAL</b>	31.56	-	-	31.56	24.45	2.39	-	26.83	4.73	7.11

**Notes:**

(i) The Company has neither acquired any Intangible Assets through business combinations nor revalued any of its Intangible Assets during F. Y. 2022-23 or during F. Y. 2021-22.

(ii) The company is not having any Intangible Assets which are under development.

(iii) Nil amount of borrowing costs is capitalised during the current and comparative period.

(iv) Nil amount of impairment loss is recognised during the current and comparative period.

**NOTE - 6.1 - INTANGIBLE ASSETS OTHER THAN GOODWILL**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/ AMORTISATION			NET CARRYING AMOUNT			
		As at 01-04-2021	Additions	Disposals	As at 31-03-2022	As at 01-04-2021	For the year	Disposals	As at 31-03-2022	As at 31-03-2021	
1	Computer Software	31.56	-	-	31.56	21.78	2.67	-	24.45	7.11	9.78
	<b>TOTAL</b>	31.56	-	-	31.56	21.78	2.67	-	24.45	7.11	9.78



**NOTE - 7 - NON-CURRENT INVESTMENTS**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
<b>Investment in Equity Instruments (Unquoted)</b>		
<u>Wholly Owned Subsidiary</u>		
Tapli Pipes & Products Ltd, FZE, UAE * 32,235 [Previous year - 32,235] Equity Shares of Face Value of 1000 UAE Dirhams [Previous year - 1000] each	1,162.13	1,162.13
Less: Provision for Diminution in Value of Investments	554.48	-
	607.65	1,162.13
<u>Others</u>		
Texmo Pipes Foundation 500 [Previous year - Nil] Equity Shares of Face Value of ₹10/- each, fully paid-up	0.05	-
	<u>TOTAL</u>	<u>(A+B)</u>
	607.70	1,162.13
<u>Notes:</u>		
(i)	During the year under review, considering the financial position and net worth of its wholly owned Foreign Subsidiary Company namely 'Tapli Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2023 as per its audited financial statement and considering the fair market value, the company has made provision of ₹ 554.48 Lakhs as on 31st March, 2023 on account of diminution in the value of investment in such subsidiary company, as appearing in its books of account. The provision of ₹ 554.48 Lakhs is included in the Note No. 35 of 'Exceptional Items' of the Standalone Statement of Profit and Loss of the company for the period under review.	

**NOTE - 7.1 - Investments in Equity Instruments**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Aggregate amount of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	607.70	1,162.13
Aggregate amount of Impairment in Value of Quoted Investments	-	-
Aggregate amount of Impairment in Value of Unquoted Investments	0.05	-

**NOTE - 8 - NON-CURRENT LOANS**

[Unsecured, considered doubtful]

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Loans to related parties	584.97	584.97
Add : Reversal of Amortised Cost	36.49	-
	621.46	584.97
Less: Provision for Impairment	621.46	-
<b>TOTAL</b>	-	584.97

Notes:

- (i) The entire loan has been given in foreign currency to wholly owned subsidiary of the company namely 'Tapti Pipes & Products Ltd., FZE, UA
- (ii) The loan has been granted without obtaining any security and without specifying any terms or period of repayment and is repayable on Demand along with interest.
- (iii) During the year under review, considering the financial position of its wholly owned Foreign Subsidiary Company namely 'Tapti Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2023 as per its audited financial statement, the company has made a provision for impairment of entire loans and advances, which was given by the company to its subsidiary company in earlier years and which was outstanding as on 31st March, 2023, amounting to ₹ 621.46 Lakhs. The provision of ₹ 621.46 Lakhs is included in the Note No. 35 of - 'Exceptional Items' of the Standalone Statement of Profit and Loss of the company for the period under review.

**NOTE - 8.1 - Additional Regulatory Information required by the Companies Act, 2013 as regard to Loans or Advances**

[Amount - ₹ in Lakhs]

Type of Borrower	As at 31st March, 2023		As at 31st March, 2022	
	Amount of Loan or Advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of Loan or Advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	584.97	100%
<b>TOTAL</b>	-	-	584.97	100%

**NOTE - 9 - OTHER NON-CURRENT ASSETS**

[Unsecured, considered good]

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Advances other than Capital Advances		
Security Deposits	331.49	325.96
Taxes Paid Under Protest	93.57	185.53
<b>TOTAL</b>	425.06	511.49

**NOTE - 10 - INVENTORIES**

[Valued at lower of cost and net realizable value]

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Raw Materials	2,901.85	1,798.37
Work-In-Progress	130.13	94.57
Finished Goods	3,280.98	3,884.59
Stock-in-Trade	558.37	445.68
Stores and Spares	120.68	107.50
Packing Materials	73.35	64.69
<b>TOTAL</b>	7,065.36	6,395.40

Notes:

- (i) Amount of inventories recognized as an expense have been disclosed in Notes 29,30 and 31.
- (ii) Entire inventories have been hypothecated as security with banks against working capital loans, refer Note 21 for details.

**NOTE - 11 - CURRENT TRADE RECEIVABLES**

[Amount - ₹ in Lakhs]

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured, considered good	-	-
Unsecured, considered good	5,614.46	4,484.73
Trade Receivables which have significant increase in Credit Risk	143.37	124.49
Less: Allowance for Doubtful Debts	(143.37)	(124.49)
Trade Receivables - Credit Impaired	-	-
<b>TOTAL</b>	<b>5,614.46</b>	<b>4,484.73</b>

Notes:

- (i) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further, trade receivables due from enterprises over which Key managerial persons are able to exercise significant influence amounts to ₹ Nil (Previous year ₹ NIL) and firms or private companies in which any director is a partner, a director or a member amounts to ₹ Nil (Previous year ₹ Nil) as at 31st March, 2023.
- (ii) The Allowance for Doubtful Debts has been made on the basis of expected credit loss as per the judgment of the management.
- (iii) Entire Trade Receivables have been hypothecated with Banks against working capital loans, refer Note 21 for details.

**NOTE - 11.1.- CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2023**

S.No	Particulars	Outstanding for following periods from due date of Payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
1	Undisputed Trade receivables – considered good	5,418.44	77.99	44.24	36.61	37.18	5,614.46
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
4	Disputed Trade Receivables – considered good	-	-	-	-	-	-
5	Disputed Trade Receivables – which have significant increase in credit risk	-	-	0.02	12.11	131.25	143.38
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-	(143.37)
	<b>TOTAL</b>	5,418.44	77.99	44.26	48.72	168.43	5,614.47

[Amount - ₹ in Lakhs]



**NOTE - 11.2-CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31<sup>ST</sup> MARCH, 2022**

S.No	Particulars	Outstanding for following periods from due date of Payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
1	Undisputed Trade receivables – considered good	4,231.99	15.39	42.67	172.02	22.66	4,484.73
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
4	Disputed Trade Receivables – considered good	-	-	-	-	-	-
5	Disputed Trade Receivables – which have significant increase in credit risk	0.01	0.01	7.72	10.80	105.96	124.50
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-	(124.50)
	<b>TOTAL</b>	<b>4,232.00</b>	<b>15.40</b>	<b>50.39</b>	<b>182.82</b>	<b>128.62</b>	<b>4,484.73</b>

[Amount - ₹ in Lakhs]

**NOTE - 12- CASH AND CASH EQUIVALENTS**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Balances with Banks in Current Accounts	46.99	5.72
Cash on Hand	14.98	8.67
<b>TOTAL</b>	<b>61.97</b>	<b>14.39</b>

**NOTE - 13 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Fixed Deposits - Maturity more than 3 months and less than 12 months	804.98	996.89
<b>TOTAL</b>	<b>804.98</b>	<b>996.89</b>

**Notes:**

- (i) Fixed Deposits are held as margin money against the bank guarantee and letter of credit facilities sanctioned by the Banks.

**NOTE - 14 - OTHER CURRENT ASSETS**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
A Capital Advances	7.41	49.36
(A)	7.41	49.36
B: <b>Advances other than Capital Advances</b>		
Taxes Paid Under Protest	457.20	457.20
Advance to related parties		
- Advance to Suppliers	-	54.71
Others		
- Advance to Suppliers	176.46	79.78
- Advance to Employees	49.91	28.97
- Advance for Expenses	47.65	38.31
(B)	731.22	658.97
C: <b>Others</b>		
Assets Held for Sale - Freehold Land	195.22	195.22
Balances with Statutory Authorities	49.52	21.13
Prepaid Expenses	64.26	61.49
Insurance Claims Receivable	715.03	715.03
Incentives Receivable from Government	430.02	430.02
Gratuity Plan Assets	2.88	-
Unamortized Cost*	-	36.49
(C)	1,457.03	1,459.38
<b>TOTAL</b>	<b>2,195.66</b>	<b>2,167.71</b>
* Relating to Interest Free Loan to foreign subsidiary		
(A+B+C)	2,195.66	2,167.71

**Notes:**

- (i) No advances are due from directors or other officers of the Company either severally or jointly with any other person. Further, advance to supplier due is amounting to ₹ Nil (Previous Year ₹ 54.70 Lakhs) from firms or private companies in which any director is a partner, a director or a member, as at 31st March, 2023.
- (ii) The entire Insurance Claim is receivable by the Company against the losses of Property, Plant and Equipment and Inventories occurred in earlier years. The Company has received the partial Insurance Claim and the remaining claim is expected to be settled in the financial year 2023-24. The Management consider the same as good for recovery and therefore, no provision for impairment of the value of such claim has been considered necessary.
- (iii) The incentives receivables from Government by the Company is the VAT amount receivable under TRIFAC Subsidiary Scheme. The Company is expecting that such incentive will be received in the financial year 2023-24; The Management consider the same as good for recovery and therefore, no provision for impairment of the value of such claim has been considered necessary.

**NOTE - 15 - EQUITY SHARE CAPITAL**

**A. Authorised and Paid-up Share Capital**

(Amount - ₹ in Lakhs)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>AUTHORISED</b>				
Equity Shares of ₹ 10/- each	3,60,00,000	3,600.00	3,60,00,000	3,600.00
<b>ISSUED, SUBSCRIBED AND FULLY PAID-UP</b>				
Equity Shares of ₹ 10/- each	2,91,95,000	2,919.50	2,91,95,000	2,919.50
<b>TOTAL</b>	2,91,95,000	2,919.50	2,91,95,000	2,919.50

**B. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

(Amount - ₹ in Lakhs)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	2,91,95,000	2,919.50	2,91,95,000	2,919.50
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,91,95,000	2,919.50	2,91,95,000	2,919.50

**C. Details of shares held by shareholders holding more than 5% of the aggregate shares in the company**

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Sanjay Kumar Agrawal	54,48,974	18.664%	54,48,974	18.664%
Smt. Rashmi Devi Agrawal	47,00,092	16.099%	47,00,092	16.099%
Shree Padmavati Irrigations LLP	26,12,000	8.947%	26,12,000	8.947%

**D. Details of shares held by Promoters as defined in the Companies Act, 2013 as at 31st March, 2023 and as at 31st March, 2022**

Name of the Promoter	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Shri Sanjay Kumar Agrawal	54,48,974	18.664%	54,48,974	18.664%	-
Smt. Rashmi Devi Agrawal	47,00,092	16.099%	47,00,092	16.099%	-
Shree Padmavati Irrigations LLP	26,12,000	8.947%	26,12,000	8.947%	-
Smt. Rashmi Devi Agrawal & Shri Sanjay Kumar Agrawal on behalf of Shree Venkatesh	1,43,000	0.490%	1,43,000	0.490%	-
Shri Mohan Lal Sohan Lal Shah	6,089	0.021%	6,089	0.021%	-
Smt. Ananda Urmale	1,200	0.004%	1,200	0.004%	-
Shri Rajesh Babanlal Agrawal	1,200	0.004%	1,200	0.004%	-
Shri Vijay Prasad Pappu	1,200	0.004%	1,200	0.004%	-
Shri Mehmood Ahmed Khan	1,200	0.004%	1,200	0.004%	-
<b>Total</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>-</b>

**E. Details of shares held by Promoters as defined in the Companies Act, 2013 as at 31st March, 2022 and as at 31st March, 2021**

Name of the Promoter	As at 31st March, 2022		As at 31st March, 2021		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Shri Sanjay Kumar Agrawal	54,48,974	18.664%	54,48,974	18.664%	-
Smt. Rashmi Devi Agrawal	47,00,092	16.099%	47,00,092	16.099%	-
Shree Padmavati Irrigations LLP	26,12,000	8.947%	26,12,000	8.947%	-
Smt. Rashmi Devi Agrawal & Shri Sanjay Kumar Agrawal on behalf of Shree Venkatesh	1,43,000	0.490%	1,43,000	0.490%	-
Shri Mohan Lal Sohan Lal Shah	6,089	0.021%	6,089	0.021%	-
Smt. Ananda Urmale	1,200	0.004%	1,200	0.004%	-
Shri Rajesh Babanlal Agrawal	1,200	0.004%	1,200	0.004%	-
Shri Vijay Prasad Pappu	1,200	0.004%	1,200	0.004%	-
Shri Mehmood Ahmed Khan	1,200	0.004%	1,200	0.004%	-
<b>Total</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>-</b>

**F. Rights, Preferences and restrictions attached to Equity Shares**

The Company has issued only one class of equity shares having face 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.

**G. Allotment of Bonus Shares/Buy Back of shares**

There are no shares allotted as fully paid up by way of bonus shares or allotted as fully paid up pursuant to contract without payment being received in cash, or bought back during the period of five years immediately preceding the reporting date. There are no securities which are convertible into equity shares.

**NOTE - 16 - OTHER EQUITY**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Securities Premium	6,991.76	6,991.76
Retained Earnings	2,279.82	2,132.49
Revaluation Reserve	6,411.45	6,411.45
Equity Component of Compound Financial Instruments	85.89	85.89
<b>TOTAL</b>	<b>15,768.92</b>	<b>15,621.59</b>

**NOTE - 16.1 - Nature and Purpose of Reserves**
**(a) Securities Premium**

The amount received in excess of face value of the equity shares is recognized in Securities Premium. The amount of securities premium can be utilized only in accordance with the provisions of the Companies Act, 2013 for specified purposes.

The details of movement in Securities Premium during the year is as below:

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	6,991.76	6,991.76
Add: Premium on issue of Equity Shares	-	-
	6,991.76	6,991.76
Less: Utilized during the year	-	-
<b>Closing Balance</b>	<b>6,991.76</b>	<b>6,991.76</b>



(b) Retained Earnings

Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

The details of movement in Retained Earnings during the year is as below:

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	2,132.49	683.18
Add : Amount transferred from Revaluation Surplus to Retained Earnings	-	11.38
	2,132.49	694.56
Less : Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	33.79
	2,132.49	660.77
Less : Unamortised Interest Expenses on Loans from Related Parties Written-off	-	0.86
	2,132.49	659.91
Add: Profit for the year	112.61	1,460.92
	2,245.10	2,120.83
Add: Other Comprehensive Income for the Year	34.72	11.66
<u>Closing Balance</u>	2,279.82	2,132.49

(c) Revaluation Reserve

A revaluation reserve is a non-cash reserve created to reflect the true value of the asset when the market value of a certain category of asset is more or less than the value of such asset at which it is recorded in the books of account. The company has created revaluation reserve by making revaluation of the assets carried out during the financial year 2016-17. From the Revaluation Reserve, during the F.Y. 2021-22, ₹ 11.38 Lakhs has been reversed which was attributable to the revalued portion of certain asset sold in that year.

The details of movement in Revaluation Reserve during the year is as below:

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	6,411.45	6,422.83
Less : Amount transferred to Retained Earnings	-	(11.38)
<u>Closing Balance</u>	6,411.45	6,411.45

(d) Equity Component of Compound Financial Instruments

Equity component of compound financial statement represents the difference between the proceeds of the borrowings made by the Company from its promoters, during the previous financial years, at low interest rate, and the fair value of the liability component.

The details of movement in Equity Component of Compound Financial Instruments during the year is as below:

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	85.89	85.89
<u>Closing Balance</u>	85.89	85.89

**NOTE - 17- NON-CURRENT BORROWINGS**

[Amount - ₹ in Lakhs]

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Non Current	Current	Non Current	Current
<b>Term Loans</b>				
<b>A Secured</b>				
From Banks	1,345.75	376.96	1,735.50	540.69
From Non-Banking Financial Companies	-	-	11.72	18.96
(A)	1,345.75	376.96	1,747.22	559.65
<b>B. Unsecured</b>				
Loans and advances	-	-	-	-
(B)	-	-	-	-
<b>TOTAL (A+B)</b>	1,345.75	376.96	1,747.22	559.65

**Notes:**

- (i) The Current portion of the Borrowings represent the principal amount of loan, which is repayable in next twelve months and has been classified under Note 21 'Short Term Borrowings'.
- (ii) Refer Note 47 for information about liquidity risk.

**Note - 17.1 - Nature of security, terms of repayment and details of guarantee given for Long Term Secured Borrowings**

Sno.	Nature of Security	Terms of Repayment
1	Term Loan of ₹ 700 Lakhs (Previous year ₹ 700 Lakhs) from Punjab National Bank is secured on first and exclusive charge by way of Equitable Mortgage on Machineries and Hypothecation of all movable Machineries/ Implements/ Fixed Assets and Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigation LLP, Shree Balaji Industries and Shree Venkatesh Industries along with pari passu charge by way of Equitable Mortgage of Properties owned by Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal and M/s Shree Balaji Industries as collateral security.	Repayable in 84 equal monthly installments of ₹ 8.33 Lakhs with initial moratorium period of 5 months starting from April, 2018. Last installment due in March, 2025. Rate of interest 10.55% p.a. as at year end. (Previous Year 8.95% p.a.)  [Total Outstanding as on 31-03-2023 is ₹ 200.00 Lakhs (Previous year ₹ 293.23 Lakhs) out of which ₹ 99.99 Lakhs (Previous year ₹ 99.99 Lakhs) is taken to current maturities of long term debts]
2	Term Loan of ₹ 400 Lakhs (Previous year ₹ 400 Lakhs) from Central Bank of India, is secured by Pari Pasu charge on Plant & Machineries situated at Factory Premises Present & Future with SBI and Personal Guarantees of Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, M/s Shree Balaji Industries, M/s. Shree Padmavati Irrigation LLP and M/s. Shree Venkatesh Industries along with First pari passu charge by way of Equitable Mortgage of Properties owned by Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal and M/s Shree Balaji Industries as collateral security.	Repayable in 84 equal monthly installments starting from October, 2016. Last installment due in September, 2023. Rate of interest is 8.95 % p.a. as at the date of closure, (Previous Year 8.95% p.a.)  The entire loan has been repaid during the F.Y. 2022-23.  [Total Outstanding as on 31-03-2023 is ₹ Nil (Previous year ₹ 89.66 Lakhs) out of which ₹ Nil (Previous year ₹ 56.33 Lakhs) is taken to current maturities of long term debts]
3	Term Loan of ₹ 1,800 Lakhs (Previous year ₹ 1,800 Lakhs) from Punjab National Bank is secured by first and exclusive charge by way of Equitable Mortgage of proposed building having construction cost of ₹ 3,26,27,000/- situated at Khasra no. 109 at Gram Mohammedpura, Burhanpur (M.P.) and by way of Hypothecation on plant & machineries & all movable machineries/ implements/ fixed assets to be created out of proposed term loan of the bank. (Presently, consortium has first pari-passu charge by way of EM on Khasra no. 109 at Gram Mohammedpura, Burhanpur (M.P.). It is further secured by second charge on entire current assets of the company both present and future (First charge exists with WC Lenders of consortium).	Repayable in 78 monthly principal installments of ₹ 23.08 Lakhs each starting from April, 2022. Last installment due in September, 2028. Rate of Interest as at the year end is 10.55% p.a. (Previous Year 8.95% p.a.)  [Total Outstanding as on 31-03-2023 is ₹ 1,523.07 Lakhs (Previous year 1776.47 Lakhs) out of which ₹ 276.96 Lakhs (Previous year ₹ 276.96 Lakhs) is taken to current maturities of long term debts.]

Sno.	Nature of Security	Terms of Repayment
4	Working Capital Demand Loan [Common Covid-19 Emergency Credit Line (CCECL)] of ₹ 330 Lakhs (Previous year ₹ 330 Lakhs) from State Bank of India, is 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.	<p>Repayable in 18 Principal monthly installments with initial moratorium Period of 6 months starting from February, 2021. Last installment due in July, 2022. Rate of Interest is 6.95% p.a. as at the date of closure (Previous Year 6.95% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 72.99 Lakhs) out of which ₹ Nil (Previous year ₹ 72.99 Lakhs) taken to current maturities of long term debts]</i></p>
5	Four Vehicle Loans aggregating to ₹ 61.98 Lakhs (Previous year ₹ 61.98 Lakhs) from HDFC Bank Ltd. are secured by Hypothecation of Vehicles.	<p><u>At the time of sanction:</u></p> <p>The loan was repayable in 36 equal monthly installments starting from May, 2019. Last installment due in April, 2022.</p> <p><u>Restructuring due to Covid-19 Pandemic:</u></p> <p>Repayable in 26 equal monthly installments commencing from June, 2020. Last installment due in July, 2022. Rate of Interest is 9.74% p.a. as at the date of closure. (Previous Year 9.51 % p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 6.71 Lakhs) out of which ₹ Nil (Previous year ₹ 6.71 Lakhs) taken to current maturities of long term debts]</i></p>
6	Vehicle Loan of ₹ 4.24 Lakhs (Previous year ₹ 4.24 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p><u>At the time of sanction:</u></p> <p>The loan was repayable in 36 equal monthly installments starting from December, 2019. Last installment due in November, 2022.</p> <p><u>Restructuring due to Covid-19 Pandemic:</u></p> <p>Repayable in 32 equal monthly installments commencing from June, 2020. Last installment due in January, 2023. Rate of Interest is 9.00% p.a. as at the date of closure. (Previous Year 9.00 % p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 1.20 Lakhs) out of which ₹ Nil Lakhs (Previous year ₹ 1.20 Lakhs) taken to current maturities of long term debts]</i></p>
7	Vehicle Loan of ₹ 9.76 Lakhs (Previous year ₹ 9.76 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p>Repayable in 36 equal monthly installments starting from December, 2019. Last installment due in November, 2022. Rate of Interest is Nil as at the date of closure. (Previous Year 9.00% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 2.40 Lakhs) out of which ₹ Nil (Previous year ₹ 2.40 Lakhs) taken to current maturities of long term debts]</i></p>
8	Vehicle Loan of ₹ 77.65 Lakhs (Previous year ₹ 77.65 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p>Repayable in 60 equal monthly installments starting from August 2018. Last installment due in July 2023. Rate of Interest is 8.50% p.a. as at the date of closure. (Previous Year 8.50% p.a. )</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 24.02 Lakhs ) out of which ₹ Nil (Previous year ₹ 17.76 Lakhs) taken to current maturities of long term debts]</i></p>

Sno.	Nature of Security	Terms of Repayment
9	Vehicle Loan of ₹ 11.86 Lakhs (Previous year ₹ 11.86 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p>Repayable in 36 equal monthly installments starting from December, 2020. Last installment due in November, 2023. Rate of Interest is 9.00% p.a. as at the date of closure. (Previous Year 8.00% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 6.94 Lakhs) out of which ₹ Nil (Previous year ₹ 4.05 Lakhs) taken to current maturities of long term debts]</i></p>
10	Vehicle Loan of ₹ 6.84 Lakhs (Previous year ₹ 6.84 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p>Repayable in 36 equal monthly installments starting from March, 2021. Last installment due in February, 2024. Rate of Interest is 7.65 % p.a. as at the date of closure. (Previous Year 7.65% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 4.55 Lakhs) out of which ₹ Nil (Previous year ₹ 2.28 Lakhs) taken to current maturities of long term debts]</i></p>
11	Vehicle Loan of ₹ 55.27 Lakhs (Previous year ₹ 55.27 Lakhs) from Daimler Financial Services India Pvt. Ltd. is secured by Hypothecation of Vehicle.	<p>Repayable in 36 equal monthly installments starting from November, 2020. Last installment due in October, 2023. Rate of Interest is 7.33% p.a. as at the date of closure. (Previous Year 7.33% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p><i>[Total Outstanding ₹ Nil (Previous year ₹ 30.67 Lakhs) out of which ₹ Nil (Previous year ₹ 18.96 Lakhs) taken to current maturities of long term debts]</i></p>

**NOTE - 18 - LEASE LIABILITIES**

[Amount - ₹ in Lakhs]

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Non Current	Current	Non Current	Current
Lease Liabilities for Land	1,087.00	128.09	1,215.09	97.09
<b>TOTAL</b>	1,087.00	128.09	1,215.09	97.09

Notes:

- (i) The Current portion of the Lease Liabilities represent the Lease Rental which is payable in next twelve months and has been classified under Note 22 'Current Lease Liabilities'.
- (ii) For details on the implications of application of Ind AS 116 on the financial statements, Refer Notes 1 & 40.

**NOTE - 19 - DEFERRED TAX LIABILITIES (NET)**

[Amount - ₹ in Lakhs]

Particulars	As at	As at
	31st March, 2023	31st March, 2022
<u>Deferred Tax Liabilities on account of taxable temporary differences:</u>		
At the beginning of the year	1,624.88	1,659.69
Less : Charge/(Credit) to Statement of Profit and Loss	(34.73)	(34.81)
<b>TOTAL</b>	1,590.15	1,624.88



**NOTE 19.1 - Component of Deferred Tax Liabilities for the year ended 31st March, 2023**

Particulars	[Amount - ₹ in Lakhs]		
	As at 1st April, 2022	Charge/(Credit) to Statement of Profit and Loss	As at 31st March, 2023
A. <u>Deferred Tax Liabilities in relation to :</u>			
Property, Plant and Equipment	284.46	(10.14)	274.32
Revalued Land	1,401.52	(10.46)	1,391.06
Right-of-Use Asset	315.15	(48.49)	266.66
(A)	2,001.13	(69.09)	1,932.04
B. <u>Deferred Tax Assets in relation to :</u>			
Provision for Impairment of Trade Receivable	31.33	4.75	36.08
Gratuity Payable	14.67	(14.67)	-
Lease Liabilities	330.25	(24.44)	305.81
(B)	376.25	(34.36)	341.89
<b>TOTAL</b> (A-B)	1,624.88	(34.73)	1,590.15

**Note - 19.2 - Component of Deferred Tax Liabilities for the financial year ended 31st March, 2022**

Particulars	[Amount - ₹ in Lakhs]		
	As at 1st April, 2021	Charge/(Credit) to Statement of Profit and Loss	As at 31st March, 2022
A. <u>Deferred Tax Liabilities in relation to :</u>			
Property, Plant and Equipment	278.33	6.13	284.46
Revalued Land	1,407.74	(6.22)	1,401.52
Right-of-Use Asset	-	315.15	315.15
(A)	1,686.07	315.06	2,001.13
B. <u>Deferred Tax Assets in relation to :</u>			
Provision for Impairment of Trade Receivable	14.46	16.87	31.33
Gratuity Payable	11.92	2.75	14.67
Lease Liabilities	-	330.25	330.25
(B)	26.38	349.87	376.25
<b>TOTAL</b> (A-B)	1,659.69	(34.81)	1,624.88

**NOTE - 20 - OTHER NON-CURRENT LIABILITIES**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
A. <u>Advances against Sale of Property</u>	5.50	5.50
(A)	5.50	5.50
B. <u>Others</u>		
Long Term Deposits from Dealers and Suppliers	561.98	498.50
Long Term Deposits from Tenants	0.36	5.00
Gratuity Payable	-	42.10
(B)	562.34	545.60
<b>TOTAL</b> (A+B)	567.84	551.10

**NOTE - 21 - SHORT-TERM BORROWINGS**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
A. <u>From Banks</u>		
Cash Credit Facilities <i>[Loans Repayable on Demand, Secured]</i>	74.71	162.96
Current Maturities of Long Term Debt	376.96	540.68
(A)	451.67	703.64
B. <u>From Others</u>		
Current Maturities of Long Term Debt	-	18.96
(B)	-	18.96
<b>TOTAL</b>	<b>451.67</b>	<b>722.60</b>

Notes:

- (i) The company has borrowed Cash Credit Loans from State Bank of India, Bank of Baroda, Punjab National Bank and Central Bank of India led by State Bank of India wherein, SBI Cash Credit Loan of ₹ 8.53 Lakhs (Previous Year ₹ 159.70 Lakhs), Bank of Baroda Cash Credit Loan of ₹ Nil (Previous Year ₹ 2.25 Lakhs), Punjab National Bank Cash Credit Loan of ₹ 64.57 Lakhs (Previous Year ₹ Nil) and Central Bank of India Cash Credit Loan of ₹ 1.61 Lakhs (Previous Year ₹ 1.00 Lakhs) are 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.

**NOTE - 22 - CURRENT LEASE LIABILITIES**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Current Maturities of Lease Liabilities	128.09	97.09
<b>TOTAL</b>	<b>128.09</b>	<b>97.09</b>

**NOTE - 23 - CURRENT TRADE PAYABLES**

Particulars	[Amount - ₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of micro enterprises & small enterprises	417.75	843.59
Total outstanding dues of creditors other than micro enterprises & small enterprises	4,365.57	3,748.77
<b>TOTAL</b>	<b>4,783.32</b>	<b>4,592.36</b>

Notes:

- (i) Trade payables are due to firms or private companies in which any director is a partner, a director or a member amounts to ₹ 85.46 Lakhs (Previous year ₹ 605.94 Lakhs) as at 31st March, 2023.

**NOTE - 23.1 - Information to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006**

The information as required to be disclosed under 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. The amount of principal and interest outstanding during the year is given below :

Particulars		[Amount - ₹ in Lakhs]	
		As at 31st March, 2023	As at 31st March, 2022
(a)	Principal amount remaining unpaid to any supplier as at the end of accounting year	417.75	843.59
(b)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(c)	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(d)	The amount of interest due and payable for the year	-	-
(e)	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(f)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

**NOTE - 23.2- Trade Payables Ageing Schedule as at 31st March, 2023**

S.No		Particulars	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1 to 2 years	2 to 3 years	More than 3 years	
1	MSME	417.75	-	-	-	417.75	
2	Other than MSME	4,257.14	69.43	11.80	27.21	4,365.58	
3	Disputed dues - MSME	-	-	-	-	-	
4	Disputed dues - Other than MSME	-	-	-	-	-	
<b>TOTAL</b>		4,674.89	69.43	11.80	27.21	4,783.33	

**NOTE - 23.3- Trade Payables Ageing Schedule as at 31st March, 2022**

S.No		Particulars	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1 to 2 years	2 to 3 years	More than 3 years	
1	MSME	843.59	-	-	-	843.59	
2	Other than MSME	3,682.17	28.92	37.69	-	3,748.78	
3	Disputed dues - MSME	-	-	-	-	-	
4	Disputed dues - Other than MSME	-	-	-	-	-	
<b>TOTAL</b>		4,525.76	28.92	37.69	-	4,592.37	

**NOTE - 24 - OTHER FINANCIAL LIABILITIES**

Particulars		[Amount - ₹ in Lakhs]	
		As at 31st March, 2023	As at 31st March, 2022
Interest accrued but not due on borrowings		-	0.38
<b>TOTAL</b>		-	0.38

**NOTE - 25 - OTHER CURRENT LIABILITIES**

		[Amount - ₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
A.	<u>Revenue Received in Advance</u>		
	Advance from Customers	618.31	281.41
	(A)	618.31	281.41
B.	<u>Others</u>		
	Statutory Liabilities	362.45	253.21
	Gratuity Payable	-	16.19
	Other Liabilities [Refer Note below]	662.29	612.21
	(B)	1,024.74	881.61
	<b>TOTAL</b>	<b>1,643.05</b>	<b>1,163.02</b>
<b>Note :</b>			
(i) Other liabilities include amount due to directors or other officers of the Company either severally or jointly with any other person amounting to ₹ 20.84 Lakhs (Previous year ₹ 0.82 Lakhs).			

**NOTE - 26 - SHORT-TERM PROVISIONS**

		[Amount - ₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
	For Employee Benefits	173.67	166.16
	For Others	68.32	56.37
	<b>TOTAL</b>	<b>241.99</b>	<b>222.53</b>

**NOTE - 27 - REVENUE FROM OPERATIONS**

		[Amount - ₹ in Lakhs]	
Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
A.	<u>Sale of Products</u>		
	Manufactured Goods	59,940.31	52,330.50
	Traded Goods	3,387.16	3,631.56
	(A)	63,327.47	55,962.06
B.	<u>Sale of Services</u>		
	Freight and Logistics Income	516.70	479.47
	(B)	516.70	479.47
	<b>TOTAL</b>	<b>63,844.17</b>	<b>56,441.53</b>



**NOTE - 27.1 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2023**

Particulars	[Amount - ₹ in Lakhs]		
	India	Outside India	Total
Plastic Pipes, Fittings, Allied Products and Trading Accessories	62,887.45	-	62,887.45
Water Tanks and Allied Products	440.01	-	440.01
<b>TOTAL</b>	<b>63,327.46</b>	<b>-</b>	<b>63,327.46</b>

**NOTE - 27.2 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2022**

Particulars	[Amount - ₹ in Lakhs]		
	India	Outside India	Total
Plastic Pipes, Fittings, Allied Products and Trading Accessories	55,902.40	-	55,902.40
Water Tanks and Allied Products	59.65	-	59.65
<b>TOTAL</b>	<b>55,962.05</b>	<b>-</b>	<b>55,962.05</b>

**NOTE - 28 - OTHER INCOME**

Particulars		[Amount - ₹ in Lakhs]	
		Year ended 31st March, 2023	Year ended 31st March, 2022
A. Interest Income	(A)	53.97	91.40
B. <u>Other Non-Operating Income</u>			
Gain on Sale of Freehold Land		-	9.19
Miscellaneous Receipts		29.05	34.87
	(B)	29.05	44.06
<b>TOTAL</b>	<b>(A+B)</b>	<b>83.02</b>	<b>135.46</b>

Notes:

(i) Interest Income includes impact of financial instruments

**NOTE - 29 - COST OF MATERIALS CONSUMED**

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Raw Materials Consumed	45,834.40	40,774.02
Packing Materials Consumed	370.05	280.80
<b>TOTAL</b>	<b>46,204.45</b>	<b>41,054.82</b>

**NOTE - 30 - PURCHASES OF STOCK-IN-TRADE**

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Pipes & Fittings	1,900.53	2,179.81
Others	1,018.43	1,088.21
<b>TOTAL</b>	<b>2,918.96</b>	<b>3,268.02</b>

**NOTE - 31 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

		[Amount - ₹ in Lakhs]	
Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
A.	<u>Inventories at the beginning of the year</u>		
	Finished Goods	3,884.59	2,590.76
	Work-In-Progress	94.57	94.67
	Stock-In-Trade	445.68	490.62
	(A)	4,424.84	3,176.05
B.	<u>Inventories at the end of the year</u>		
	Finished Goods	3,280.98	3,884.59
	Work-In-Progress	130.13	94.57
	Stock-In-Trade	558.37	445.68
	(B)	3,969.48	4,424.84
	<u>CHANGES IN INVENTORIES</u>	455.36	(1,248.79)

**NOTE - 32 - EMPLOYEE BENEFITS EXPENSES**

		[Amount - ₹ in Lakhs]	
Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
	Directors' Remuneration	407.43	328.50
	Salary, Wages, Bonus & Gratuity	1,735.79	1,343.75
	Contribution towards Provident Fund	54.85	53.60
	Contribution towards ESIC	21.51	19.98
	Employee Welfare and Other Benefits	70.26	35.83
	<u>TOTAL</u>	2,289.84	1,781.66

**NOTE - 33 - FINANCE COSTS**

		[Amount - ₹ in Lakhs]	
Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
	Interest Expenses	868.80	505.34
	Letter of Credit Charges	252.74	223.25
	Loan Processing and Incidental Expenses	51.12	74.12
	Bank Guarantee Commission	0.17	19.94
	Interest on Lease Liabilities	113.72	63.95
	<u>TOTAL</u>	1,292.55	886.60

**Notes:**

- (i) During the F.Y. 2022-23, borrowing cost of ₹ Nil (Previous Year ₹ 62.73 Lakhs) has been capitalised by the company towards its Qualifying Assets.

**NOTE - 34 - OTHER EXPENSES**

Particulars		[Amount - ₹ in Lakhs]	
		Year ended 31st March, 2023	Year ended 31st March, 2022
<b>A.</b>	<b><u>Manufacturing and Operating Expenses</u></b>		
	Power & Fuel	1,867.67	1,441.97
	Stores & Spares Consumed	148.53	112.70
	Repairs to Plant & Machineries	105.32	95.30
	Other Manufacturing Expenses	477.14	321.65
	(A)	2,598.66	1,971.62
<b>B.</b>	<b><u>Administrative Expenses</u></b>		
	Lease Rent Expenses	-	38.85
	Rent Expenses	61.92	56.88
	Stationery & Printing	20.28	11.20
	Postage and Courier Expenses	1.62	1.60
	Electricity Expenses	1.19	1.50
	Vehicle Running and Maintenance	23.36	18.56
	Travelling & Conveyance Expenses	127.80	65.80
	Telephone, Mobile and Internet Expenses	12.53	10.24
	Directors Sitting Fees	3.78	4.10
	Auditors' Remuneration		
	- Statutory Audit	8.00	8.00
	- Tax Audit	2.00	2.00
	- GST Audit	1.00	2.00
	- Cost Audit	0.60	0.75
	- Secretarial Audit	0.55	0.55
	Insurance	44.95	40.27
	Repairs and Maintenance		
	- Factory Building	105.04	257.62
	- Office Building	13.59	2.43
	- Others	1.54	1.75
	Legal & Professional Expenses	46.09	34.38
	Software Programme & Licence Fees	14.17	21.70
	License Renewal Fees	6.91	6.77
	Guest Accommodation Charges	7.37	4.56
	Rates & Taxes	140.83	3.99
	Charity & Donation	21.56	0.23
	Contribution towards Corporate Social Responsibility	27.16	18.52
	Prior Period Expenses/(Income)	-	(6.41)
	Loss on Sale of Assets	0.33	7.88
	Loss on Foreign Currency Transactions	37.59	-
	Office Expenses	31.16	31.99
	(B)	763.12	647.71
<b>C.</b>	<b><u>Selling, Distribution &amp; Other Expenses</u></b>		
	Advertisement, Publicity & Sales Promotion	157.08	202.52
	Copyright Usage Charges	103.11	1,104.52
	Commission on Sales	79.92	117.51
	Freight, Cartage Outward & Other Selling Expenses	3,821.65	3,227.52
	Discount & Other Expenses	345.47	152.00
	Bad Debts	-	556.10
	Allowance for Doubtful Debts made	18.88	67.04
	(C)	4,526.11	5,427.21
	(A+B+C)	7,887.89	8,046.54
	<b>TOTAL</b>		

**NOTE - 34.1 - Break-up of Audit Fees**

Particulars		[Amount - ₹ in Lakhs]	
		Year ended 31st March, 2023	Year ended 31st March, 2022
(a)	Auditors' Remuneration		
	- Statutory Audit Fees	8.00	8.00
	- Tax Audit Fees	2.00	2.00
	- GST Audit Fees	1.00	2.00
		11.00	12.00
(b)	Certification and Consultation Fees	1.75	1.75
	<b>TOTAL</b>	12.75	13.75

**NOTE - 35 - EXCEPTIONAL ITEMS**

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Penalty under SEBI Regulations	25.00	-
Provision for Impairment in Value of Loans to Subsidiary	621.47	-
Provision for Diminution in Value of Investments in subsidiary	554.48	-
<b>TOTAL</b>	<b>1,200.95</b>	<b>-</b>

**Note :**

(i) The company was, initially, imposed with a penalty of Rs. 10.00 Crores by an Order passed on 28th June, 2022 by the Adjudicating Officer of the SEBI under section 15HA of the Securities and Exchange Board of India Act, 1992. However, upon Appeal, the same has been restricted to a sum of Rs. 25.00 Lakhs by the Order dated 30-09-2022 passed by the Securities Appellate Tribunal, Mumbai. Accordingly, during the period under review, the company has made a payment of Rs. 25.00 Lakhs towards such penalty, which has been debited by the company to the statement of profit or loss under 'Exceptional Items'.

(ii) During the year under review, considering the financial position of its wholly own Foreign Subsidiary Company namely 'Tapti Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2023 as per its audited financial statement, the company has made a provision for impairment of entire loans and advances, which was given by the company to its subsidiary company in earlier years and which was outstanding as on 31st March, 2023, amounting to ₹ 621.46 Lakhs. Further, considering the financial position and net worth of the subsidiary company as on 31st March, 2023, as per its Standalone Audited Financial Statements and considering the fair market value, the company has made further provision of ₹ 554.48 Lakhs as on 31st March, 2023 on account of diminution in the value of investment in such subsidiary company, as appearing in its books of account of the company. Both the provisions aggregating to a sum of ₹ 1175.94 Lakhs are included 'Exceptional Items' of the Standalone Statement of Profit and Loss of the company for the period under review.

**NOTE - 36 - OTHER COMPREHENSIVE INCOME**

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>A. Items that will not be reclassified into profit or loss :</b>		
(i) Change in Revaluation surplus	-	-
(ii) Remeasurements of defined benefit plans	34.72	11.66
(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	-	-
<b>(A)</b>	<b>34.72</b>	<b>11.66</b>
<b>B. Items that will be reclassified to profit or loss :</b>		
(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 and Joint Ventures, to the extent not to be classified into profit or loss	-	-
(v) Others	-	-
<b>(B)</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A+B)</b>	<b>34.72</b>	<b>11.66</b>

**NOTE - 37 - EARNING PER SHARE**

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	112.61	1,460.92
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	2,91,95,000	2,91,95,000
Weighted Average Potential Equity Shares	-	-
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	2,91,95,000	2,91,95,000
Basic Earning Per Share	0.39	5.00
Diluted Earning Per Share	0.39	5.00
Face Value Per Equity Share	10	10



**NOTE - 38 - THE RECONCILIATION OF TAX EXPENSES AND THE ACCOUNTING PROFIT**

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit before Tax	594.22	1,968.85
Effect of Ind AS Adjustments	(60.75)	(79.66)
Adjusted Profit before Tax	533.47	1,889.19
Applicable Tax Rate	25.168%	25.168%
Computed Tax Expense	134.26	475.47
<u>Tax Effect of:</u>		
Income not taxable	-	-
Expenses Disallowed	77.40	29.59
Different tax rate on Capital Gains	-	-
Other Differences	286.15	20.37
Uncertain tax positions	2.19	(0.43)
Current Tax Provision	500.00	525.00
Effective Tax Rate	84.14%	26.67%

**NOTE - 39 - CONTINGENT LIABILITIES & COMMITMENTS**

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
<u>Contingent Liability not provided in respect of</u>		
(i) Disputed Income Tax Demand	1,324.69	1,324.69
(ii) Disputed Excise Duty, VAT, CST & Entry Tax Demands	400.24	725.00
(iii) Guarantee Given by the company's Banker in the normal course of business	393.89	868.64
(iv) Letter of Credit for purchase of goods	1,962.77	224.90
(v) Other Disputes [Refer Note Below]	-	-
<u>Commitments</u>		
Capital Contracts remaining to be executed	250.25	476.71
<u>Notes:</u>		
(i)	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.	
(ii)	The Company does not expect any reimbursements in respect of the above contingent liabilities	
(iii)	Future cash outflows in respect of the above matters are determined only on receipt of judgments/ decisions pending at various forums/ authorities.	
(iv)	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.	

**NOTE - 40 - DISCLOSURES AS PER IND AS 116 "LEASES"**

**APPLICATION OF IND AS 116**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases, which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2021 and applied the standard to its leases. Accordingly, the Company has measured its lease liability as at 1st April, 2021 at the present value of the remaining lease payments, discounted using the interest rate of 8.95% p.a. implicit in the lease at the date of transition to Ind AS.

The Right-of-Use Asset has been recognised at an amount equal to the lease liability. Accordingly, a Right-of-Use asset of ₹ 1371.53 Lakhs has been recognized in F.Y. 2021-22. The cumulative effect on transition in retained earnings net off taxes is ₹ Nil.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the Right-of-Use asset, and finance cost for interest accrued on lease liabilities.

The Company does not have an option to purchase such leasehold land at the end of the lease period. There are no restrictions such as those concerning dividends, additional debts and further leasing imposed by the lease agreements.

Ind AS 116 has resulted in an increase in net cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments. The principal and interest portion of the lease payments have been disclosed under cash flow from financing activities which for the year ended March 31st, 2023, aggregating to ₹ 210.80 Lakhs (Previous Year ₹ 123.30 Lakhs).

For movement in Right-of-Use Asset Refer Note 3 and movement in Lease Liability during the year is as follows :

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Balance at the beginning	1,312.18	-
Additions	-	1,371.53
Finance cost accrued during the year	113.72	63.95
Deletions	-	-
Payment of lease liabilities	(210.81)	(123.30)
Balance at the end	1,215.09	1,312.18

**NOTE - 41 - DISCLOSURES AS PER IND AS 19 "EMPLOYEE BENEFITS"**

(i) **Defined Contribution Plan**

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

Particulars	[Amount - ₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Employer's Contribution to Provident Fund	54.85	53.60
Employer's Contribution to ESIC Fund	21.51	19.98

(ii) **Defined Benefit Plan**

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	[Amount - ₹ in Lakhs]	
	Gratuity (Funded)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Defined Benefit Obligation at beginning of the year	187.82	169.66
Current Service Cost	21.92	25.25
Interest Cost	13.90	11.54
Past Service Cost (Vested benefits)	-	-
Benefits paid	(2.65)	(5.85)
Actuarial (Gain)/Loss	(38.41)	(12.78)
Defined Benefit Obligation at year end	182.57	187.82

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

Particulars	[Amount - ₹ in Lakhs]	
	Gratuity (Funded)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Fair value of Plan Assets at beginning of year	129.53	122.29
Expected Return on Plan Assets	11.37	6.32
Actuarial Gain/(Loss)	(3.69)	(1.12)
Employer Contribution	50.99	5.89
Benefits Paid	(2.65)	(5.85)
Fair value of Plan Assets at year end	185.55	129.53

## Reconciliation of fair Value of Assets and Obligations:

Particulars	[Amount - ₹ in Lakhs]	
	Gratuity (Funded)	
	As at 31st March, 2023	As at 31st March, 2022
Fair value of Plan Assets	185.55	129.53
Present Value of Benefit Obligation	182.57	187.82
Amount recognised in Balance Sheet (Surplus/(Deficit))	2.98	(58.29)

## Expenses recognised during the year:

Particulars	[Amount - ₹ in Lakhs]	
	Gratuity (Funded)	
	As at 31st March, 2023	As at 31st March, 2022
In Income Statement		
- Current Service Cost	21.92	25.25
- Interest Cost	13.90	11.54
- Past Service Cost	-	-
- Return on Plan Assets	(11.37)	(8.32)
<b>Net Cost</b>	<b>24.45</b>	<b>28.47</b>
In Other Comprehensive Income		
Actuarial (Gain)/Loss	(38.41)	(12.77)
Return on Plan Assets	3.69	1.11
<b>Net (Income)/Expenses for the period recognised in OCI</b>	<b>(34.72)</b>	<b>(11.66)</b>

Actuarial Assumptions	Gratuity (Funded)	
	As at 31st March, 2023	As at 31st March, 2022
	<u>Mortality Table (ALM)</u>	
Discount Rate (Per Annum)	7.40%	6.80%
Rate of Escalation in Salary (Per annum)	7.00%	7.00%

**Notes:**

- 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.
- The expected contribution for Defined Benefit Plan for the next financial year will be in line with F.Y. 2022-23.
- 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.
- Amount towards Defined Contribution Plan have been recognized under Contribution to Provident and Other funds in Note 32.

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 :

(a) 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.

(b) 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.

(c) 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.

(d) 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.

**NOTE - 42 - PROVISION FOR IMPAIRMENT IN VALUE OF LOANS TO SUBSIDIARY AND DIMINUTION IN VALUE OF INVESTMENT IN SUBSIDIARY**

[In accordance with Ind AS 109, the Company uses 'Expected Credit Loss (ECL)' for evaluating impairment of financial assets]

		[Amount - ₹ in Lakhs]
Particulars		As at 31st March, 2023
1	<b><u>Provision for Impairment of Loans to Subsidiary</u></b>	
	<b><u>Loan to M/s. Tapti Pipes &amp; Products Ltd., FZE, UAE (Wholly owned Subsidiary)</u></b>	
	Fair Market Value of Loan as on 31-03-2022	621.46
	Less : Fair Market Value of Loan as on 31-03-2023	-
	<b>Provision for Impairment of Loans to Subsidiary</b>	<b>621.46</b>
2	<b><u>Diminution in Value of Investment in Subsidiary</u></b>	
	<b><u>Investment in Equity Shares of M/s. Tapti Pipes &amp; Products Ltd., FZE, UAE (Wholly owned Subsidiary)</u></b> [32,235 Equity Shares of Face Value of 1000 UAE Dirhams]	
	Fair Market Value of the Investment as on 31-03-2022	1,162.13
	Less : Fair Market Value of the Investment as on 31-03-2023	607.65
	<b>Diminution in Value of Investment in Subsidiary</b>	<b>554.48</b>
	<b><u>Amount Debited in Statement of Profit and Loss under Note 35 of 'Exceptional Items'</u></b>	
	Provision for Impairment in Value of Loans to Subsidiary	621.46
	Provision for Diminution in Value of Investments in Subsidiary	554.48
	<b>TOTAL</b>	<b>1,175.94</b>

Note :

During the year under review, considering the financial position of its wholly owned Foreign Subsidiary Company namely 'Tapti Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2023 as per its audited financial statement, the company has made a provision for impairment of entire loans and advances, which was given by the company to its subsidiary company in earlier years and which was outstanding as on 31st March, 2023, amounting to ₹ 621.46 Lakhs. Further, considering the financial position and net worth of the subsidiary company as on 31st March, 2023, as per its Standalone Audited Financial Statements and considering the fair market value, the company has made further provision of ₹ 554.48 Lakhs as on 31st March, 2023 on account of diminution in the value of investment in such subsidiary company, as appearing in its books of account of the company. Both the provisions aggregating to a sum of ₹ 1175.94 Lakhs are included in the Note No. 35 of - 'Exceptional Items' of the Standalone Statement of Profit and Loss of the company for the period under review.

**NOTE - 43 - DETAILS OF LOAN GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN**

The Details of Loans given and Investments made by the Company as at 31st March, 2023 is as under :

					[Amount - ₹ in Lakhs]
Sno.	Particulars	Name of the Entity	Relation	Purpose	Amount
1	Investments Made [Refer Note 7]	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	607.65
		Texmo Pipes Foundation	Section 8 Company in which Key Managerial Personnel are able to exercise significant influence.	CSR Activity	0.05
2	Loan Given [Unsecured] [Refer Note 8]	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	-
<b>TOTAL</b>					<b>607.70</b>

The Details of Loans given and Investments made by the Company as at 31st March, 2022 is as under :

					[Amount - ₹ in Lakhs]
Sno.	Particulars	Name of the Entity	Relation	Purpose	Amount
1	Investments Made	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	1,162.13
2	Loan Given [Unsecured]	Tapti Pipes & Products Ltd. FZE	--do--	Business Purpose	584.97
<b>TOTAL</b>					<b>1,747.10</b>

**NOTE - 44 - MATTERS EMANATING FROM THE INVESTIGATION CONDUCTED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) IN CONNECTION WITH GLOBAL DEPOSITORY RECEIPTS (GDRs) ISSUED BY THE COMPANY DURING THE FINANCIAL YEAR 2011-12**

**(i) Penalty under Section 15HA of the Securities and Exchange Board of India Act, 1992**

The company was, initially, imposed with a penalty of Rs. 10.00 Crores by an Order passed on 28th June, 2022 by the Adjudicating Officer of the SEBI under section 15HA of the Securities and Exchange Board of India Act, 1992. However, upon Appeal, the same has been restricted to a sum of Rs. 25.00 Lakhs by the Order dated 30-09-2022 passed by the Securities Appellate Tribunal, Mumbai. Accordingly, during the period under review, the company has made a payment of Rs. 25.00 Lakhs towards such penalty, which has been debited by the company to the statement of profit or loss under 'Note No.35 of-Exceptional Items'.

**(ii) Directions issued by the Securities and Exchange Board of India to the Company**

The Securities and Exchange Board of India (SEBI) vide its Final Order dated February 28th, 2023 passed under sections 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992 in the matter of GDRs issued by the company during the financial year 2011-12 has issued certain directions. The gist of the directions issued are enumerated as under:

a) The company has been restrained from accessing the securities market and further, prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of the Order.

b) The company would continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year from the date of the Order. The Directors of the company have also been directed to ensure the compliance of such direction.

c) The Key Managerial Persons named as Mr. Sanjay Kumar Agrawal and Mr. Vijay Prasad Pappu shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, for a period of 3 years and shall be restrained from holding any position of Director or Key Managerial Personnel in any listed company or any intermediary registered with SEBI.



**NOTE - 45- RELATED PARTY DISCLOSURES**

**(i) List of Related Parties**

Sno.	Relationship	Name of the Party
1	Key Managerial Personnel (KMP)	1. Mr. Sanjay Kumar Agrawal (Managing Director) 2. Mrs. Rashmidewi Agrawal (Whole Time Director) 3. Mr. Mohit Agrawal (Chief Executive Officer) 4. Mr. Vijay Prasad Pappu (Whole Time Director cum Chief Financial Officer) 5. Smt. Aparna Agrawal (Chief Designer Officer)
2	Wholly Owned Subsidiaries	1. Tapli Pipes & Products Ltd. FZE, UAE
3	Enterprises over which Key Managerial Personnel are able to exercise significant influence.	1. Shree Venkatesh Industries (Partnership Firm) 2. Shree Padnavati Irrigators LLP 3. Shree Venkatesh Industries Private Limited 4. Mangal Murti Minerals 5. Shree Balaji Industries (Partnership Firm) 6. Texmo Pipes Foundation
4	Relatives of Directors are Directors/ Partners in Concern	1. C.P. Industrial Products Private Limited 2. Deeya Agrotech Private Limited 3. Rahul Agritech LLP 4. CK Coisapin Private Limited 5. CK Oils Private Limited 6. Nimar Diagnostic Services Private Limited 7. Shree Vasudeo Industries (Partnership Firm) 8. Shree Krishna Commercial Co.

Sno.	Related Party Transaction Summary	[Amount - ₹ in Lakhs]											
		Subsidiaries		Enterprises over which KMP are able to exercise significant influence		Relatives of Directors are Directors/ Partners in Concern		Key Managerial Persons					
		Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022		
1	Purchase of Goods Shree Vasudeo Industries Mangal Murti Minerals Shree Padmavati Irrigations LLP	-	-	-	-	33.04	316.85	10,708.03	10,007.89	-	-	-	-
	Total	-	-	1,149.94	316.85	10,708.03	10,007.89	-	-	-	-	-	-
2	Sale of Goods Shree Vasudeo Industries Shri Sanjay Agrawal	-	-	-	-	-	-	119.75	40.12	-	-	2.88	1.31
	Total	-	-	-	-	0.10	0.50	119.75	40.12	-	-	2.88	1.31
3	Logistic Income Shree Vasudeo Industries Mangal Murti Minerals	-	-	-	-	0.10	0.50	4.51	22.19	-	-	-	-
	Total	-	-	0.10	0.50	0.10	0.50	4.51	22.19	-	-	-	-
4	Copy Right Licence Uses Charges Shree Balaji Industries	-	-	103.11	1,104.52	-	-	-	-	-	-	-	-
	Total	-	-	103.11	1,104.52	-	-	-	-	-	-	-	-
5	Turnover Discount Received Shree Vasudeo Industries	-	-	-	-	-	-	-	95.07	-	-	-	-
	Total	-	-	-	-	-	-	-	95.07	-	-	-	-
6	Rent Paid Mr. Sanjay Kumar Agrawal Mrs. Rastmidevi Agrawal	-	-	-	-	-	-	-	-	155.51	97.55	115.56	85.02
	Total	-	-	-	-	-	-	-	-	155.51	97.55	115.56	85.02
7	Rent Received Shree Padmavati Irrigations LLP Shree Venkatesh Industries Pvt. Ltd. Mangal Murti Minerals	-	-	0.24	0.24	3.60	3.60	9.60	9.60	-	-	-	-
	Total	-	-	13.44	13.44	13.44	13.44	13.44	13.44	-	-	-	-



(iii) **Balances as at 31st March, 2023** (Amount - ₹ in Lakhs)

Sno.	Outstanding Balances	Subsidiaries		Enterprises over which KMP are able to exercise significant influence		Relatives of Directors are Directors/ Partners in Concern			Key Managerial Personnel	
		Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	
1	Trade and Other Payables Shree Padmavati Irrigations LLP Shree Vasudeo Industries Smt. Aparna Agrawal Mr. Vijay Prasad Pappu  Total	- - - - -	- - - - -	42.74 - - -	- - - -	- 42.73 - -	605.94 - - -	- 20.00 0.84	- - - -	- - - -
2	Loans and Advances Given Tapli Pipes & Products Limited FZE (Refer Note 6)  Total	- -	621.46 -	- -	- -	- -	- -	- -	- -	- -
3	Investments Tapli Pipes & Products Limited FZE (Refer Note 7) Texmo Pipes Foundation  Total	607.65 -	1,162.13 -	- 0.05	- -	- -	- -	- -	- -	- -
4	Advance for Expenses Shree Balaji Industries  Total	- -	- -	- -	54.71 -	- -	- -	- -	- -	- -

Notes:

(i) Balance outstanding at the end of the year/ previous years are stated without considering impact of fair valuation carried out as per Indian Accounting Standards.

**NOTE - 46 - CORPORATE SOCIAL RESPONSIBILITY**

In accordance with the provisions on Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted a CSR Committee. The details of CSR Activities are as follows :

Sno.	Particulars	[Amount - ₹ in Lakhs]	
		As at 31st March, 2023	As at 31st March, 2022
1	Brought forward of amount spent beyond the statutory requirement	2.60	0.37
2	Gross amount required to be spent by the company during the year as per Companies Act, 2013	26.76	16.29
3	Amount spent by the company during the year on the following:		
	(a) Construction / Acquisition of any asset	-	-
	(b) Promoting Health Care including Preventive Health Care and Sanitization	3.41	16.80
	(c) Covid-19 relief related activities	-	1.72
	(d) Donations and Financial Assistance for Education	1.31	-
	(e) Food Distribution Drive to Fight Hunger	21.22	-
	(f) Women Empowerment	1.06	-
	(g) Rural/ Community Development	0.59	-
	Total (3)	27.59	18.52
4	Closing amount yet to be spent	-	-
5	Carry forward of amount spent beyond the statutory requirement	3.43	2.60
6	Shortfall at the end of the year	-	-
7	Total of Previous Year Shortfalls	-	-
8	Reasons for Shortfalls	Not Applicable	Not Applicable

Note:

(i) During the financial year 2022-23, the company has paid CSR amount to one of its related party amounting to a sum of ₹ 27.00 Lakhs [Previous year ₹ Nil].

**NOTE - 47 - OTHER NOTES**

1 Disclosure on Financial Instruments

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

- (i) The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date.
- (ii) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date. Fair Value measurement hierarchy:

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>A. Financial Assets</b>				
<b>I. At Amortized Cost</b>				
(i) Investments in Jointly Controlled Entity	-	-	-	-
(ii) Trade Receivables	5,614.46	5,614.46	4,484.73	4,484.73
(iii) Cash & Cash Equivalents including Other Bank Balances	866.95	866.95	1,011.28	1,011.28
(iv) Loans	-	-	584.97	584.97
<b>II. At FVTPL</b>				
(i) Investments	-	-	-	-
<b>III. At FVTOC</b>				
(i) Investments in Wholly Owned Subsidiary	607.65	607.65	1,162.13	1,162.13
(ii) Other Investments	0.05	0.05	-	-
<b>B. Financial Liabilities</b>				
(i) Borrowings	1,797.42	1,797.42	2,469.82	2,469.82
(ii) Lease Liabilities	1,215.09	1,215.09	1,312.18	1,312.18
(iii) Trade Payables	4,783.32	4,783.32	4,592.36	4,592.36
(iv) Other Financial Liabilities	-	-	0.38	0.38



(b) Foreign Currency Risk:

The Company undertakes transactions denominated in foreign currency (mainly US Dollar) which is subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency, including the Company's net investments in foreign operations (with a functional currency other than Indian Rupee), are also subject to reinstatement risks.

The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows:

Particulars	As at 31st March, 2023 USD	As at 31st March, 2022 USD
Financial Assets	12,52,051	12,52,051
Financial Liabilities	-	-
<b>Net Exposure</b>	<b>12,52,051</b>	<b>12,52,051</b>

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

(c) Foreign Currency Sensitivity

For every percentage point change in the underlying exchange rate of the outstanding foreign currency denominated assets and liabilities, including derivative contracts, holding all other variables constant, the profit before tax for the year ended 31st March, 2023 would change by 12520.51 USD [Previous Year - 12520.51 USD]. However, the management of the Company does not expects its foreign currency denominated financial assets to mature within a period of five years from the end of the year under review.

(d) 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.

(e) Interest Rate Sensitivity

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to debt obligations. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term loans.

As at March 31, 2023, financial liability of ₹ 74.70 lakhs was subject to variable interest rates. Increase/decrease of 100 basis points in interest rates at the balance sheet date would result in decrease/increase in profit/(loss) before tax of ₹ 1.24 Lakhs for the year ended March 31, 2023.

The model assumes that interest rate changes are instantaneous parallel shifts in the yield curve. Although some assets and liabilities may have similar maturities or periods to re-pricing, these may not react correspondingly to changes in market interest rates. Also, the interest rates on some types of assets and liabilities may fluctuate with changes in market interest rates, while interest rates on other types of assets may change with a lag.

The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(Note: The impact is indicated on the profit/(loss) before tax basis).

(f) 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 calibrates the timing and the quantity of purchase.

(g) 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.

(h) 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 along with the need based credit limits to meet the liquidity needs.

(i) Hedge Accounting

The Company has established risk management policies to hedge the volatility arising from exchange rate fluctuations in respect of firm commitments and highly probable forecast transactions, through foreign exchange forward and options contracts. The proportion of forecast transactions that are to be hedged is decided based on the size of the forecast transaction and market conditions. As the counterparty for such transactions are highly rated banks, the risk of their non-performance is considered to be insignificant.

The Company uses derivatives to hedge its exposure to changes in movement in foreign currency. Where such derivatives are not designated under hedge accounting, changes in the fair value of such hedges are recognised in the Statement of Profit and Loss.

The Company may also designate certain hedges, usually for large transactions, as a cash flow hedge under hedge accounting, with the objective of shielding the exposure from variability in cash flows. The currency, amount and tenure of such hedges are generally matched to the underlying transaction(s). Changes in the fair value of the effective portion of cash flow hedges are recognised as cash flow hedging reserve in Other Comprehensive Income. While the probability of such hedges becoming ineffective is very low, the ineffective portion, if any, is immediately recognised in the Statement of Profit and Loss.

The management of the Company does not expect its foreign currency denominated financial assets to mature within a period of five years from the end of the year under review and therefore, it has not entered into any hedging contracts for the same.

**NOTE - 48 - ADDITIONAL REGULATORY INFORMATION**

- (i) During the financial year 2022-23, no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) The Company has filed quarterly returns or statements with the banks in lieu of sanctioned working capital facilities, which are in agreement with the books of account other than those as set out below:

A. Difference in Inventories

[Amount - ₹ in Lakhs]

Quarter Ended	Value as per Books	Value as per Quarterly Statements	Difference	Reason for Variance
30th June, 2022	6,449.95	5,789.77	660.17	Primarily, due to non inclusion of certain items of inventory while furnishing the statement to the Bank, with the result that inventory Statements submitted to the banks contained a lesser value than the actual inventory held
30th September, 2022	7,287.78	6,932.82	354.95	
31st December, 2022	5,611.27	5,327.20	284.06	
31st March, 2023	7,065.36	7,017.99	47.37	

B. Difference in Trade Receivables

[Amount - ₹ in Lakhs]

Quarter Ended	Value as per Books	Value as per Quarterly Statements	Difference	Reason for Variance
30th June, 2022	4,561.61	4,628.41	(66.79)	The difference is primarily due to non-consideration of credit note while determining amount of Trade Receivables as furnished before the Banks.
30th September, 2022	4,148.43	4,217.67	(69.24)	
31st December, 2022	6,295.35	6,366.10	(70.74)	
31st March, 2023	5,614.46	5,727.84	(113.38)	

- (iii) The company is not declared a wilful defaulter by any bank or financial institution or any other lender.
- (iv) The company has not entered into any material transaction with the companies struck-off under s. 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vi) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017
- (vii) The company has not applied for any Scheme of Arrangements in terms of Sections 230 to 237 of the Companies Act, 2013.
- (viii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ix) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).
- (x) The company has not traded or invested in Crypto Currency or Virtual Currency during the Financial Year 2022-23.

(xi) **Disclosure relating to various ratios**

(Amount - ₹ in Lakhs)					
Sno.	Particulars	As at 31st March, 2023	As at 31st March, 2022	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(a)	<b>Current Ratio (in times)</b> [Current Assets / Current Liabilities]				
	Current Assets	15,742.43	14,059.12		
	Current Liabilities	7,409.45	6,922.93		
	Current Ratio	2.12	2.03	4.62%	Not Applicable
(b)	<b>Debt Equity Ratio (in times)</b> [Total Debts / Total Equity]				
	Total Debts [Non Current Borrowings+Current Borrowings]	1,797.42	2,469.82		
	Total Equity	18,688.42	18,541.09		
	Debt Equity Ratio	0.10	0.13	(27.80%)	Due to decrease in borrowings and increase in total equity
(c)	<b>Debt Service Coverage Ratio (in times)</b> [Earnings before Interest & Tax/ Debt Service]				
	Earnings before Interest & Tax [Profit before Tax + Finance Costs]	3,087.72	2,855.45		
	Debt Service [Finance Costs + Scheduled principal repayment of Non-Current Borrowings (Current Maturities of Long Term Debts of previous year) + principal repayment of Lease Liabilities]	2,063.01	1,451.96		
	Debt Service Ratio	1.497	1.967	(23.89%)	Not Applicable
(d)	<b>Return on Equity Ratio (in percentage)</b> [Profit after Tax / Average Total Equity]				
	Profit after Tax	112.61	1,460.92		
	Average Total Equity [(Opening Total Equity+Closing Total Equity)/2]	18,614.76	17,822.13		
	Return on Equity Ratio	0.60%	8.20%	(92.62%)	Due to decrease in profit after tax debiting amount of provision for impairment of financial assets
(e)	<b>Inventory Turnover Ratio (in times)</b> [Sale of Products / Average Inventory]				
	Sale of Products	63,327.47	55,962.06		
	Average Inventory [(Opening Inventory+Closing Inventory)/2]	6,730.38	5,978.47		
	Inventory Turnover Ratio	9.41	9.36	0.52%	Not Applicable
(f)	<b>Trade Receivable Turnover Ratio (in times)</b> [Turnover/ Average Trade Receivables]				
	Turnover (Revenue from Operations)	63,844.17	56,441.53		
	Average Trade Receivables [(Opening Trade Receivables + Closing Trade Receivables)/2]	5,049.60	4,455.76		
	Trade Receivable Turnover Ratio	12.64	12.67	(0.19%)	Not Applicable

[Amount - ₹ in Lakhs]

Sno.	Particulars	As at 31st March, 2023	As at 31st March, 2022	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(g)	<b>Trade Payable Turnover Ratio (in times)</b> [Turnover/ Average Trade Payables]  Turnover (Revenue from Operations) Average Trade Payables [(Opening Trade Payables + Closing Trade Payables)/2] Trade Payable Turnover Ratio	63,844.17 4,687.84  13.62	56,441.53 4,461.04  12.65	   7.64%	Not Applicable
(h)	<b>Net Capital Turnover Ratio (in times)</b> [Turnover / Working Capital]  Turnover (Revenue from Operations) Working Capital [Current Assets (-) Current Liabilities] Net Capital Turnover Ratio	63,844.17 11,151.69  5.73	56,441.53 8,920.83  6.33	   (9.51%)	Not Applicable
(i)	<b>Net Profit Ratio (in percentage)</b> [Profit after Tax / Turnover]  Profit after Tax Turnover (Revenue from Operations) Net Profit Ratio	112.61 63,844.17 0.18%	1,460.92 56,441.53 2.59%	  (93.19%)	Due to decrease in profit after tax debiting amount of provision for impairment of financial assets
(j)	<b>Return on Capital Employed (in percentage)</b> [Earnings Before Interest & Taxes/ Capital Employed]  Earnings Before Interest & Taxes [Profit before Tax + Finance Costs] Capital Employed [Total Equity + Total Borrowings] Return on Capital Employed	3,087.72 20,485.84 15.07%	2,855.45 21,010.91 13.59%	  10.91%	Not Applicable
(k)	<b>Return on Investment Ratio (in percentage)</b> [Net Gain on Investment/ Investment]  Net Gain on Investment Investment Return of Investment Ratio	- 608 -	- 1,162 -		Not Applicable

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

**For and on the behalf of Board**

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPEE5104

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00316249

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

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Indore, May 29th, 2023

Burhanpur, May 29th, 2023

## **INDEPENDENT AUDITORS' REPORT**

**To**  
**The Members,**  
**TEXMO PIPES AND PRODUCTS LIMITED**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying Consolidated Financial Statements of **Texmo Pipes And Products Limited** ("the Parent Company") and its subsidiary (Parent Company and its subsidiary together referred to as "the Group"), which comprises the Consolidated Balance Sheet as at March 31st, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'Consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditors on separate financial statements of the subsidiary as was audited by other auditors, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("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 March 31st, 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.



We believe that the audit evidence we have obtained along with the consideration of report of the other auditors referred to in the *Other Matter* section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matters		
S.No.	Key Audit Matters	How was the matter addressed in our audit
1	<b>Uncertain tax positions - Direct and Indirect Taxes</b>	
	<p>The Company has uncertain tax matters pending litigations under direct tax and various indirect tax laws. The litigation involves significant judgement to determine the possible outcome based on which accounting treatment is given to the disputed amount.</p> <p>Given the magnitude of potential outflow of economic resources and uncertainty of potential outcome, uncertain tax positions are considered to be key audit matters.</p> <p>[Refer Note 40 to the Consolidated financial statements.]</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> <li>• Obtained details of uncertain tax position and gained understanding thereof;</li> <li>• Obtained details of tax assessments and also demands raised;</li> <li>• Along with our internal tax experts, read and analysed relevant communication with the authorities;</li> <li>• Evaluated advice obtained by the management from legal consultants on possible outcome of the litigation;</li> <li>• Discussed with senior management and evaluated management’s assumptions regarding provisions made or reflected as contingent liabilities;</li> <li>• Assessed whether the disclosures for uncertain tax positions are in accordance with the requirements of Ind AS 37 on “Provisions, Contingent Liabilities and Contingent Assets”.</li> </ul>

**Information Other than the Consolidated Financial Statements and Auditors’ Report Thereon**

The Parent Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the Consolidated Financial Statements , Standalone Financial Statements and our Auditors’ Report thereon.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Consolidated Financial Statements**

The Parent Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of each company.

### **Auditors' Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Consolidated financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Parent Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



**Other Matter**

We did not carry out the audit of the financial statements of one subsidiary company, whose financial statements reflect total assets of Rs. 613.05 Lakhs as at March 31, 2023, total revenues of Rs. Nil, total net loss after tax of Rs. 7288.65 Lakhs, total comprehensive income of Rs. Nil and net cash outflows of Rs. Nil for the year ended March 31, 2023. These financial statements have been audited by the other auditors whose report has been furnished to us by the management, and in our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditors.

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

**Report on Other Legal and Regulatory Requirements**

1. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, as per the information and explanation provided to us by the management of the Parent Company, we report that the auditors of the subsidiary company located outside India, included in the consolidated financial statements, has not issued any report under the aforesaid Order, therefore, the clause (xxi) of the aforesaid order is not applicable.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditors on separate financial statements of subsidiary, referred in the Other Matters paragraph above, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;



- (d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Parent Company as on March 31st, 2023, taken on record by the Board of Directors of the Parent Company and the report of the statutory auditors of its subsidiary company incorporated outside India, none of the directors of the Group Company is disqualified as on March 31st, 2023 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 controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure-A";
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/provided by the Parent Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) 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 the subsidiary as noted in the "Other Matter" paragraph:
  - (i) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group – Refer Note - 40 to the Consolidated financial statements.
  - (ii) The Group did not have any material foreseeable losses on long-term contracts during the year ended 31<sup>st</sup> March, 2023.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
  - (iv) (a) The Parent Company's management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Parent Company's management has represented, that, to the best of its knowledge and belief, no funds have been received by the Parent company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - (v) The Group has not declared or paid any dividend during the year.
3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Parent Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

Place : Indore  
Dated : May 29th, 2023

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN: 23078057BGUPDU7481

**ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

Referred to in Paragraph 1(f), under '*Report on Other Legal and Regulatory Requirements*' section of the Independent Auditors' Report of even date to the members of **Texmo Pipes and Products Limited** on the Consolidated financial statements as of and for the year ended March 31<sup>st</sup>, 2023, we report that:

We have audited the internal financial controls over financial reporting of **TEXMO PIPES AND PRODUCTS LIMITED** ("the Company or the Parent Company") as of 31st March, 2023 in conjunction with our audit of the Consolidated financial statements of the Parent Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Parent 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

### **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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 31st March, 2023, based on the internal control over financial reporting criteria established by the Parent Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

Place : Indore  
Dated : May 29th, 2023

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPDU7481

**TEXMO PIPES AND PRODUCTS LIMITED**

Consolidated Balance Sheet as at 31st March, 2023

[₹ in Lakhs]

Particulars		Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>A.</b>	<b><u>ASSETS</u></b>			
(1)	<b><u>NON-CURRENT ASSETS</u></b>			
	(a) Property, Plant and Equipment	2	12,791.16	12,980.04
	(b) Right-of-Use Assets	3	1,059.53	1,252.17
	(c) Capital Work-In-Progress	4	19.57	6.84
	(d) Investment Property	5	38.44	38.44
	(e) Intangible Assets Other than Goodwill	6	4.72	7.11
	(f) Financial Assets			
	i) Trade Receivable	7	612.86	4,179.44
	ii) Other Financial Assets	8	-	720.17
	i) Investments	9	0.05	-
	(g) Other Non-Current Assets	10	425.06	3,168.99
	<b><u>TOTAL NON-CURRENT ASSETS</u></b>	(1)	<b>14,951.39</b>	<b>22,353.20</b>
(2)	<b><u>CURRENT ASSETS</u></b>			
	(a) Inventories	11	7,065.36	6,395.40
	(b) Financial Assets			
	i) Trade Receivables	12	5,614.46	4,484.73
	ii) Cash and Cash Equivalents	13	62.17	14.57
	iii) Bank Balances other than cash and cash equivalents	14	804.98	996.89
	(c) Other Current Assets	15	2,195.66	2,131.22
	<b><u>TOTAL CURRENT ASSETS</u></b>	(2)	<b>15,742.63</b>	<b>14,022.81</b>
	<b><u>TOTAL ASSETS (1 + 2)</u></b>		<b>30,694.02</b>	<b>36,376.01</b>
<b>B.</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
	<b><u>EQUITY</u></b>			
	(a) Equity Share Capital	16	2,919.50	2,919.50
	(b) Other Equity	17	15,768.93	21,392.20
	<b><u>TOTAL EQUITY</u></b>		<b>18,688.43</b>	<b>24,311.70</b>



**TEXMO PIPES AND PRODUCTS LIMITED**

Consolidated Balance Sheet as at 31st March, 2023 (Contd.....)

[₹ in Lakhs]

Particulars		Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>LIABILITIES</b>				
(1)	<b>NON-CURRENT LIABILITIES</b>			
	(a) Financial Liabilities			
	i) Borrowings	18	1,345.75	1,747.22
	ii) Lease Liabilities	19	1,087.00	1,215.09
	(b) Deferred Tax Liabilities (Net)	20	1,590.15	1,624.88
	(c) Other Non-Current Liabilities	21	567.83	551.10
	<b>TOTAL NON-CURRENT LIABILITIES</b> (1)		<b>4,590.73</b>	<b>5,138.29</b>
(2)	<b>CURRENT LIABILITIES</b>			
	(a) Financial Liabilities			
	i) Borrowings	22	451.67	722.61
	ii) Lease Liabilities	23	128.09	97.09
	iii) Trade Payables	24		
	-Total outstanding dues of micro enterprises & small enterprises; and		417.75	843.59
	-Total outstanding dues of creditors other than micro enterprises & small enterprises		4,365.58	3,748.77
	iv) Other Financial Liabilities	25	-	0.38
	(b) Other Current Liabilities	26	1,648.45	1,166.10
	(c) Provisions	27	241.99	222.53
	(d) Current Tax Liabilities (Net)		161.33	124.95
	<b>TOTAL CURRENT LIABILITIES</b> (2)		<b>7,414.86</b>	<b>6,926.02</b>
	<b>TOTAL LIABILITIES (1 + 2)</b>		<b>12,005.59</b>	<b>12,064.31</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>30,694.02</b>	<b>36,376.01</b>

The accompanying notes are an integral part of the Consolidated Financial Statements

In terms of our report of even date attached

For **Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPDU7481

Indore, May 29th, 2023

For and on the behalf of the Board of Directors

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00316249

**Mohit Agrawal**  
Chief Executive Officer

Burhanpur, May 29th, 2023

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

**Ajay Shrivastava**  
Company Secretary

**TEXMO PIPES AND PRODUCTS LIMITED**

Consolidated Statement of Profit and Loss for the year ended 31st March, 2023

		[₹ in Lakhs]		
Particulars		Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
I	Value of Sales		74,826.25	69,152.30
II	Less: GST on Value of Sales		(10,984.08)	(12,710.77)
III	Revenue from Operations	28	63,844.17	56,441.53
IV	Other Income	29	83.02	101.67
V	<b>TOTAL INCOME (III + IV)</b>		<b>63,927.19</b>	<b>56,543.20</b>
VI	<b>EXPENSES</b>			
	Cost of Materials Consumed	30	46,204.45	41,054.82
	Purchases of Stock-In-Trade	31	2,918.94	3,266.02
	Changes in Inventories of Finished Goods, Stock-in-Trade and Work-In-Progress	32	455.36	(1,248.79)
	Employee Benefits Expense	33	2,289.84	1,781.67
	Finance Costs	34	1,292.56	866.60
	Depreciation and Amortization Expense		1,082.97	819.29
	Other Expenses	35	15,176.56	6,050.58
	<b>TOTAL EXPENSES (VI)</b>		<b>69,420.68</b>	<b>54,612.18</b>
VII	(Loss)/Profit before exceptional items and tax (V-VI)		(5,493.49)	1,931.02
VIII	Exceptional items	36	1,200.94	-
IX	(Loss)/Profit before tax (VII-VIII)		<b>(6,694.43)</b>	<b>1,931.02</b>
X	Tax Expense:			
	(1) Current Tax		500.00	525.00
	(2) Short/(Excess) Tax Provision for earlier years		16.34	17.74
	(3) Deferred Tax		(34.73)	(34.81)
	<b>TOTAL TAX EXPENSE (X)</b>		<b>481.61</b>	<b>507.93</b>
XI	(Loss)/Profit for the year (IX-X)		<b>(7,176.04)</b>	<b>1,423.09</b>
XII	Other Comprehensive Income	37		
	A. (i) Items that will not be reclassified subsequently to profit or loss		34.72	11.66
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss		-	-
	B. (i) Items that will be reclassified subsequently to profit or loss		1,518.05	231.97
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss		-	-
	<b>TOTAL OTHER COMPREHENSIVE INCOME (XII)</b>		<b>1,552.77</b>	<b>243.63</b>
XIII	<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (XI+XII)</b>		<b>(5,623.27)</b>	<b>1,666.72</b>
XIV	Earnings Per Equity Share	38		
	Basic (₹)		(24.58)	4.87
	Diluted (₹)		(24.58)	4.87

The accompanying notes are an integral part of the Consolidated Financial Statements

In terms of our report of even date attached

**For Anil Kamal Garg & Company**

Chartered Accountants

ICAI Firm Registration No. : 004186C

**For and on the behalf of the Board of Directors**

**Devendra Bansal**

Partner

Membership No. : 078057

ICAI UDIN : 23078057BGUPDU7461

**Sanjay Kumar Agrawal**

Managing Director

DIN : 00316249

**Vijay Prasad Pappu**

Whole Time Director cum CFO

DIN : 02066748

**Mohit Agrawal**

Chief Executive Officer

**Ajay Shrivastava**

Company Secretary

Indore, May 29th, 2023

Burhanpur, May 29th, 2023

**TEXMO PIPES AND PRODUCTS LIMITED**

**Consolidated Statement of Changes in Equity for the year ended 31st March, 2023**

**A. Equity Share Capital**

**(1) Current reporting period**

Balance as at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2022	Changes in Equity Share Capital during F.Y. 2022-23	Balance as at 31st March, 2023
2,919.50	-	2,919.50	-	2,919.50

**(2) Previous reporting period**

Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2021	Changes in Equity Share Capital during F.Y. 2021-22	Balance as at 31st March, 2022
2,919.50	-	2,919.50	-	2,919.50

**B. Other Equity**

**(1) Current reporting period**

Particulars	Exchange Difference in Translating the Financial Statements of Foreign Subsidiary	Equity Component of Compound Financial Instruments	Reserve and Surplus Securities Premium	Retained Earnings	Revaluation Surplus	₹ in Lakhs
						Total
Balance at the beginning of reporting period as at 1st April, 2022	2,881.12	85.89	6,991.76	5,241.97	6,411.45	21,392.20
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-	-
Restated balance at the beginning of reporting period as at 1st April, 2022	2,661.12	85.89	6,991.76	5,241.97	6,411.45	21,392.20
Profit for the financial year 2022-23	-	-	-	(7,176.04)	-	(7,176.04)
Other comprehensive income for the financial year 2022-23	1,518.05	-	-	34.72	-	1,562.77
	1,518.05	-	-	(7,141.32)	-	(5,623.27)
Balance at the end of reporting period as at 31st March, 2023	4,179.17	85.89	6,991.76	(1,899.35)	6,411.45	15,768.93

(2) Previous reporting period

Particulars	Exchange Difference on Translating the Financial Statements of Foreign Subsidiary	Equity Component of Compound Financial Instruments	Reserve and Surplus		Revaluation Surplus	Total
			Securities Premium	Retained Earnings		
Balance at the beginning of reporting period as at 1st April, 2021	2,429.15	85.89	6,991.76	3,799.41	6,422.83	19,729.04
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-	-
<b>Restated balance at the beginning of reporting period as at 1st April, 2021</b>	<b>2,429.15</b>	<b>85.89</b>	<b>6,991.76</b>	<b>3,799.41</b>	<b>6,422.83</b>	<b>19,729.04</b>
Profit for the financial year 2021-22	-	-	-	1,423.09	-	1,423.09
Other comprehensive income for the financial year 2021-22	231.97	-	-	11.66	-	243.63
Transfer from Revaluation Surplus to Retained Earnings	-	-	-	11.38	(11.38)	-
Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	-	-	(2.70)	-	(2.70)
Unamortised Interests Expenses on Loans from related parties written off	-	-	-	(0.86)	-	(0.86)
	<b>231.97</b>	<b>-</b>	<b>-</b>	<b>1,442.57</b>	<b>(11.38)</b>	<b>1,663.16</b>
<b>Balance at the end of reporting period as at 31st March, 2022</b>	<b>2,661.12</b>	<b>85.89</b>	<b>6,991.76</b>	<b>5,241.98</b>	<b>6,411.45</b>	<b>21,392.20</b>

The accompanying notes are an integral part of the Consolidated Financial Statements  
As per our attached Report of even date

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

**Deendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPDU7481

Indore, May 29th, 2023

For and on the behalf of the Board of Directors

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00316249

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

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Burhanpur, May 29th,

**TEXMO PIPES AND PRODUCTS LIMITED**

**Consolidated Statement of Cash Flows for the year ended 31st March, 2023**

[₹ in Lakhs]

Sno.	Particulars	Year ended 31st March, 2023		Year ended 31st March, 2022	
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Profit before Tax		(6,694.43)		1,931.02
	Adjustments for :				
	Depreciation and Amortization Expense	1,082.97		819.29	
	Interest on Lease Liabilities	113.72		822.64	
	Other Finance Costs	1,178.83		63.95	
	Bad Debts	5,913.35		556.10	
	Provision for Impairment of Debtors	1,393.15		67.04	
	Interest Income	(53.97)		(57.61)	
	Net Loss/(Gain) on Sale of Assets	0.33		(1.31)	
	Remeasurement of Defined Benefit Plans	34.72		11.66	
	Exchange Difference on Translation of Financial Statements	1,518.05	11,181.15	231.97	2,513.73
	<b>Operating Profit before Working Capital Changes</b>		4,486.72		4,444.75
	Net change in:				
	Inventories	(669.96)		(833.86)	
	Trade Receivables	(8,436.23)		(681.08)	
	Other Financial Assets	191.91		(69.66)	
	Other Current Assets	(64.43)		1,698.08	
	Financial Liabilities	190.96		262.64	
	Other Current Liabilities	482.36		(157.65)	
	Short Term Provisions	19.46	(8,285.93)	(49.82)	168.65
	<b>Cash generated from/ (used in) Operations</b>		(3,799.21)		4,613.40
	Direct Taxes Paid (Net)		(479.97)		(553.15)
	<b>Net Cash generated from/ (used in) Operating Activities</b>		(4,279.18)		4,060.26
B.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Purchase of Property, Plant and Equipment and Intangibles		(716.47)		(2,639.32)
	Sale/ Disposals of Property, Plant and Equipment		4.34		26.95
	Movement in Non Current Trade Receivables		3,566.58		-
	Movement in Non Current Other Financial Assets		720.17		-
	Movement in Non Current Investments		(0.05)		-
	Movement in Long Term Advances		-		(148.81)
	Movement in Deposits		2,743.93		(221.52)
	Interest Received		53.97		57.61
	<b>Net Cash generated from/ (used in) Investing Activities</b>		6,372.47		(2,925.09)
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	(Repayment)/Proceeds of Long-term Borrowings		(401.47)		1,155.86
	(Repayment)/Proceeds from Short term Borrowings		(270.94)		(1,457.98)
	(Repayment)/Proceeds of Other Non Current Borrowings		16.74		116.17
	(Repayment)/Proceeds of Other Current Financial Liabilities		(0.38)		(0.29)
	Payment of Lease Liabilities including Interest thereon		(210.81)		(123.30)
	Finance Costs		(1,178.83)		(822.64)
	<b>Net Cash generated from/ (used in) Financing Activities</b>		(2,045.69)		(1,132.18)



**TEXMO PIPES AND PRODUCTS LIMITED**

Consolidated Statement of Cash Flows for the year ended 31st March, 2023 (Contd...)

[₹ in Lakhs]

Sno.	Particulars	Year ended 31st March, 2023		Year ended 31st March, 2022	
	<b>NET CHANGE IN CASH AND CASH EQUIVALENTS [A+B+C]</b>		47.60		2.99
	Cash and cash equivalents at the beginning of the year		14.57		11.59
	<b>Cash and cash equivalents at the end of the year</b>		<b>62.17</b>		<b>14.58</b>
	<b>Components of cash and cash equivalents as at the year end :</b>				
	Balance with Banks in Current Accounts		46.99		5.72
	Cash on Hand		15.18		8.85
	<b>Cash and cash equivalents at the end of the year</b>		<b>62.17</b>		<b>14.57</b>

The accompanying notes are an integral part of the Consolidated Financial Statements

In terms of our report of even date attached

**For Anil Kamal Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. : 004186C

**For and on the behalf of the Board of Directors**

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 23078057BGUPDU7481

**Sanjay Kumar Agrawal**  
Managing Director  
DIN : 00316249

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

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Indore, May 29th, 2023

Burhanpur, May 29th, 2023

**TEXMO PIPES AND PRODUCTS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023**

(₹ in lakhs unless specified otherwise)

**NOTE - 1A - GROUP OVERVIEW**

- 1A.1 Texmo Pipes and Products Limited ("the Parent Company") was formed as a Partnership Firm by the name M/s Shree Mohit Industries on 13th May 1999 and was subsequently converted into Public Limited 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. The Parent Company's shares are listed with the National Stock Exchange [NSE] and Bombay Stock Exchange [BSE]. The Registered Office of the Company is situated at 98, Bahadarpur Road, Burhanpur (M.P.) 450331. The Parent Company is principally engaged in manufacturing and trading of PVC, HDPE, SWR, Sprinkler, Drip, CPVC Pipes and Fittings.
- 1A.2 Tapti Pipes & Products Limited FZE is a limited liability establishment, registered in Hamriyah Free Zone as a free zone establishment with status (FZE) under Commercial License No. 7599 incorporated on March 13, 2011, issued by Hamriyah Free Zone Authority, Sharjah, U.A.E. The registered office of the establishment is ELOB Office No. E2-113F-43, P.O. Box 49509, Hamriyah Free Zone, Sharjah, United Arab Emirates. The establishment is engaged in the business of General Trading.
- 1A.3 Tapti Pipes & Products Limited FZE is the Parent Company's wholly owned foreign subsidiary.
- 1A.4 The Parent Company and its wholly owned foreign subsidiary are collectively referred to as "Group".

**NOTE - 1B - SIGNIFICANT ACCOUNTING POLICIES**

**1B.1 Basis of Preparation**

The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accordingly, the Parent Company has prepared these Consolidated Financial Statements which comprise the Consolidated Balance Sheet as at 31 March, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) for the year ended 31 March 2023, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended 31 March 2023, and accounting policies and other explanatory information (together hereinafter referred to as "the Financial Statements").

The Consolidated financial statements of the Group for the year ended March 31, 2023 were authorized for issue in accordance with a resolution of the Board of Directors on May 29th, 2023.

**1B.2 Basis Of Consolidation**

The financial statements of the Parent Company and its subsidiary 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.

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

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 recognised in the Exchange difference on translation of Financial Statements of Foreign Operations Reserve. [Refer Note 16]

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

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

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

The Parent Company accounts for its share of post acquisition changes in net assets of associates and joint ventures, after eliminating unrealised profits and losses resulting from transactions between the Parent 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 reserves for the balance based on available information.

**1B.3 Basis of Measurement**

The Consolidated financial statements have been prepared on a going concern basis using historical cost convention and on accrual method of accounting, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments);
- Defined benefit plans - plan assets; and
- Assets Held for Sale

1B.4 **Functional and Presentation Currency**

These Consolidated financial statements are presented in Indian Rupees (INR), which is the Parent Company's functional currency. All amounts have been rounded off to the nearest lakh, unless otherwise indicated.

1B.5 **Summary of Significant Accounting Policies**

1B.5.1 **Property, Plant and Equipment (PPE)**

- (a) Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any other 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.
- (b) 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.
- (c) Expenses incurred in relation to a project, net of income earned during the project development stage prior to its intended use, are considered as Pre - Operative Expenses and are disclosed under 'Capital Work - in - Progress'.
- (d) Depreciation on Property, Plant and Equipment is provided using straight line method, except on Freehold Land, on which no depreciation is provided. Depreciation provided is based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. If, significant parts of an item of Property, Plant and Equipment have different useful lives, then they are accounted and depreciated for as separate items.
- (e) 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.
- (f) 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.
- (g) 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.

1B.5.2 **Leases**

The Group as a lessee

- (a) The Group's lease asset classes primarily consist of leases for land. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether :
  - (i) the contract involves the use of an identified asset;
  - (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and
  - (iii) the Group has the right to direct the use of the asset.
- (b) Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

- (c) At the date of commencement of the lease, the Group recognizes a Right-of-Use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short term leases and low value leases. For these short term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.
- (d) The lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.
- (e) The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.
- (f) ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.
- (g) The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.
- (h) Lease liability and ROU assets have been separately presented in the Consolidated Balance Sheet and lease payments have been classified as financing cash flows.

The Group as a lessor

- (a) The Group has not entered into any lease contract during the year in the capacity of "Lessor".

Adoption of Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases, which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has entered into six lease agreements, in earlier years, all expiring in the financial year 2021-22. Looking to the short-term unexpired period of the lease agreements as on the date of applicability of Ind AS 116 Leases, the group has classified such leases as 'Short Term Leases' and correspondingly, has claimed the exemption benefit under paragraph 5(a) of Ind AS 116 Leases. Accordingly, the group has recognised the lease payments associated with those leases as an operating expense.

**1B.5.3** Capital Work-in-Progress

- (a) 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 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 and after deducting trade discounts and rebates.
- (b) 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 Work-in-Progress' and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.
- (c) 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 Consolidated Statement of Profit and Loss.

1B.5.4 Intangible assets

- (a) Intangible Assets purchased 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. 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.
- (b) Amortisation is provided on straight-line basis over estimated useful lives of the intangible assets, which is taken at 5 years for Computer Software. The amortisation period for intangible assets with finite useful lives are reviewed at least at each year end. Changes in useful lives are treated as changes in accounting estimates.
- (c) 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 recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.
- (d) Revenue expenditure pertaining to research is charged to the Consolidated Statement of Profit and Loss. Development costs of products are charged to the Consolidated Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised.
- (e) The Group has no internally generated Intangible Assets.

1B.5.5 Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets

- (a) 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.
- (b) An impairment loss is recognised in the Consolidated 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.
- (c) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1B.5.6 Borrowing Costs

- (a) 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 capitalised 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.
- (b) Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
- (c) All other borrowing costs are expensed in the period in which they occur.

1B.5.7 Inventories

- (a) Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable 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.
- (b) Cost of raw materials, work-in- progress, finished goods, stock-in-trade, stores and spares and packing materials are determined at Cost.
- (c) with moving average price on First in First Out [FIFO] basis.



1B.5.8 Assets Held For Sale

The assets are classified as held for sale if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification of held for sale is met when the asset is available for immediate sale and the same is highly probable of being completed within one year from the date of classification under held for sale. The Parent Company, is holding a Land at Shukhpuri Village, as 'Assets held for Sale', under the head of Other Current Assets, as the management now anticipates completion of the sale by March, 2024 (Previously, the company was estimating the completion of sale by March, 2023).

1B.5.9 Provisions, Contingent Liabilities and Contingent Assets

- (a) Provisions are recognised 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's 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 recognised as a standalone asset only when the reimbursement is virtually certain.
- (b) 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.
- (c) Contingent liabilities are disclosed on the basis of judgment of the management. These are reviewed at each balance sheet date and are adjusted to reflect the current management's estimate.
- (d) Contingent assets are not recognized but are disclosed in the consolidated financial statements when inflow of economic benefits is probable.

1B.5.10 Income Taxes

- (a) Income-Tax expense comprises of current and deferred income tax which has been shown under the head 'Other Expenses'. Income tax expense is recognised in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.
- (b) 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.
- (c) Deferred tax is recognised 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.
- (d) 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 realised, 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.

1B.5.11 Foreign Currency Transactions and Translations

- (a) 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.
- (b) Exchange differences arising on settlement or translation of monetary items are recognised in Consolidated 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.
- (c) 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 recognised in OCI or Consolidated Statement of Profit and Loss are also recognised in OCI or Consolidated Statement of Profit and Loss, respectively).

1B.5.12 Employee Benefits Expense

(a) Short Term Employee Benefits

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

(b) Post-Employment Benefits

A 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 recognised as an expense in the Consolidated Statement of Profit and Loss during the period in which the employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to that extent.

(c) Defined Benefits Plans

(i) 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.

(ii) The Parent 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 provisions of the Payment of Gratuity Act, 1972.

(iii) 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 the governing Income-Tax authorities.

(iv) 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.

(v) Re-measurements of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

(d) 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 Company recognises the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

1B.5.13 Revenue from Operations

(a) Revenue from sale of goods is recognised 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.

(b) Revenue from rendering of services is recognised when the performance obligation to render the services are completed as per contractually agreed terms.

(c) Revenue from sale of goods & rendering of services is measured at the fair value of the consideration received or receivable after taking into account contractually defined terms of payment and excluding trade discounts, volume rebates and taxes or duties collected on behalf of the Government such as Goods and Services Tax (GST). However, mere for the representation purposes, in the Statement of Profit and Loss, value of sales, at once, is shown inclusive of Goods & Services Tax and subsequently, such Goods & Services Tax are reduced.

1B.5.14 Other Income

(a) Interest Income

For all Debt Instruments measured either at Amortized Cost or at Fair Value through Other Comprehensive Income, interest income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability.

(b) Dividend Income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

1B.5.15 Goods and Services Tax (GST)

The Goods & Services Tax balances, as appearing in the Balance Sheet of the Group, are subject to the reconciliation at the time of furnishing the annual GST returns of the company, under the Goods and Services Tax Enactments, for the financial year 2022-23.

1B.5.16 Insurance Claims

(a) 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:

(b) The Parent Company is expecting the settlement of insurance claims lodged by it, within next twelve months and therefore, the Parent Company has classified such Insurance Claims Receivables under the head 'Other Current Assets' in the Consolidated Balance Sheet.

1B.5.17 Financial Instruments

(a) Financial Assets

(i) 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.

(ii) 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.

(iii) Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Consolidated 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'.

(iv) 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 recognised 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 analysed.

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.

(b) Financial Liabilities

(i) 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 recognised in the Consolidated Statement of Profit and Loss as finance cost.

(ii) 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.

(iii) Derivative financial instruments and Hedge Accounting

Derivative financial instruments are initially recognised 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 Consolidated Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Consolidated 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:

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 recognised 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 Consolidated 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 Consolidated 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 Consolidated Statement of Profit and Loss.

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 Consolidated 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 amortised to Consolidated Statement of Profit and Loss over the period of maturity.

(iv) 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 Consolidated Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1B.5.18 Operating Cycle

- (a) The Group presents its assets and liabilities in the consolidated balance sheet based on current/non-current classification which is based upon the Company's operating cycle. The Group has identified twelve months as its operating cycle.
- (b) An asset is treated as current when it is:
  - (i) Expected to be realized or intended to be sold or consumed in normal operating cycle;
  - (ii) Held primarily for the purpose of trading;
  - (iii) Expected to be realized within twelve months after the reporting period; or
  - (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- (c) A liability is treated as current when :
  - (i) It is expected to be settled in normal operating cycle;
  - (ii) It is held primarily for the purpose of trading;
  - (iii) It is due to be settled within twelve months after the reporting period, or
  - (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- (d) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1B.5.19 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 shares issued during the year including bonus issue.

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.

1B.5.20 Dividend Distribution

Dividends paid (including Income-Tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders

1B.5.21 Statement of Cash Flows

(a) Cash and Cash equivalents

For the purpose of presentation in the consolidated 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.

- (b) The Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7 on 'Statement of Cash Flows'.



**NOTE - 1C - 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 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.

**1C.1 Depreciation / amortisation and useful lives of property plant and equipment / intangible assets**

Property, Plant and Equipment / Intangible assets are depreciated / amortised 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 / amortisation 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 / amortisation for future periods is revised if there are significant changes from previous estimates.

**1C.2 Recoverability of Trade Receivable**

Judgements 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.

**1C.3 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.

**1C.4 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 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.

**1C.5 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 Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**NOTE - 2 - PROPERTY, PLANT AND EQUIPMENT**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION		NET CARRYING AMOUNT	
		As at 01-04-2022	As at 31-03-2023	As at 01-04-2022	As at 31-03-2023	As at 31-03-2023	As at 31-3-2022
1	Freehold Land	6,447.13	6,447.13	-	-	6,447.13	6,447.13
2A	Factory Buildings	1,230.28	1,230.28	45.09	233.85	896.43	1,041.52
2B	Office Buildings	304.14	304.14	5.05	39.30	299.04	301.49
3	Plant and Equipment	7,599.07	8,230.83	742.84	3,521.48	4,715.17	4,810.02
4	Furniture and Fixtures	105.40	112.79	73.01	78.59	34.20	32.41
5	Vehicles	572.29	587.95	66.74	890.91	226.99	271.21
6	Office Equipments	153.28	174.47	22.04	69.08	75.41	76.25
	<b>TOTAL</b>	<b>16,442.41</b>	<b>17,092.34</b>	<b>887.84</b>	<b>4,802.17</b>	<b>12,791.18</b>	<b>12,980.04</b>

**Notes:**

(i) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.

(ii) The Company has neither acquired any Property, Plant and Equipment through business combinations nor revalued any of its Property, Plant and Equipments during F.Y. 2022-23 or during F.Y. 2021-22.

(iii) Extra immovable and immovable Property, Plants and Equipments are mortgaged in favour of secured lenders against the sanctioned credits (Refer Note 18, 18.1 & 22).

(iv) Nil amount of impairment loss is recognised during the current and comparative period.

**NOTE - 2.1 - PROPERTY, PLANT AND EQUIPMENT**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION		NET CARRYING AMOUNT	
		As at 01-04-2021	As at 31-3-2022	As at 01-04-2021	As at 31-3-2022	As at 31-3-2022	As at 31-3-2021
1	Freehold Land	6,447.13	6,447.13	-	-	6,447.13	6,447.13
2A	Factory Buildings	920.36	1,230.28	152.83	188.77	1,041.51	767.73
2B	Office Buildings	333.13	334.14	27.00	32.85	301.48	308.13
3	Plant and Equipment	6,360.59	7,599.87	2,253.34	3,789.85	4,810.02	3,107.25
4	Furniture and Fixtures	100.96	105.42	65.23	73.01	32.41	38.73
5	Vehicles	558.99	572.30	228.57	78.34	271.21	332.01
6	Office Equipments	115.57	153.28	60.40	77.02	75.41	55.14
	<b>TOTAL</b>	<b>13,839.32</b>	<b>16,442.42</b>	<b>2,785.10</b>	<b>3,462.38</b>	<b>12,980.04</b>	<b>11,054.12</b>

**NOTE - 3 - RIGHT-OF-USE ASSETS**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION		NET CARRYING AMOUNT			
		As at 01-04-2022	Additions	Disposals	As at 31-03-2023	For the year	Disposals	As at 31-03-2023	As at 31-03-2022
1	Land	1,371.53	-	-	1,371.53	192.64	-	1,056.83	1,252.17
	<b>TOTAL</b>	1,371.53	-	-	1,371.53	192.64	-	1,056.83	1,252.17

**Notes:**

(i) Lease Deeds of all the immovable properties included in Right-of-Use-Assets are held in the name of the Company.

(ii) The Company has not revealed any of its Right of Use Assets during F.Y. 2022-23 and comparative period.

(iii) Nil amount of borrowing costs is capitalised during the current and comparative period.

(iv) Nil amount of impairment loss is recognised during the current and comparative period.

**NOTE - 3.1 - RIGHT-OF-USE ASSETS**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION		NET CARRYING AMOUNT			
		As at 01-04-2021	Additions	Disposals	As at 31-3-2022	For the year	Disposals	As at 31-3-2022	As at 31-3-2021
1	Land	-	1,371.53	-	1,371.53	118.36	-	1,118.36	-
	<b>TOTAL</b>	-	1,371.53	-	1,371.53	118.36	-	1,118.36	-

**NOTE - 4 - CAPITAL WORK-IN-PROGRESS**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION		NET CARRYING AMOUNT			
		As at 01-04-2022	Additions	Disposals	As at 31-03-2023	For the year	Disposals	As at 31-03-2023	As at 31-3-2022
1	Capital Work-In-Progress	6.84	486.40	473.67	18.57	-	-	19.57	6.84
	<b>TOTAL</b>	6.84	486.40	473.67	18.57	-	-	19.57	6.84

**Notes:**

(i) There are no Capital Work in Progress where completion is overdue against original planned timelines or where estimated costs exceeded its original planned cost as at 31st March, 2023 and 31st March 2022.

NOTE - 4.1 - CWIP Ageing Schedule as at 31st March, 2023

SNO.	PARTICULARS	Amount in CWIP for a period of			TOTAL
		Less than 1 year	1 to 2 years	More than 2 to 3 years	
1	Projects in Progress	19.57	-	-	19.57
2	Projects temporarily suspended	-	-	-	-
	TOTAL	19.57	-	-	19.57

(₹ in Lakhs)

NOTE - 4.2 - CAPITAL WORK-IN-PROGRESS

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION		NET CARRYING AMOUNT	
		As at 01-04-2021	Additions	Disposals	As at 31-3-2022	For the year	As at 31-3-2022	As at 31-3-2021
1	Capital Work-in-Progress	0.05	6.19	-	6.24	-	6.24	0.65
	TOTAL	0.05	6.19	-	6.24	-	6.24	0.65

(₹ in Lakhs)

NOTE - 4.3 - CWIP Ageing Schedule as at 31st March, 2022

SNO.	PARTICULARS	Amount in CWIP for a period of			TOTAL
		Less than 1 year	1 to 2 years	More than 2 to 3 years	
1	Projects in Progress	6.19	0.65	-	6.84
2	Projects temporarily suspended	-	-	-	-
	TOTAL	6.19	0.65	-	6.84

(₹ in Lakhs)

**NOTE - 5 - INVESTMENT PROPERTY**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/ IMPAIRMENT LOSS/ REVERSAL			NET CARRYING AMOUNT	
		As at 01-04-2022	Additions	Disposals	As at 01-04-2022	For the year	Disposals	As at 31-03-2023	As at 31-3-2022
1	Freehold Land	38.44	-	-	-	-	-	38.44	38.44
	TOTAL	38.44	-	-	-	-	-	38.44	38.44

Notes:

(i) The Fair Value of Investment Property as on 31st March 2023 is ₹ 20.11 Lakhs (Previous year ₹ 20.11 Lakhs). The valuation of the Freehold Land has been made by the Company on the basis of Guideline Rates prescribed by the concerned Stamp Valuation Authority and therefore, the same is not based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. However, the management is of the opinion that the market value of the aforesaid Freehold Land is much higher than the Value adopted by the Stamp Valuation Authority.

(ii) Nil amount of borrowing costs is capitalised during the current and comparative period.

(iii) Nil amount of impairment loss is recognised during the current and comparative period.

(iv) During the financial year, no rental income was generated from the investment property nor any direct expenditure has been incurred by the Company on its Investment Property.

**NOTE - 5.1 - INVESTMENT PROPERTY**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/ IMPAIRMENT LOSS/ REVERSAL			NET CARRYING AMOUNT	
		As at 01-04-2021	Additions	Disposals	As at 01-04-2021	For the year	Disposals	As at 31-3-2022	As at 31-3-2021
1	Freehold Land	38.44	-	-	-	-	-	38.44	38.44
	TOTAL	38.44	-	-	-	-	-	38.44	38.44



**NOTE - 6 - INTANGIBLE ASSETS OTHER THAN GOODWILL**

[₹ in Lakhs]

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/AMORTISATION			NET CARRYING AMOUNT		
		As at 01-04-2022	Additions	Disposals	As at 31-03-2023	As at 01-04-2022	For the year	Disposals	As at 31-03-2023	As at 31-3-2022
1.	Computer Software	31.56	-	-	31.56	24.45	2.39	-	26.84	4.72
	<b>TOTAL</b>	31.56	-	-	31.56	24.45	2.39	-	26.84	4.72

Notes:

- The Company has neither acquired any Intangible Assets through business combinations nor revalued any of its Intangible Assets during F.Y. 2022-23 or during F.Y. 2021-22.
- The company is not having any Intangible Assets which are under development.
- Nil amount of borrowing costs is capitalised during the current and comparative period.
- Nil amount of impairment loss is recognised during the current and comparative period.

**NOTE - 6.1 - INTANGIBLE ASSETS OTHER THAN GOODWILL**

[₹ in Lakhs]

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/AMORTISATION			NET CARRYING AMOUNT		
		As at 01-04-2021	Additions	Disposals	As at 31-3-2022	As at 01-04-2021	For the year	Disposals	As at 31-3-2022	As at 31-3-2021
1.	Computer Software	31.56	-	-	31.56	21.78	2.67	-	24.45	9.78
	<b>TOTAL</b>	31.56	-	-	31.56	21.78	2.67	-	24.45	9.78

**NOTE - 7 - NON-CURRENT TRADE RECEIVABLES**

[Unsecured, considered good]

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured, considered good	-	-
Unsecured, considered good	612.86	4,179.44
Trade Receivables which have significant increase in Credit Risk	-	-
Less: Impairment for trade receivables	-	-
Trade Receivables - Credit Impaired	-	-
<b>TOTAL</b>	<b>612.86</b>	<b>4,179.44</b>

**NOTE - 7.1- NON CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2023**

S.No	Particulars	Outstanding for following periods from due date of Payment				Total
		Less than 6 months	6 months to 1 to 2 years	2 to 3 years	More than 3 years	
1	Undisputed Trade receivables – considered good	-	-	-	612.86	612.86
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-
4	Disputed Trade Receivables – considered good	-	-	-	-	-
5	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-
	<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>612.86</b>	<b>612.86</b>

**NOTE - 7.2- NON CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2022**

S.No	Particulars	Outstanding for following periods from due date of Payment				Total
		Less than 6 months	6 months to 1 to 2 years	2 to 3 years	More than 3 years	
1	Undisputed Trade receivables – considered good	-	-	-	4,179.44	4,179.44
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-
4	Disputed Trade Receivables – considered good	-	-	-	-	-
5	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-
	<b>TOTAL</b>	-	-	-	4,179.44	4,179.44

**NOTE - 8 - NON-CURRENT FINANCIAL ASSETS**

[Unsecured, considered good]

Particulars	As at	
	31st March, 2023	31st March, 2022
Other Receivables	-	720.17
<b>TOTAL</b>	-	720.17

**NOTE - 9 - NON-CURRENT INVESTMENTS**

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
<b><u>Investment in Equity Instruments (Unquoted)</u></b>		
<u>Others</u>		
Texmo Pipes Foundation	0.05	-
500 [Previous year - Nil] Equity Shares of Face Value of ₹10/- each, fully paid-up		
<b>TOTAL</b>	<b>0.05</b>	<b>-</b>

**NOTE - 9.1 - Investments in Equity Instruments**

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Aggregate amount of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	0.05	-
Aggregate amount of Impairment in Value of Quoted Investments	-	-
Aggregate amount of Impairment in Value of Unquoted Investments	0.05	-

**NOTE - 10 - OTHER NON-CURRENT ASSETS**

[Unsecured, considered good]

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Advances other than Capital Advances		
Security Deposits	331.49	325.96
Taxes Paid Under Protest	93.57	185.53
Advances to Suppliers	-	2,657.49
<b>TOTAL</b>	<b>425.06</b>	<b>3,168.99</b>

**NOTE - 11 - INVENTORIES**

[Valued at lower of cost and net realizable value]

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Raw Materials	2,901.85	1,798.37
Work-In-Progress	130.13	94.57
Finished Goods	3,280.98	3,884.59
Stock-In-Trade	558.38	445.68
Stores and Spares	120.68	107.50
Packing Materials	73.36	64.69
<b>TOTAL</b>	<b>7,065.36</b>	<b>6,395.40</b>

Notes:

- (i) Amount of inventories recognized as an expense have been disclosed in Notes 30, 31 and 32.
- (ii) Entire inventories have been hypothecated as security with banks against working capital loans, refer Note 22 for details.



**NOTE - 12 - CURRENT TRADE RECEIVABLES**

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Secured, considered good	-	-
Unsecured, considered good	5,614.46	4,484.73
Trade Receivables which have significant increase in Credit Risk	143.37	124.49
Less: Allowance for Doubtful Debts	(143.37)	(124.49)
Trade Receivables - Credit Impaired	-	-
<u>TOTAL</u>	5,614.46	4,484.73

Notes:

- (i) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further, trade receivables due from enterprises over which Key managerial persons are able to exercise significant influence amounts to ₹ Nil (Previous year ₹ Nil) and firms or private companies in which any director is a partner, a director or a member amounts to ₹ Nil (Previous year ₹ Nil) as at 31st March, 2023.
- (ii) The Allowance for Doubtful Debts has been made on the basis of expected credit loss as per the judgment of the management.
- (iii) Entire Trade Receivables have been hypothecated with Banks against working capital loans, refer Note 22 for details.

**NOTE - 12.1-CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2023**

S.No	Particulars	Outstanding for following periods from due date of Payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
1	Undisputed Trade receivables – considered good	5,418.44	77.98	44.24	36.61	37.18	5,614.45
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
4	Disputed Trade Receivables – considered good	-	-	-	-	-	-
5	Disputed Trade Receivables – which have significant increase in credit risk	-	-	0.02	12.11	131.25	143.38
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-	(143.37)
	<b>TOTAL</b>	<b>5,418.44</b>	<b>77.98</b>	<b>44.26</b>	<b>48.72</b>	<b>168.43</b>	<b>5,614.46</b>

(₹ in Lakhs)

**NOTE - 12.2-CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2022**

S.No	Particulars	Outstanding for following periods from due date of Payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
1	Undisputed Trade receivables – considered good	4,231.99	15.39	42.67	172.02	22.66	4,484.73
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
4	Disputed Trade Receivables – considered good	-	-	-	-	-	-
5	Disputed Trade Receivables – which have significant increase in credit risk	0.01	0.01	7.72	10.80	105.96	124.50
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-	(124.50)
	<b>TOTAL</b>	<b>4,232.00</b>	<b>15.40</b>	<b>50.39</b>	<b>182.82</b>	<b>128.62</b>	<b>4,484.73</b>

(₹ in Lakhs)

**NOTE - 13- CASH AND CASH EQUIVALENTS**

[₹ in Lakhs]

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Balances with Banks in Current Accounts	46.99	5.72
Cash on Hand	15.18	8.85
<b>TOTAL</b>	<b>62.17</b>	<b>14.57</b>

**NOTE - 14 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

[₹ in Lakhs]

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Fixed Deposits - Maturity more than 3 months and less than 12 months	804.98	996.89
<b>TOTAL</b>	<b>804.98</b>	<b>996.89</b>

**Notes:**

- (i) Fixed Deposits are held as margin money against the bank guarantee and letter of credit facilities sanctioned by the Banks.

**NOTE - 15 - OTHER CURRENT ASSETS**

[₹ in Lakhs]

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
A Capital Advances	7.41	49.36
(A)	7.41	49.36
B. <b>Advances other than Capital Advances</b>		
Taxes Paid Under Protest	457.20	457.20
Advance to related parties		
- Advance to Suppliers	-	54.71
Others		
- Advance to Suppliers	176.46	79.78
- Advance to Employees	49.91	28.97
- Advance for Expenses	47.65	38.31
(B)	731.22	658.97
C. <b>Others</b>		
Assets Held for Sale - Freehold Land	195.22	195.22
Balances with Statutory Authorities	49.52	21.13
Prepaid Expenses	64.26	61.49
Insurance Claims Receivable	715.03	715.03
Incentives Receivable from Government	430.02	430.02
Gratuity Plan Assets	2.98	-
(C)	1,457.03	1,422.89
<b>TOTAL (A+B+C)</b>	<b>2,195.66</b>	<b>2,131.22</b>

**Notes:**

- (i) No advances are due from directors or other officers of the Company either severally or jointly with any other person. Further, advance to supplier due is amounting to ₹ Nil (Previous Year ₹ 54.70 Lakhs) from firms or private companies in which any director is a partner, a director or a member, as at 31st March, 2023.
- (ii) The entire Insurance Claim is receivable by the Company against the losses of Property, Plant and Equipment and Inventories occurred in earlier years. The Company has received the partial Insurance Claim and the remaining claim is expected to be settled in the financial year 2023-24. The Management consider the same as good for recovery and therefore, no provision for impairment of the value of such claim has been considered necessary.
- (iii) The incentives receivables from Government by the Company is the VAT amount receivable under TRIFAC Subsidiary Scheme. The Company is expecting that such incentive will be received in the financial year 2023-24. The Management consider the same as good for recovery and therefore, no provision for impairment of the value of such claim has been considered necessary.

**NOTE - 16 - EQUITY SHARE CAPITAL**

**A. Authorised and Paid-up Share Capital**

[₹ in Lakhs]

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>AUTHORISED</b>				
Equity Shares of ₹ 10/- each	3,60,00,000	3,600.00	3,60,00,000	3,600.00
<b>ISSUED, SUBSCRIBED AND FULLY PAID-UP</b>				
Equity Shares of ₹ 10/- each	2,91,95,000	2,919.50	2,91,95,000	2,919.50
<b>TOTAL</b>	2,91,95,000	2,919.50	2,91,95,000	2,919.50

**B. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

[₹ in Lakhs]

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	2,91,95,000	2,919.50	2,91,95,000	2,919.50
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,91,95,000	2,919.50	2,91,95,000	2,919.50

**C. Details of shares held by shareholders holding more than 5% of the aggregate shares in the company**

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Sanjay Kumar Agrawal	54,48,974	18.664%	54,48,974	18.664%
Smt. Rashmi Devi Agrawal	47,00,092	16.099%	47,00,092	16.099%
Shree Padmavati Irrigations LLP	26,12,000	8.947%	26,12,000	8.947%

**D. Details of shares held by Promoters as defined in the Companies Act, 2013 as at 31st March, 2023 and as at 31st March, 2022**

Name of the Promoter	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Shri Sanjay Kumar Agrawal	54,48,974	18.664%	54,48,974	18.664%	-
Smt. Rashmi Devi Agrawal	47,00,092	16.099%	47,00,092	16.099%	-
Shree Padmavati Irrigations LLP	26,12,000	8.947%	26,12,000	8.947%	-
Smt. Rashmi Devi Agrawal & Shri Sanjay Kumar Agrawal on behalf of Shree Venkatesh Industries	1,43,000	0.490%	1,43,000	0.490%	-
Shri Mohan Lal Sohan Lal Shah	6,089	0.021%	6,089	0.021%	-
Smt. Ananda Urmale	1,200	0.004%	1,200	0.004%	-
Shri Rajesh Babanlal Agrawal	1,200	0.004%	1,200	0.004%	-
Shri Vijay Prasad Pappu	1,200	0.004%	1,200	0.004%	-
Shri Mehmood Ahmed Khan	1,200	0.004%	1,200	0.004%	-
<b>Total</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>-</b>



**E. Details of shares held by Promoters as defined in the Companies Act, 2013 as at 31st March, 2022 and as at 31st March, 2021**

Name of the Promoter	As at 31st March, 2022		As at 31st March, 2021		% Change during the year
	No. of Shares held	% of Total Shares	No. of Shares held	% of Total Shares	
Shri Sanjay Kumar Agrawal	54,48,974	18.664%	54,48,974	18.664%	-
Smt. Rashmi Devi Agrawal	47,00,092	16.099%	47,00,092	16.099%	-
Shree Padmavati Irrigations LLP	26,12,000	8.947%	26,12,000	8.947%	-
Smt. Rashmi Devi Agrawal & Shri Sanjay Kumar Agrawal on behalf of Shree Venkatesh Industries	1,43,000	0.490%	1,43,000	0.490%	-
Shri Mohan Lal Sohan Lal Shah	6,089	0.021%	6,089	0.021%	-
Smt. Ananda Urmale	1,200	0.004%	1,200	0.004%	-
Shri Rajesh Babanlal Agrawal	1,200	0.004%	1,200	0.004%	-
Shri Vijay Prasad Pappu	1,200	0.004%	1,200	0.004%	-
Shri Mehmood Ahmed Khan	1,200	0.004%	1,200	0.004%	-
<b>Total</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>1,29,14,955</b>	<b>44.237%</b>	<b>-</b>

**F. Rights, Preferences and restrictions attached to Equity Shares**

The Company has issued only one class of equity shares having face 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.

**G. Allotment of Bonus Shares/Buy Back of shares**

There are no shares allotted as fully paid up by way of bonus shares or allotted as fully paid up pursuant to contract without payment being received in cash, or bought back during the period of five years immediately preceding the reporting date. There are no securities which are convertible into equity shares.

**NOTE - 17 - OTHER EQUITY**

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Securities Premium	6,991.76	6,991.76
Retained Earnings	(1,899.34)	5,241.98
Revaluation Reserve	6,411.45	6,411.45
Exchange difference on translation of Financial Statements of foreign operations	4,179.17	2,661.12
Equity Component of Compound Financial Instruments	85.89	85.89
<b>TOTAL</b>	<b>15,768.93</b>	<b>21,392.20</b>

**NOTE - 17.1 - Nature and Purpose of Reserves**
**(a) Securities Premium**

The amount received in excess of face value of the equity shares is recognized in Securities Premium. The amount of securities premium can be utilized only in accordance with the provisions of the Companies Act, 2013 for specified purposes.

The details of movement in Securities Premium during the year is as below:

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	6,991.76	6,991.76
Add: Premium on issue of Equity Shares	-	-
	6,991.76	6,991.76
Less: Utilized during the year	-	-
<b>Closing Balance</b>	<b>6,991.76</b>	<b>6,991.76</b>

(b) Retained Earnings

Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

The details of movement in Retained Earnings during the year is as below:

Particulars:	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	5,241.98	3,799.41
Add : Amount transferred from Revaluation Surplus to Retained Earnings	-	11.38
	5,241.98	3,810.79
Less : Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	2.70
	5,241.98	3,808.09
Less : Unamortised Interest Expenses on Loans from Related Parties Written-off	-	0.86
	5,241.98	3,807.23
Add: (Loss)/Profit for the year	(7,176.04)	1,423.09
	(1,934.06)	5,230.32
Add: Other Comprehensive Income for the Year	34.72	11.66
<u>Closing Balance</u>	(1,899.34)	5,241.98

(c) Revaluation Reserve

A revaluation reserve is a non-cash reserve created to reflect the true value of the asset when the market value of a certain category of asset is more or less than the value of such asset at which it is recorded in the books of account. The company has created revaluation reserve by making revaluation of the assets carried out during the financial year 2016-17. From the Revaluation Reserve, during the F.Y. 2021-22, ₹ 11.38 Lakhs has been reversed which was attributable to the revalued portion of certain asset sold in that year.

The details of movement in Revaluation Reserve during the year is as below:

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	6,411.45	6,422.83
Less : Amount transferred to Retained Earnings	-	(11.38)
<u>Closing Balance</u>	6,411.45	6,411.45

(d) Exchange difference on translation of Financial Statements of foreign operations

Particulars	As at	
	31st March, 2023	31st March, 2022
Opening Balance as per last financial statement	2,661.12	2,429.15
Add: Other Comprehensive Income	1,518.05	231.97
<u>Closing Balance</u>	4,179.17	2,661.12

(e) Equity Component of Compound Financial Instruments

Equity component of compound financial statement represents the difference between the proceeds of the borrowings made by the Company from its promoters, during the previous financial years, at low interest rate, and the fair value of the liability component.

The details of movement in Equity Component of Compound Financial Instruments during the year is as below:

Particulars	[₹ in Lakhs]	
	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	85.89	85.89
<u>Closing Balance</u>	85.89	85.89

**NOTE - 18- NON-CURRENT BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Non Current	Current	Non Current	Current
<b>Term Loans</b>				
<b>A. Secured</b>				
From Banks	1,345.75	376.96	1,735.50	540.69
From Non-Banking Financial Companies	-	-	11.72	18.96
(A)	1,345.75	376.96	1,747.22	559.65
<b>B. Unsecured</b>				
Loans and advances	-	-	-	-
(B)	-	-	-	-
<b>TOTAL (A+B)</b>	<b>1,345.75</b>	<b>376.96</b>	<b>1,747.22</b>	<b>559.65</b>

**Notes:**

- (i) The Current portion of the Borrowings represent the principal amount of loan, which is repayable in next twelve months and has been classified under Note 22 'Short Term Borrowings'.
- (ii) Refer Note 48 for information about liquidity risk.

**Note - 18.1 - Nature of security, terms of repayment and details of guarantee given for Long Term Secured Borrowings**

Sno.	Nature of Security	Terms of Repayment
1	Term Loan of ₹ 700 Lakhs (Previous year ₹ 700 Lakhs) from Punjab National Bank is secured on first and exclusive charge by way of Equitable Mortgage on Machineries and Hypothecation of all movable Machineries/ Implements/ Fixed Assets and Guarantees of Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, Shree Padmavati Irrigation LLP, Shree Balaji Industries and Shree Venkatesh Industries along with pari passu charge by way of Equitable Mortgage of Properties owned by Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal and M/s Shree Balaji Industries as collateral security.	Repayable in 84 equal monthly installments of ₹ 8.33 Lakhs with initial moratorium period of 5 months starting from April, 2018. Last installment due in March, 2025. Rate of interest 10.55% p.a. as at year end. (Previous Year 8.95% p.a.)  [Total Outstanding as on 31-03-2023 is ₹ 200.00 Lakhs (Previous year ₹ 293.23 Lakhs Lakhs) out of which ₹ 99.99 Lakhs (Previous year ₹ 99.99 Lakhs) is taken to current maturities of long term debts]
2	Term Loan of ₹ 400 Lakhs (Previous year ₹ 400 Lakhs) from Central Bank of India, is secured by Pari Pasu charge on Plant & Machineries situated at Factory Premises Present & Future with SBI and Personal Guarantees of Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal, M/s Shree Balaji Industries, M/s. Shree Padmavati Irrigation LLP and M/s. Shree Venkatesh Industries along with First pari passu charge by way of Equitable Mortgage of Properties owned by Directors Mr. Sanjay Kumar Agrawal, Mrs. Rashmidevi Agrawal and M/s Shree Balaji Industries as collateral security.	Repayable in 84 equal monthly installments starting from October, 2016. Last installment due in September, 2023. Rate of interest is 8.95 % p.a. as at the date of closure. (Previous Year 8.95% p.a.)  The entire loan has been repaid during the F.Y. 2022-23.  [Total Outstanding as on 31-03-2023 is ₹ Nil (Previous year ₹ 89.66 Lakhs) out of which ₹ Nil (Previous year ₹ 56.33 Lakhs) is taken to current maturities of long term debts]
3	Term Loan of ₹ 1,800 Lakhs (Previous year ₹ 1,800 Lakhs) from Punjab National Bank is secured by first and exclusive charge by way of Equitable Mortgage of proposed building having construction cost of ₹ 3,26,27,000/- situated at Kharsa no. 109 at Gram Mohammedpura, Burhanpur (M.P.) and by way of Hypothecation on plant & machineries & all movable machineries/ implements/ fixed assets to be created out of proposed term loan of the bank. (Presently, consortium has first pari-passu charge by way of EM on Khasra no. 109 at Gram Mohammedpura, Burhanpur (M.P.). It is further secured by second charge on entire current assets of the company both present and future (First charge exists with WC Lenders of consortium).	Repayable in 78 monthly principal installments of ₹ 23.08 Lakhs each starting from April, 2022. Last installment due in September, 2028. Rate of Interest as at the year end is 10.55% p.a. (Previous Year 8.95% p.a.)  [Total Outstanding as on 31-03-2023 is ₹ 1,523.07 Lakhs (Previous year 1776.47 Lakhs) out of which ₹ 276.96 Lakhs (Previous year ₹ 276.96 Lakhs) is taken to current maturities of long term debts.]

Sno.	Nature of Security	Terms of Repayment
4	Working Capital Demand Loan [Common Covid-19 Emergency Credit Line (CCECL)] of ₹ 330 Lakhs (Previous year ₹ 330 Lakhs) from State Bank of India, is 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.	<p>Repayable in 18 Principal monthly installments with initial moratorium Period of 6 months starting from February, 2021. Last installment due in July, 2022. Rate of Interest is 6.95% p.a. as at the date of closure (Previous Year 6.95% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.                      [Total Outstanding ₹ Nil (Previous year ₹ 72.99 Lakhs) out of which ₹ Nil (Previous year ₹ 72.99 Lakhs) taken to current maturities of long term debts]</p>
5	Four Vehicle Loans aggregating to ₹ 61.98 Lakhs (Previous year ₹ 61.98 Lakhs) from HDFC Bank Ltd. are secured by Hypothecation of Vehicles.	<p><u>At the time of sanction:</u></p> <p>The loan was repayable in 36 equal monthly installments starting from May, 2019. Last installment due in April, 2022.</p> <p><u>Restructuring due to Covid-19 Pandemic:</u></p> <p>Repayable in 26 equal monthly installments commencing from June, 2020. Last installment due in July, 2022. Rate of Interest is 9.74% p.a. as at the date of closure. (Previous Year 9.51 % p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p>[Total Outstanding ₹ Nil (Previous year ₹ 6.71 Lakhs) out of which ₹ Nil (Previous year ₹ 6.71 Lakhs) taken to current maturities of long term debts]</p>
6	Vehicle Loan of ₹ 4.24 Lakhs (Previous year ₹ 4.24 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p><u>At the time of sanction:</u></p> <p>The loan was repayable in 36 equal monthly installments starting from December, 2019. Last installment due in November, 2022.</p> <p><u>Restructuring due to Covid-19 Pandemic:</u></p> <p>Repayable in 32 equal monthly installments commencing from June, 2020. Last installment due in January, 2023. Rate of Interest is 9.00% p.a. as at the date of closure. (Previous Year 9.00 % p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p>[Total Outstanding ₹ Nil (Previous year ₹ 1.20 Lakhs) out of which ₹ Nil Lakhs (Previous year ₹ 1.20 Lakhs) taken to current maturities of long term debts]</p>
7	Vehicle Loan of ₹ 9.76 Lakhs (Previous year ₹ 9.76 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p>Repayable in 36 equal monthly installments starting from December, 2019. Last installment due in November, 2022. Rate of Interest is Nil as at the date of closure. (Previous Year 9.00% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p>[Total Outstanding ₹ Nil (Previous year ₹ 2.40 Lakhs) out of which ₹ Nil (Previous year ₹ 2.40 Lakhs) taken to current maturities of long term debts]</p>
8	Vehicle Loan of ₹ 77.65 Lakhs (Previous year ₹ 77.65 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	<p>Repayable in 60 equal monthly installments starting from August 2018. Last installment due in July 2023. Rate of Interest is 8.50% p.a. as at the date of closure. (Previous Year 8.50% p.a.)</p> <p>The entire loan has been repaid during the F.Y. 2022-23.</p> <p>[Total Outstanding ₹ Nil (Previous year ₹ 24.02 Lakhs) out of which ₹ Nil (Previous year ₹ 17.76 Lakhs) taken to current maturities of long term debts]</p>

Sno.	Nature of Security	Terms of Repayment
9	Vehicle Loan of ₹ 11.86 Lakhs (Previous year ₹ 11.86 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	Repayable in 36 equal monthly installments starting from December, 2020. Last installment due in November, 2023. Rate of Interest is 9.00% p.a. as at the date of closure. (Previous Year 8.00% p.a.)  The entire loan has been repaid during the F.Y. 2022-23.  [Total Outstanding ₹ Nil (Previous year ₹ 6.94 Lakhs) out of which ₹ Nil (Previous year ₹ 4.05 Lakhs) taken to current maturities of long term debts]
10	Vehicle Loan of ₹ 6.84 Lakhs (Previous year ₹ 6.84 Lakhs) from HDFC Bank Ltd. is secured by Hypothecation of Vehicle.	Repayable in 36 equal monthly installments starting from March, 2021. Last installment due in February, 2024. Rate of Interest is 7.65 % p.a. as at the date of closure. (Previous Year 7.65% p.a.)  The entire loan has been repaid during the F.Y. 2022-23.  [Total Outstanding ₹ Nil (Previous year ₹ 4.55 Lakhs) out of which ₹ Nil (Previous year ₹ 2.28 Lakhs) taken to current maturities of long term debts]
11	Vehicle Loan of ₹ 55.27 Lakhs (Previous year ₹ 55.27 Lakhs) from Daimier Financial Services India Pvt. Ltd. is secured by Hypothecation of Vehicle.	Repayable in 36 equal monthly installments starting from November, 2020. Last installment due in October, 2023. Rate of Interest is 7.33% p.a. as at the date of closure. (Previous Year 7.33% p.a.)  The entire loan has been repaid during the F.Y. 2022-23.  [Total Outstanding ₹ Nil (Previous year ₹ 30.67 Lakhs) out of which ₹ Nil (Previous year ₹ 18.96 Lakhs) taken to current maturities of long term debts]

**NOTE - 19 - LEASE LIABILITIES**

[₹ in Lakhs]

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Non Current	Current	Non Current	Current
Lease Liabilities for Land	1,087.00	128.09	1,215.09	97.09
<b>TOTAL</b>	<b>1,087.00</b>	<b>128.09</b>	<b>1,215.09</b>	<b>97.09</b>

Notes:

- (i) The Current portion of the Lease Liabilities represent the Lease Rental which is payable in next twelve months and has been classified under Note 23 'Current Lease Liabilities'.
- (ii) For details on the implications of application of Ind AS 116 on the financial statements, Refer Notes 1 & 41.

**NOTE - 20 - DEFERRED TAX LIABILITIES (NET)**

[₹ in Lakhs]

Particulars	As at 31st March, 2023	As at 31st March, 2022
<u>Deferred Tax Liabilities on account of taxable temporary differences:</u>		
At the beginning of the year	1,624.88	1,659.69
Less : Charge/(Credit) to Statement of Profit and Loss	(34.73)	(34.81)
<b>TOTAL</b>	<b>1,590.15</b>	<b>1,624.88</b>



**NOTE 20.1 - Component of Deferred Tax Liabilities for the year ended 31st March, 2023**

		[₹ in Lakhs]	
Particulars	As at 1st April, 2022	Charge/(Credit) to Statement of Profit and Loss	As at 31st March, 2023
<b>A. Deferred Tax Liabilities in relation to :</b>			
Property, Plant and Equipment	284.46	(10.14)	274.32
Revalued Land	1,401.52	(10.46)	1,391.06
Right-of-Use Asset	315.15	(48.49)	266.66
<b>(A)</b>	<b>2,001.13</b>	<b>(69.09)</b>	<b>1,932.04</b>
<b>B. Deferred Tax Assets in relation to :</b>			
Provision for Impairment of Trade Receivable	31.33	4.75	36.08
Gratuity Payable	14.67	(14.67)	-
Lease Liabilities	330.25	(24.44)	305.81
<b>(B)</b>	<b>376.25</b>	<b>(34.36)</b>	<b>341.89</b>
<b>TOTAL (A-B)</b>	<b>1,624.88</b>	<b>(34.73)</b>	<b>1,590.15</b>

**Note - 20.2 - Component of Deferred Tax Liabilities for the financial year ended 31st March, 2022**

		[₹ in Lakhs]	
Particulars	As at 1st April, 2021	Charge/(Credit) to Statement of Profit and Loss	As at 31st March, 2022
<b>A. Deferred Tax Liabilities in relation to :</b>			
Property, Plant and Equipment	278.33	6.13	284.46
Revalued Land	1,407.74	(6.22)	1,401.52
Right-of-Use Asset	-	315.15	315.15
<b>(A)</b>	<b>1,686.07</b>	<b>315.06</b>	<b>2,001.13</b>
<b>B. Deferred Tax Assets in relation to :</b>			
Provision for Impairment of Trade Receivable	14.46	16.87	31.33
Gratuity Payable	11.92	2.75	14.67
Lease Liabilities	-	330.25	330.25
<b>(B)</b>	<b>26.38</b>	<b>349.87</b>	<b>376.25</b>
<b>TOTAL (A-B)</b>	<b>1,659.69</b>	<b>(34.81)</b>	<b>1,624.88</b>

**NOTE - 21 - OTHER NON-CURRENT LIABILITIES**

		[₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
<b>A. Advances against Sale of Property</b>		5.50	5.50
<b>(A)</b>		<b>5.50</b>	<b>5.50</b>
<b>B. Others</b>			
Long Term Deposits from Dealers and Suppliers		561.97	498.50
Long Term Deposits from Tenants		0.36	5.00
Gratuity Payable		-	42.10
<b>(B)</b>		<b>562.33</b>	<b>545.60</b>
<b>TOTAL (A+B)</b>		<b>567.83</b>	<b>551.10</b>

**NOTE - 22 - SHORT-TERM BORROWINGS**

		[₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
A.	<u>From Banks</u>		
	Cash Credit Facilities <i>[Loans Repayable on Demand, Secured]</i>	74.71	162.96
	Current Maturities of Long Term Debt	376.96	540.69
	(A)	451.67	703.65
B.	<u>From Others</u>		
	Current Maturities of Long Term Debt	-	18.96
	(B)	-	18.96
	<b>TOTAL</b> (A+B)	451.67	722.61

**Notes:**

- (i) The company has borrowed Cash Credit Loans from State Bank of India, Bank of Baroda, Punjab National Bank and Central Bank of India led by State Bank of India wherein, SBI Cash Credit Loan of ₹ 8.53 Lakhs (Previous Year ₹ 159.70 Lakhs), Bank of Baroda Cash Credit Loan of ₹ Nil (Previous Year ₹ 2.25 Lakhs), Punjab National Bank Cash Credit Loan of ₹ 64.57 Lakhs (Previous Year ₹ Nil) and Central Bank of India Cash Credit Loan of ₹ 1.61 Lakhs (Previous Year ₹ 1.00 Lakhs) are 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.

**NOTE - 23 - CURRENT LEASE LIABILITIES**

		[₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
	Current Maturities of Lease Liabilities	128.09	97.09
	<b>TOTAL</b>	128.09	97.09

**NOTE - 24 - CURRENT TRADE PAYABLES**

		[₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
	Total outstanding dues of micro enterprises & small enterprises	417.75	843.59
	Total outstanding dues of creditors other than micro enterprises & small enterprises	4,365.58	3,748.77
	<b>TOTAL</b>	4,783.33	4,592.36

**Notes:**

- (i) Trade payables are due to firms or private companies in which any director is a partner, a director or a member amounts to ₹ 85.46 Lakhs (Previous year ₹ 605.94 Lakhs) as at 31st March, 2023.

**NOTE - 24.1 - Information to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006**

The information as required to be disclosed under 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. The amount of principal and interest outstanding during the year is given below :

		[₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
(a)	Principal amount remaining unpaid to any supplier as at the end of accounting year	417.75	843.59
(b)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(c)	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(d)	The amount of interest due and payable for the year	-	-
(e)	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(f)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

**NOTE - 24.2- Trade Payables Ageing Schedule as at 31st March, 2023**

		[₹ in Lakhs]				
S.No	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 to 2 years	2 to 3 years	More than 3	
1	MSME	417.75	-	-	-	417.75
2	Other than MSME	4,257.14	69.43	11.80	27.21	4,365.58
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - Other than MSME	-	-	-	-	-
	<b>TOTAL</b>	4,674.89	69.43	11.80	27.21	4,783.33

**NOTE - 24.3- Trade Payables Ageing Schedule as at 31st March, 2022**

		[₹ in Lakhs]				
S.No	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 to 2 years	2 to 3 years	More than 3	
1	MSME	843.59	-	-	-	843.59
2	Other than MSME	3,682.17	28.92	37.69	-	3,748.77
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - Other than MSME	-	-	-	-	-
	<b>TOTAL</b>	4,525.76	28.92	37.69	-	4,592.36

**NOTE - 25 - OTHER FINANCIAL LIABILITIES**

		[₹ in Lakhs]	
Particulars		As at 31st March, 2023	As at 31st March, 2022
Interest accrued but not due on borrowings		-	0.38
<b>TOTAL</b>		-	0.38

**NOTE - 26 - OTHER CURRENT LIABILITIES**

[₹ in Lakhs]

Particulars		As at 31st March, 2023	As at 31st March, 2022
A.	<u>Revenue Received in Advance</u>		
	Advance from Customers	618.31	281.41
	(A)	618.31	281.41
B.	<u>Others</u>		
	Statutory Liabilities	362.45	253.21
	Gratuity Payable	-	16.19
	Other Liabilities [Refer Note below]	667.69	615.30
	(B)	1,030.14	884.70
	<u>TOTAL</u> (A+B)	1,648.45	1,166.10

**Note :**

- (i) Other liabilities include amount due to directors or other officers of the Company either severally or jointly with any other person amounting to ₹ 20.84 Lakhs (Previous year ₹ 0.82 Lakhs).

**NOTE - 27 - SHORT-TERM PROVISIONS**

[₹ in Lakhs]

Particulars		As at 31st March, 2023	As at 31st March, 2022
	For Employee Benefits	173.67	166.16
	For Others	68.32	56.37
	<u>TOTAL</u>	241.99	222.53

**NOTE - 28 - REVENUE FROM OPERATIONS**

[₹ in Lakhs]

Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
A.	<u>Sale of Products</u>		
	Manufactured Goods	59,940.31	52,330.50
	Traded Goods	3,387.15	3,631.55
	(A)	63,327.46	55,962.05
B.	<u>Sale of Services</u>		
	Freight and Logistics Income	516.70	479.47
	(B)	516.70	479.47
	<u>TOTAL</u> (A+B)	63,844.16	56,441.52

**NOTE - 28.1 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2023**

Particulars	[₹ in Lakhs]		
	India	Outside India	Total
Plastic Pipes, Fittings, Allied Products and Trading Accessories	62,887.45	-	62,887.45
Water Tanks and Allied Products	440.01	-	440.01
<b>TOTAL</b>	<b>63,327.46</b>	<b>-</b>	<b>63,327.46</b>

**NOTE - 28.2 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2022**

Particulars	[₹ in Lakhs]		
	India	Outside India	Total
Plastic Pipes, Fittings, Allied Products and Trading Accessories	55,902.40	-	55,902.40
Water Tanks and Allied Products	59.65	-	59.65
<b>TOTAL</b>	<b>55,962.05</b>	<b>-</b>	<b>55,962.05</b>

**NOTE - 29 - OTHER INCOME**

Particulars		[₹ in Lakhs]	
		Year ended 31st March, 2023	Year ended 31st March, 2022
A. Interest Income	(A)	53.97	57.61
B. <u>Other Non-Operating Income</u>			
Gain on Sale of Freehold Land		-	9.19
Miscellaneous Receipts		29.05	34.87
	(B)	29.05	44.06
<b>TOTAL</b>	<b>(A+B)</b>	<b>83.02</b>	<b>101.67</b>

Notes:

(i) Interest Income includes impact of financial instruments

**NOTE - 30 - COST OF MATERIALS CONSUMED**

Particulars	[₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Raw Materials Consumed	45,834.40	40,774.02
Packing Materials Consumed	370.05	280.80
<b>TOTAL</b>	<b>46,204.45</b>	<b>41,054.82</b>

**NOTE - 31 - PURCHASES OF STOCK-IN-TRADE**

Particulars	[₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Pipes & Fittings	1,900.51	2,179.81
Others	1,018.43	1,088.21
<b>TOTAL</b>	<b>2,918.94</b>	<b>3,268.02</b>



**NOTE - 32 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

[₹ in Lakhs]

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
A. <u>Inventories at the beginning of the year</u>		
Finished Goods	3,884.59	2,590.76
Work-In-Progress	94.57	94.67
Stock-In-Trade	445.68	490.62
	(A)	
	4,424.84	3,176.05
B. <u>Inventories at the end of the year</u>		
Finished Goods	3,280.98	3,884.59
Work-In-Progress	130.13	94.57
Stock-In-Trade	558.37	445.68
	(B)	
	3,969.48	4,424.84
	(A-B)	
<b>CHANGES IN INVENTORIES</b>	455.36	(1,248.79)

**NOTE - 33 - EMPLOYEE BENEFITS EXPENSES**

[₹ in Lakhs]

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Directors' Remuneration	407.43	328.50
Salary, Wages, Bonus & Gratuity	1,735.79	1,343.76
Contribution towards Provident Fund	54.85	53.60
Contribution towards ESIC	21.51	19.98
Employee Welfare and Other Benefits	70.26	35.83
	<b>TOTAL</b>	
	2,289.84	1,781.67

**NOTE - 34 - FINANCE COSTS**

[₹ in Lakhs]

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest Expenses	868.80	505.34
Letter of Credit Charges	252.75	223.25
Loan Processing and Incidental Expenses	51.12	74.12
Bank Guarantee Commission	6.17	19.94
Interest on Lease Liabilities	113.72	63.95
	<b>TOTAL</b>	
	1,292.56	886.60

Notes:

- (i) During the F.Y. 2022-23, borrowing cost of ₹ Nil (Previous Year ₹ 62.73 Lakhs) has been capitalised by the company towards its Qualifying Assets.

**NOTE - 35 - OTHER EXPENSES**

(₹ in Lakhs)

Particulars:	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>A. <u>Manufacturing and Operating Expenses</u></b>		
Power & Fuel	1,867.67	1,441.97
Stores & Spares Consumed	148.53	112.70
Repairs to Plant & Machineries	105.32	95.30
Other Manufacturing Expenses	477.14	321.65
(A)	2,598.66	1,971.62
<b>B. <u>Administrative Expenses</u></b>		
Lease Rent Expenses	-	38.85
Rent Expenses	61.92	56.88
Stationery & Printing	20.28	11.20
Postage and Courier Expenses	1.62	1.60
Electricity Expenses	1.19	1.50
Vehicle Running and Maintenance	23.36	18.56
Travelling & Conveyance Expenses	127.80	65.80
Telephone, Mobile and Internet Expenses	12.53	10.24
Directors Sitting Fees	3.78	4.10
Auditors' Remuneration		
- Statutory Audit	8.00	8.00
- Tax Audit	2.00	2.00
- GST Audit	1.00	2.00
- Cost Audit	0.80	0.75
- Secretarial Audit	0.55	0.55
Insurance	44.95	40.27
Repairs and Maintenance		
- Factory Building	105.04	257.62
- Office Building	13.59	2.43
- Others	1.55	1.75
Legal & Professional Expenses	47.12	34.83
Software Programme & Licence Fees	14.17	21.70
License Renewal Fees	6.91	10.36
Guest Accommodation Charges	7.37	4.56
Rates & Taxes	140.83	3.99
Charity & Donation	21.56	0.23
Contribution towards Corporate Social Responsibility	27.16	18.52
Prior Period Expenses/(Income)	-	(6.41)
Loss on Sale of Assets	0.33	7.88
Loss on Foreign Currency Transactions	37.59	-
Office Expenses	31.17	31.99
(B)	764.17	651.75
<b>C. <u>Selling, Distribution &amp; Other Expenses</u></b>		
Advertisement, Publicity & Sales Promotion	157.08	202.52
Copyright Usage Charges	103.11	1,104.52
Commission on Sales	79.92	117.51
Freight, Cartage Outward & Other Selling Expenses	3,821.65	3,227.52
Discount & Other Expenses	345.47	152.00
Bad Debts	5,913.36	556.10
Allowance for Doubtful Debts made	1,393.15	67.04
(C)	11,813.73	5,427.21
<b>TOTAL</b>	<b>(A+B+C)</b>	
	15,176.56	8,050.58

**NOTE - 35.1 - Break-up of Audit Fees**

(₹ in Lakhs)

Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
(a)	Auditors' Remuneration - Statutory Audit Fees - Tax Audit Fees - GST Audit Fees	8.00 2.00 1.00	8.00 2.00 2.00
(b)	Certification and Consultation Fees	11.00 1.75	12.00 1.75
<b>TOTAL</b>		<b>12.75</b>	<b>13.75</b>

**NOTE - 36 - EXCEPTIONAL ITEMS**

(₹ in Lakhs)

Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
Penalty under SEBI Regulations		25.00	-
Provision for Impairment in Value of Loans to Subsidiary		621.46	-
Provision for Diminution in Value of Investments in subsidiary		554.48	-
<b>TOTAL</b>		<b>1,200.94</b>	<b>-</b>

**Note :**

- (i) The company was, initially, imposed with a penalty of Rs. 10.00 Crores by an Order passed on 28th June, 2022 by the Adjudicating Officer of the SEBI under section 15HA of the Securities and Exchange Board of India Act, 1992. However, upon Appeal, the same has been restricted to a sum of Rs. 25.00 Lakhs by the Order dated 30-09-2022 passed by the Securities Appellate Tribunal, Mumbai. Accordingly, during the period under review, the company has made a payment of Rs. 25.00 Lakhs towards such penalty, which has been debited by the company to the statement of profit or loss under 'Exceptional Items'.
- (ii) During the year under review, considering the financial position of its wholly own Foreign Subsidiary Company namely 'Tapti Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2023 as per its audited financial statement, the company has made a provision for impairment of entire loans and advances, which was given by the company to its subsidiary company in earlier years and which was outstanding as on 31st March, 2023, amounting to ₹ 621.46 Lakhs. Further, considering the financial position and net worth of the subsidiary company as on 31st March, 2023, as per its Consolidated Audited Financial Statements and considering the fair market value, the company has made further provision of ₹ 554.48 Lakhs as on 31st March, 2023 on account of diminution in the value of investment in such subsidiary company, as appearing in its books of account of the company. Both the provisions aggregating to a sum of ₹ 1175.94 Lakhs are included 'Exceptional Items' of the Consolidated Statement of Profit and Loss of the company for the period under review.

**NOTE - 37 - OTHER COMPREHENSIVE INCOME**

(₹ in Lakhs)

Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
<b>A. Items that will not be reclassified into profit or loss :</b>			
(i)	Change in Revaluation surplus	-	-
(ii)	Remeasurements of defined benefit plans	34.72	11.66
(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	-	-
<b>(A)</b>		<b>34.72</b>	<b>11.66</b>
<b>B. Items that will be reclassified to profit or loss :</b>			
(i)	Exchange differences in translating the financial statements of foreign operation	1,518.05	231.97
(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 and Joint Ventures, to the extent not to be classified into profit or loss	-	-
(v)	Others	-	-
<b>(B)</b>		<b>1,518.05</b>	<b>231.97</b>
<b>TOTAL (A+B)</b>		<b>1,552.77</b>	<b>243.63</b>

**NOTE - 38 - EARNING PER SHARE**

[₹ in Lakhs]

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	(7,176.04)	1,423.09
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	2,91,95,000	2,91,95,000
Weighted Average Potential Equity Shares	-	-
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	2,91,95,000	2,91,95,000
Basic Earning Per Share	(24.58)	4.87
Diluted Earning Per Share	(24.58)	4.87
Face Value Per Equity Share	10	10

**NOTE - 39 - THE RECONCILIATION OF TAX EXPENSES AND THE ACCOUNTING PROFIT**

[₹ in Lakhs]

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit before Tax	(6,694.43)	1,931.02
Effect of Ind AS Adjustments	(60.75)	(45.87)
Adjusted Profit before Tax	(6,755.18)	1,885.15
Applicable Tax Rate	25.168%	25.168%
Computed Tax Expense	(1,700.14)	473.45
<u>Tax Effect of:</u>		
Income not taxable	-	-
Expenses Disallowed	77.40	29.59
Different tax rate on Capital Gains	-	-
Other Differences	632.03	20.37
Uncertain tax positions	1,490.72	0.58
Current Tax Provision	500.01	525.00
Effective Tax Rate	(7.47%)	27.19%

**NOTE - 40 - CONTINGENT LIABILITIES & COMMITMENTS**

[₹ in Lakhs]

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
<u>Contingent Liability not provided in respect of</u>		
(i) Disputed Income Tax Demand	1,324.69	1,324.69
(ii) Disputed Excise Duty, VAT, CST & Entry Tax Demands	400.24	725.00
(iii) Guarantee Given by the company's Banker in the normal course of business	393.89	868.64
(iv) Letter of Credit for purchase of goods	1,962.77	224.90
(v) Other Disputes [Refer Note Below]	-	-
<u>Commitments</u>		
Capital Contracts remaining to be executed	250.25	476.71
<u>Notes:</u>		
(i) 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.		
(ii) The Parent Company does not expect any reimbursements in respect of the above contingent liabilities		
(iii) Future cash outflows in respect of the above matters are determined only on receipt of judgments/ decisions pending at various forums/ authorities.		
(iv) The Parent 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 Parent Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements		

**NOTE - 41 - DISCLOSURES AS PER IND AS 116 "LEASES"**

**APPLICATION OF IND AS 116**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases, which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2021 and applied the standard to its leases. Accordingly, the Company has measured its lease liability as at 1st April, 2021 at the present value of the remaining lease payments, discounted using the interest rate of 8.95% p.a. implicit in the lease at the date of transition to Ind AS.

The Right-of-Use Asset has been recognised at an amount equal to the lease liability. Accordingly, a Right-of-Use asset of ₹ 1371.53 Lakhs has been recognized in F.Y. 2021-22. The cumulative effect on transition in retained earnings net off taxes is ₹ Nil.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the Right-of-Use asset, and finance cost for interest accrued on lease liabilities.

The Company does not have an option to purchase such leasehold land at the end of the lease period. There are no restrictions such as those concerning dividends, additional debts and further leasing imposed by the lease agreements.

Ind AS 116 has resulted in an increase in net cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments. The principal and interest portion of the lease payments have been disclosed under cash flow from financing activities which for the year ended March 31st, 2023, aggregating to ₹ 210.80 Lakhs (Previous Year ₹ 123.30 Lakhs).

For movement in Right-of-Use Asset Refer Note 3 and movement in Lease Liability during the year is as follows :

Particulars	[₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Balance at the beginning	1,312.18	-
Additions	-	1,371.53
Finance cost accrued during the year	113.72	63.95
Deletions	-	-
Payment of lease liabilities	(210.81)	(123.30)
Balance at the end	1,215.09	1,312.18

**NOTE - 42 - DISCLOSURES AS PER IND AS 19 "EMPLOYEE BENEFITS"**

(i) **Defined Contribution Plan**

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

Particulars	[₹ in Lakhs]	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Employer's Contribution to Provident Fund	54.85	53.60
Employer's Contribution to ESIC Fund	21.51	19.98

(ii) **Defined Benefit Plan**

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	[₹ in Lakhs]	
	Gratuity (Funded)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Defined Benefit Obligation at beginning of the year	187.82	169.66
Current Service Cost	21.92	25.25
Interest Cost	13.90	11.54
Past Service Cost (Vested benefits)	-	-
Benefits paid	(2.65)	(5.85)
Actuarial (Gain)/Loss	(38.41)	(12.78)
Defined Benefit Obligation at year end	182.58	187.82



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

[₹ in Lakhs]

Particulars	Gratuity (Funded)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Fair value of Plan Assets at beginning of year	129.54	122.29
Expected Return on Plan Assets	11.37	8.32
Actuarial Gain/(Loss)	(3.69)	(1.11)
Employer Contribution	50.99	5.89
Benefits Paid	(2.65)	(5.85)
Fair value of Plan Assets at year end	185.56	129.54

## Reconciliation of fair Value of Assets and Obligations

[₹ in Lakhs]

Particulars	Gratuity (Funded)	
	Year ended 31st March, 2023	As at 31st March, 2022
Fair value of Plan Assets	185.56	129.54
Present Value of Benefit Obligation	182.58	187.82
Amount recognised in Balance Sheet (Surplus/(Deficit))	2.98	(58.28)

## Expenses recognised during the year

[₹ in Lakhs]

Particulars	Gratuity (Funded)	
	Year ended 31st March, 2023	As at 31st March, 2022
In Income Statement		
- Current Service Cost	21.92	25.25
- Interest Cost	13.90	11.54
- Past Service Cost	-	-
- Return on Plan Assets	(11.37)	(8.32)
<u>Net Cost</u>	24.45	28.47
In Other Comprehensive Income		
Actuarial (Gain)/Loss	(38.41)	(12.78)
Return on Plan Assets	3.69	1.11
<u>Net (Income)/Expenses for the period recognised in OCI</u>	(34.72)	(11.67)

Actuarial Assumptions	Gratuity (Funded)	
	Year ended 31st March, 2023	As at 31st March, 2022
<u>Mortality Table (ALM)</u>		
Discount Rate (Per Annum)	7.40%	6.80%
Rate of Escalation in Salary (Per annum)	7.00%	7.00%

**Notes:**

- 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.
- The expected contribution for Defined Benefit Plan for the next financial year will be in line with F.Y. 2022-23.
- The Parent 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.
- Amount towards Defined Contribution Plan have been recognized under Contribution to Provident and Other funds in Note 33.

5 Defined Benefit Plan:

The Parent 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 Parent 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 :

(a) 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.

(b) 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.

(c) 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.

(d) 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.

**NOTE - 43 - PROVISION FOR IMPAIRMENT IN VALUE OF LOANS TO SUBSIDIARY AND DIMINUTION IN VALUE OF INVESTMENT IN SUBSIDIARY**  
**[In accordance with Ind AS 109, the Company uses 'Expected Credit Loss (ECL)' for evaluating impairment of financial assets]**

(₹ in Lakhs)

Particulars	Year ended 31st March, 2023
<b>1 <u>Provision for Impairment of Loans to Subsidiary</u></b>	
<b><u>Loan to M/s. Tapti Pipes &amp; Products Ltd., FZE, UAE (Wholly owned Subsidiary)</u></b>	
Fair Market Value of Loan as on 31-03-2022	621.46
Less : Fair Market Value of Loan as on 31-03-2023	-
<b><u>Provision for Impairment of Loans to Subsidiary</u></b>	<b>621.46</b>
<b>2 <u>Diminution in Value of Investment in Subsidiary</u></b>	
<b><u>Investment in Equity Shares of M/s. Tapti Pipes &amp; Products Ltd., FZE, UAE (Wholly owned Subsidiary)</u></b> <b><u>[32,235 Equity Shares of Face Value of 1000 UAE Dirhams]</u></b>	
Fair Market Value of the Investment as on 31-03-2022	554.48
Less : Fair Market Value of the Investment as on 31-03-2023	-
<b><u>Diminution in Value of Investment in Subsidiary</u></b>	<b>554.48</b>
<b><u>Amount Debited in Statement of Profit and Loss under Note 35 of 'Exceptional Items'</u></b>	
Provision for Impairment in Value of Loans to Subsidiary	621.46
Provision for Diminution in Value of Investments in Subsidiary	554.48
<b>TOTAL</b>	<b>1,175.94</b>

**Note :**

During the year under review, considering the financial position of its wholly owned Foreign Subsidiary Company namely Tapti Pipes & Products Ltd., FZE UAE, for the financial year ended 31st March, 2023 as per its audited financial statement, the Parent Company has made a provision for impairment of entire loans and advances, which was given by the parent company to its subsidiary company in earlier years and which was outstanding as on 31st March, 2023, amounting to ₹ 621.46 Lakhs. Further, considering the financial position and net worth of the subsidiary company as on 31st March, 2023, as per its Consolidated Audited Financial Statements and considering the fair market value, the parent company has made further provision of ₹ 554.48 Lakhs as on 31st March, 2023 on account of diminution in the value of investment in such subsidiary company, as appearing in its books of account of the parent company. Both the provisions aggregating to a sum of ₹ 1175.94 Lakhs are included in the Note No. 36 of - 'Exceptional Items' of the Consolidated Statement of Profit and Loss of the parent company for the period under review.

**NOTE - 44 - DETAILS OF LOAN GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN**

The Details of Loans given and Investments made by the Company as at 31st March, 2023 is as under:

					[₹ in Lakhs]
Sno.	Particulars	Name of the Entity	Relation	Purpose	Amount
1	Investments Made [Refer Note 9]	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	-
		Texmo Pipes Foundation	Section 8 Company in which Key Managerial Personnel are able to exercise significant	CSR Activity	0.05
2	Loan Given [Unsecured] [Refer Note 8]	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	-
		<b>TOTAL</b>			

The Details of Loans given and Investments made by the Company as at 31st March, 2022 is as under:

					[₹ in Lakhs]
Sno.	Particulars	Name of the Entity	Relation	Purpose	Amount
1	Investments Made	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	-
2	Loan Given [Unsecured]	Tapti Pipes & Products Ltd. FZE	--do--	Business Purpose	-
<b>TOTAL</b>					-

**NOTE - 45 - MATTERS EMANATING FROM THE INVESTIGATION CONDUCTED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) IN CONNECTION WITH GLOBAL DEPOSITORY RECEIPTS (GDRs) ISSUED BY THE COMPANY DURING THE FINANCIAL YEAR 2011-12**

**(i) Penalty under Section 15HA of the Securities and Exchange Board of India Act, 1992**

The Parent Company was, initially, imposed with a penalty of Rs. 10.00 Crores by an Order passed on 28th June, 2022 by the Adjudicating Officer of the SEBI under section 15HA of the Securities and Exchange Board of India Act, 1992. However, upon Appeal, the same has been restricted to a sum of Rs. 25.00 Lakhs by the Order dated 30-09-2022 passed by the Securities Appellate Tribunal, Mumbai. Accordingly, during the period under review, the company has made a payment of Rs. 25.00 Lakhs towards such penalty, which has been debited by the Parent Company to the statement of profit or loss under 'Note No.35 of-Exceptional Items'.

**(ii) Directions issued by the Securities and Exchange Board of India to the Company**

The Securities and Exchange Board of India (SEBI) vide its Final Order dated February 28th, 2023 passed under sections 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992 in the matter of GDRs issued by the company during the financial year 2011-12 has issued certain directions. The gist of the directions issued are enumerated as under:

a) The Parent Company has been restrained from accessing the securities market and further, prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of the Order.

b) The Parent Company would continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year from the date of the Order. The Directors of the company have also been directed to ensure the compliance of such direction.

c) The Key Managerial Persons named as Mr. Sanjay Kumar Agrawal and Mr. Vijay Prasad Pappu shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, for a period of 3 years and shall be restrained from holding any position of Director or Key Managerial Personnel in any listed company or any intermediary registered with SEBI.

**NOTE - 46- RELATED PARTY DISCLOSURES**

(i) **List of Related Parties**

Sno.	Relationship	Name of the Party
1	Key Managerial Personnel (KMP)	1. Mr. Sanjay Kumar Agrawal (Managing Director) 2. Mrs. Rashmidevi Agrawal (Whole Time Director) 3. Mr. Mohit Agrawal (Chief Executive Officer) 4. Mr. Vijay Prasad Pappu (Whole Time Director cum Chief Financial Officer) 5. Smt. Aparna Agrawal (Chief Designer Officer)
2	Wholly Owned Subsidiaries	1. Tapli Pipes & Products Ltd. FZE, UAE
3	Enterprises over which Key Managerial Personnel are able to exercise significant influence.	1. Shree Venkatesh Industries (Partnership Firm) 2. Shree Padmavati Irrigations LLP 3. Shree Venkatesh Industries Private Limited 4. Mangal Murli Minerals 5. Shree Balaji Industries (Partnership Firm) 6. Texmo Pipes Foundation
4	Relatives of Directors are Directors/ Partners in Concern	1. C.P. Industrial Products Private Limited 2. Deeya Agrotech Private Limited 3. Rahul Agrotech LLP 4. CK Cotspin Private Limited 5. CK Oils Private Limited 6. Nimar Diagnostic Services Private Limited 7. Shree Vasudeo Industries (Partnership Firm) 8. Shree Krishna Commercial Co.

(i) **Related Party Transactions**

Sno.	Related Party Transaction Summary	Subsidiaries				Enterprises over which KMP are able to exercise significant influence		Relatives of Directors are Directors/ Partners in Concern		Key Managerial Persons				
		Year ended 31st March, 2023		Year ended 31st March, 2022		Year ended 31st March, 2022		Year ended 31st March, 2022		Year ended 31st March, 2022				
		Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2022	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022			
1	Purchase of Goods Shree Vasudeo Industries Mangal Murti Minerals Shree Padmavati Irrigations LLP	-	-	-	-	-	33.04	316.95	10,708.03	10,007.89	-	-	-	-
	Total	-	-	-	-	1,182.86	316.85	10,708.03	10,007.89	-	-	-	-	-
2	Sale of Goods Shree Vasudeo Industries Shri Sanjay Agrawal	-	-	-	-	-	-	119.75	40.12	-	-	2.88	1.31	-
	Total	-	-	-	-	-	-	119.75	40.12	-	-	2.88	1.31	-
3	Logistic Income Shree Vasudeo Industries Mangal Murti Minerals	-	-	-	-	0.10	0.50	4.51	22.19	-	-	-	-	-
	Total	-	-	-	-	0.10	0.50	4.51	22.19	-	-	-	-	-
4	Copy Right Licence Uses Charges Shree Balaji Industries	-	-	-	-	103.11	1,104.52	-	-	-	-	-	-	-
	Total	-	-	-	-	103.11	1,104.52	-	-	-	-	-	-	-
5	Turnover Discount Received Shree Vasudeo Industries	-	-	-	-	-	-	-	95.07	-	-	-	-	-
	Total	-	-	-	-	-	-	-	95.07	-	-	-	-	-
6	Rent Paid Mr. Sanjay Kumar Agrawal Mrs. Rashmidevi Agrawal	-	-	-	-	-	-	-	-	-	155.51	97.55	115.86	85.02
	Total	-	-	-	-	-	-	-	-	-	263.06	200.58	200.58	200.58
7	Rent Received Shree Padmavati Irrigations LLP Shree Venkatesh Industries Pvt. Ltd. Mangal Murti Minerals	-	-	-	-	0.24	0.24	-	-	-	-	-	-	-
	Total	-	-	-	-	13.44	13.44	-	-	-	-	-	-	-



Sno.	Related Party Transaction Summary	Subsidiaries		Enterprises over which KMP are able to exercise significant influence		Relatives of Directors are Directors/ Partners in Concern		Key Managerial Persons	
		Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022
8	Directors' Remuneration Mr. Sanjay Kumar Agrawal Mrs. Rashmi Devi Agrawal Mr. Vijay Prasad Pappu	- - -	- - -	- - -	- - -	- - -	- - -	300.00 96.00 11.43	240.00 78.00 10.50
	Total	-	-	-	-	-	-	407.43	328.50
9	Salary Mr. Mohit Agrawal Smt. Anama Agrawal	- - -	- - -	- - -	- - -	- - -	- - -	72.00 60.00	43.80 43.50
	Total	-	-	-	-	-	-	132.00	87.30
10	Interest on Unsecured Loans Mrs. Rashmi Devi Agrawal Shree Padmavati Irrigations LLP	- -	- -	- -	- -	- 3.38	- -	- -	1.99 -
	Total	-	-	-	-	3.38	-	-	1.99
11	Unsecured Loan Repaid Mrs. Rashmi Devi Agrawal Shree Padmavati Irrigations LLP	- -	- -	- -	- -	- -	- -	- -	16.58 31.57
	Total	-	-	-	-	-	-	-	50.15
12	Expenditure towards Corporate Social Responsibility Texmo Pipes Foundation	-	-	27.00	-	-	-	-	-
	Total	-	-	27.00	-	-	-	-	-

(₹ in Lakhs)

(iii) **Balances as at 31st March, 2023**

SNo.	Outstanding Balances	Subsidiaries		Enterprises over which KMF are able to exercise significant influence		Relatives of Directors are Directors/ Partners in Concern		Key Managerial Persons	
		Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022	Year ended 31st March, 2023	Year ended 31st March, 2022
		₹	₹	₹	₹	₹	₹	₹	₹
1	Trade and Other Payables Shree Padmasri Irrigations LLP Shree Vasudho Industries Smt. Apama Agrawal Mr. Vijay Prasad Pappu Total	- - - - -	- - - - -	42.74 - - - -	- - - - -	- 42.71 - - -	605.94 - - - -	- - 20.00 0.94 -	- - - 0.82 -
2	Loans and Advances Given Tepki Pipes & Products Limited FZE (Refer Note B) Total	- -	- 621.46	- -	- -	- -	- -	- -	- -
3	Investments Tepki Pipes & Products Limited FZE (Refer Note 7) Texmo Pipes Foundation Total	- - -	- - -	- 0.05 0.05	- - -	- - -	- - -	- - -	- - -
4	Advance for Expenses Shree Balaji Industries Total	- -	- -	- -	54.71	- -	- -	- -	- -

Notes :

(i) Balance outstanding at the end of the year/ previous years are stated without considering impact of fair valuation carried out as per Indian Accounting Standards.

**NOTE - 47 - CORPORATE SOCIAL RESPONSIBILITY**

In accordance with the provisions on Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted a CSR Committee. The details of CSR Activities are as follows :

Sno.	Particulars	[₹ in Lakhs]	
		Year ended 31st March, 2023	As at 31st March, 2022
1	Brought forward of amount spent beyond the statutory requirement	2.60	0.37
2	Gross amount required to be spent by the company during the year as per Companies Act, 2013	26.76	16.29
3	Amount spent by the company during the year on the following:		
	(a) Construction / Acquisition of any asset	-	-
	(b) Promoting Health Care including Preventive Health Care and Sanitization	3.41	16.80
	(c) Covid-19 relief related activities	-	1.72
	(d) Donations and Financial Assistance for Education	1.31	-
	(e) Food Distribution Drive to Fight Hunger	21.22	-
	(f) Women Empowerment	1.06	-
	(g) Rural/ Community Development	0.59	-
	Total (3)	27.59	18.52
4	Closing amount yet to be spent	-	-
5	Carry forward of amount spent beyond the statutory requirement	3.43	2.60
6	Shortfall at the end of the year	-	-
7	Total of Previous Year Shortfalls	-	-
8	Reasons for Shortfalls	Not Applicable	Not Applicable
<b>Note:</b>			
(i) During the financial year 2022-23, the company has paid CSR amount to one of its related party amounting to a sum of ₹ 27.00 Lakhs. [Previous year ₹ Nil].			

**NOTE - 48 - OTHER NOTES**

1 Disclosure on Financial Instruments

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

- (i) The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date.
- (ii) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date. Fair Value measurement hierarchy:

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>A. Financial Assets</b>				
<b>I At Amortized Cost</b>				
(i) Investments in Jointly Controlled Entity	-	-	-	-
(ii) Non Current Trade Receivables	612.86	612.86	4,179.44	4,179.44
(iii) Other Non Current Financial Assets	-	-	720.17	720.17
(iv) Current Trade Receivables	5,614.46	5,614.46	4,484.73	4,484.73
(v) Cash & Cash Equivalents including Other Bank Balances	867.15	867.15	1,011.46	1,011.46
(vi) Loans	-	-	-	-
<b>II At FVTPL</b>				
(i) Investments	-	-	-	-
<b>III At FVTOCI</b>				
(i) Investments in Wholly Owned Subsidiary	-	-	-	-
(ii) Other Investments	0.05	0.05	-	-
<b>Particulars</b>	<b>As at 31st March, 2023</b>		<b>As at 31st March, 2022</b>	
	<b>Carrying Value</b>	<b>Fair Value</b>	<b>Carrying Value</b>	<b>Fair Value</b>
<b>B. Financial Liabilities</b>				
(i) Borrowings	1,797.42	1,797.42	2,469.83	2,469.83
(ii) Lease Liabilities	1,215.09	1,215.09	1,312.18	1,312.18
(iii) Trade Payables	4,783.32	4,783.32	4,592.36	4,592.36
(iv) Other Financial Liabilities	-	-	0.38	0.38

**(b) Foreign Currency Risk:**

The Company undertakes transactions denominated in foreign currency (mainly US Dollar) which is subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency, including the Company's net investments in foreign operations (with a functional currency other than Indian Rupee), are also subject to reinstatement risks.

The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows:

Particulars	As at 31st March, 2023 USD	As at 31st March, 2022 USD
Financial Assets	12,52,051	12,52,051
Financial Liabilities	-	-
<b>Net Exposure</b>	<b>12,52,051</b>	<b>12,52,051</b>

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

**(c) Foreign Currency Sensitivity**

For every percentage point change in the underlying exchange rate of the outstanding foreign currency denominated assets and liabilities, including derivative contracts, holding all other variables constant, the profit before tax for the year ended 31st March, 2023 would change by 12520.51 USD [Previous Year - 12520.51 USD]. However, the management of the Company does not expects its foreign currency denominated financial assets to mature within a period of five years from the end of the year under review.

**(d) 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.

**(e) Interest Rate Sensitivity**

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to debt obligations. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term loans.

As at March 31, 2023, financial liability of ₹ 74.70 lakhs was subject to variable interest rates. Increase/decrease of 100 basis points in interest rates at the balance sheet date would result in decrease/increase in profit/(loss) before tax of ₹ 1.24 Lakhs for the year ended March 31, 2023.

The model assumes that interest rate changes are instantaneous parallel shifts in the yield curve. Although some assets and liabilities may have similar maturities or periods to re-pricing, these may not react correspondingly to changes in market interest rates. Also, the interest rates on some types of assets and liabilities may fluctuate with changes in market interest rates, while interest rates on other types of assets may change with a lag.

The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(Note: The impact is indicated on the profit/(loss) before tax basis).

**(f) 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 calibrates the timing and the quantity of purchase.

**(g) 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.

**(h) 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 along with the need based credit limits to meet the liquidity needs.

(i) Hedge Accounting

The Company has established risk management policies to hedge the volatility arising from exchange rate fluctuations in respect of firm commitments and highly probable forecast transactions, through foreign exchange forward and option contracts. The proportion of forecast transactions that are to be hedged is decided based on the size of the forecast transaction and market conditions. As the counterparty for such transactions are highly rated banks, the risk of their non-performance is considered to be insignificant.

The Company uses derivatives to hedge its exposure to changes in movement in foreign currency. Where such derivatives are not designated under hedge accounting, changes in the fair value of such hedges are recognised in the Statement of Profit and Loss.

The Company may also designate certain hedges, usually for large transactions, as a cash flow hedge under hedge accounting, with the objective of shielding the exposure from variability in cash flows. The currency, amount and tenure of such hedges are generally matched to the underlying transaction(s). Changes in the fair value of the effective portion of cash flow hedges are recognised as cash flow hedging reserve in Other Comprehensive Income. While the probability of such hedges becoming ineffective is very low, the ineffective portion, if any, is immediately recognised in the Statement of Profit and Loss.

The management of the Company does not expect its foreign currency denominated financial assets to mature within a period of five years from the end of the year under review and therefore, it has not entered into any hedging contracts for the same.

**NOTE - 49 - ADDITIONAL REGULATORY INFORMATION**

- (i) During the financial year 2022-23, no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) The Company has filed quarterly returns or statements with the banks in lieu of sanctioned working capital facilities, which are in agreement with the books of account other than those as set out below:

A. Difference in Inventories

[₹ in Lakhs]				
Quarter Ended	Value as per Books	Value as per Quarterly Statements	Difference	Reason for Variance
30th June, 2022	6,449.95	5,789.77	660.17	Primarily, due to non inclusion of certain items of inventory while furnishing the statement to the Bank, with the result that Inventory Statements submitted to the banks contained a lesser value than the actual inventory held.
30th September, 2022	7,287.78	6,932.82	354.95	
31st December, 2022	5,611.27	5,327.20	284.06	
31st March, 2023	0.07	7,017.99	(7,017.92)	

B. Difference in Trade Receivables

[₹ in Lakhs]				
Quarter Ended	Value as per Books	Value as per Quarterly Statements	Difference	Reason for Variance
30th June, 2022	4,561.61	4,628.41	(66.79)	The difference is primarily due to non-consideration of credit note while determining amount of Trade Receivables as furnished before the Banks.
30th September, 2022	4,148.43	4,217.67	(69.24)	
31st December, 2022	6,295.35	6,366.10	(70.74)	
31st March, 2023	0.06	5,727.84	(5,727.78)	

- (iii) The company is not declared a wilful defaulter by any bank or financial institution or any other lender.
- (iv) The company has not entered into any material transaction with the companies struck-off under s. 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vi) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

The company does not have any subsidiary.

- (vii) The company has not applied for any Scheme of Arrangements in terms of Sections 230 to 237 of the Companies Act, 2013.
- (viii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



(ix) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).

(x) The company has not traded or invested in Crypto Currency or Virtual Currency during the Financial Year 2022-23.

(xi) **Disclosure relating to various ratios**

[₹ in Lakhs]

Sno.	Particulars	As at 31st March, 2023	As at 31st March, 2022	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(a)	<b>Current Ratio (in times)</b> [Current Assets / Current Liabilities]				
	Current Assets	15,742.63	14,022.81		
	Current Liabilities	7,414.86	6,926.02		
	Current Ratio	2.12	2.02	4.86%	Not Applicable
(b)	<b>Debt Equity Ratio (in times)</b> [Total Debts / Total Equity]				
	Total Debts [Non Current Borrowings+Current Borrowings]	1,797.42	2,469.83		
	Total Equity	18,688.43	24,311.70		
	Debt Equity Ratio	0.10	0.10	(5.33%)	Due to decrease in borrowings and increase in total equity
(c)	<b>Debt Service Coverage Ratio (in times)</b> [Earnings before Interest & Tax/ Debt Service]				
	Earnings before Interest & Tax [Profit before Tax + Finance Costs]	(4,200.93)	2,817.62		
	Debt Service [Finance Costs + Scheduled principal repayment of Non-Current Borrowings (Current Maturities of Long Term Debts of previous year) + principal repayment of Lease Liabilities]	2,063.02	1,451.96		
	Debt Service Ratio	(2.04)	1.94	(204.93%)	Due to increase in loss and finance costs
(d)	<b>Return on Equity Ratio (in percentage)</b> [Profit after Tax / Average Total Equity]				
	Profit after Tax	(7,176.04)	1,423.09		
	Average Total Equity [(Opening Total Equity+Closing Total Equity)/2]	21,500.06	23,480.12		
	Return on Equity Ratio	(0.33)	0.06	(650.70%)	Due to decrease in profit after tax debiting amount of provision for impairment of financial assets
(e)	<b>Inventory Turnover Ratio (in times)</b> [Sale of Products / Average Inventory]				
	Sale of Products	63,327.46	55,962.05		
	Average Inventory [(Opening Inventory+Closing Inventory)/2]	6,730.38	5,978.47		
	Inventory Turnover Ratio	9.41	9.36	0.52%	Not Applicable
(f)	<b>Trade Receivable Turnover Ratio (in times)</b> [Turnover/ Average Trade Receivables]				
	Turnover (Revenue from Operations)	63,844.17	56,441.53		
	Average Trade Receivables [(Opening Trade Receivables + Closing Trade Receivables)/2]	5,049.60	4,461.04		
	Trade Receivable Turnover Ratio	12.64	12.65	(0.07%)	Not Applicable

[₹ in Lakhs]

Sno.	Particulars	As at 31st March, 2023	As at 31st March, 2022	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(g)	<b>Trade Payable Turnover Ratio (in times)</b> [Turnover/ Average Trade Payables]  Turnover (Revenue from Operations) Average Trade Payables [(Opening Trade Payables + Closing Trade Payables)/2] Trade Payable Turnover Ratio	63,844.17 4,687.85 13.62	56,441.53 4,461.04 12.65	7.64%	Not Applicable
(h)	<b>Net Capital Turnover Ratio (in times)</b> [Turnover / Working Capital]  Turnover (Revenue from Operations) Working Capital [Current Assets (-) Current Liabilities] Net Capital Turnover Ratio	63,844.17 11,151.90 5.72	56,441.53 8,884.52 6.35	(9.88%)	Not Applicable
(i)	<b>Net Profit Ratio (in percentage)</b> [Profit after Tax / Turnover]  Profit after Tax Turnover (Revenue from Operations) Net Profit Ratio	(7,176.04) 63,844.17 (11.24%)	1,423.09 56,441.53 2.52%	(545.79%)	Due to decrease in profit after tax debiting amount of provision for impairment of financial assets
(j)	<b>Return on Capital Employed (in percentage)</b> [Earnings Before Interest & Taxes/ Capital Employed]  Earnings Before Interest & Taxes [Profit before Tax + Finance Costs] Capital Employed [Total Equity + Total Borrowings] Return on Capital Employed	(4,200.93) 20,485.85 (20.51%)	2,817.62 26,781.53 10.52%	(294.91%)	Not Applicable
(k)	<b>Return on Investment Ratio (in percentage)</b> [Net Gain on Investment/ Investment]  Net Gain on Investment Investment Return of Investment Ratio	- 0.05 -	- - -	-	Not Applicable

**For Anil Kamal Garg & Company**

 Chartered Accountants  
 ICAI Firm Registration No. : 004186C

**Devendra Bansal**

 Partner  
 Membership No. : 078057  
 ICAI UDIN : 23078057BGUPDU7481

Indore, May 29th, 2023

**For and on the behalf of Board**
**Sanjay Kumar Agrawal**

 Managing Director  
 DIN : 00316249

**Mohit Agrawal**

Chief Executive Officer

Burhanpur, May 29th, 2023

**Vijay Prasad Pappu**

 Whole Time Director cum CFO  
 DIN : 02066748

**Ajay Shrivastava**

Company Secretary

# WIDE RANGE OF PIPES AND FITTINGS

## Registered Office

98, Bahadarpur Road, BURHANPUR - 450 331 (M.P.)  
Tel. : 255122, 252353, 251210, 253833 Fax : (91) 7325-253273

## CORPORATE OFFICE

MUMBAI - Office No. 412, 4th Floor 'A' Wing, Express Zone, Western Express Highway, Malad (E), MUMBAI (M.H.) 400097

## BRANCH OFFICE

**INDORE** - M-8, Corporate House, B-Block, 169, R.N.T. Marg, Dist. INDORE (M.P.) 452001  
**JABALPUR** - 3622, Roopnidhi Manmohan Nagar, Damoh Road, Dist. JABALPUR (M.P.) 482002  
**RAIPUR** - Shop No. H-7, 8, 9 Bhanpuri Machinery Market Opp. Indo Chains, Bhanpuri, Dist. RAIPUR (C.G.) 494224  
**JALNA** - Shop No. 4/A, 4/B, A.P.M.C. Market Comity, New Mondha, Dist. JALNA (M.H.) 431203  
**HYDERABAD** - Plot No. 36 & 37, S.V. Reddy Complex, Tadband, Secunderabad, Dist. HYDERABAD (T.S.) 500009  
**JAIPUR** - F-663 Road No. 9F2, VKI Area, JAIPUR (R.J.) 302013  
**BUDHGAON** - Gate No. 300/5 Mahavir Sales Corporation, Sangli Tasgaon Road, BUDHGAON (M.H.)

