



Texmo/Sec/2024-25/29

September 05, 2024

<b>To, Manager (Listing) National Stock Exchange of India Exchange Plaza,5<sup>th</sup> Floor Bandra kulra 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>
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**Sub: Submission of 16<sup>th</sup> Annual Report of the Company for the Financial Year 2023-24**

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith 16<sup>th</sup> Annual Report of the Company for the Financial Year 2023-24.

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.



16<sup>TH</sup>

# ANNUAL REPORT

F.Y. 2023-24



WIDE RANGE OF PIPES,  
FITTINGS & WATER TANKS

### 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. Abdul Quader Motorwala	Non Executive Independent Director

### 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
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### Company Secretary & Compliance Officer

Mr. Ajay Shrivastava
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### Statutory Auditors

M/s. Anil Kamal Garg & Company
Chartered Accountants, Indore

### Secretarial Auditor

Mr. Dinesh Kumar Gupta
Practicing Company Secretary, Indore

### Bankers

State Bank of India
Punjab National Bank
ICICI Bank

### Registrar & Share Transfer Agent

KFin Technologies Limited
Karvy Selenium Tower B
Plot 31-32, Financial District
Nanakramguda, Hyderabad- 500032

### Registered Office

98, Bahadarpur Road,
Burhanpur (M.P.) – 450331

### Corporate Identification Number

L25200MP2008PLC020852
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## CHAIRPERSON'S MESSAGE

**Dear Valued Members,**

It is my honour to share with our esteemed shareholders the 16th Annual Report of your Company for FY 2023-24 and present to you the financials and key highlights of your Company. In the FY 2023-24, we achieved significant performance and your Company has operationally performed well in all terms. Owing to unpredictable market conditions and supply chain management, we steer through the challenges efficiently and effectively. This is due to our strong determination and our team's focus with our clients resulting in our determined performance.

We at Texmo Pipes and Products Limited always believe that strong ethical standards, principles and sense of accountability are the only path to success and we have aligned ourselves to this vision without any deviation. We always focused to transform our performance and reinforce our capabilities with core competency to achieve quality production. Your Company is one of the most strongly trusted Company offering higher level of customer satisfaction and faster absorption of latest and enhanced technology and resources.

During the year, Your Company has also started its Operations in the Pithampur Industrial Area, Dist. Dhar, MP in Indore Region and commenced manufacturing works through our Subsidiary Company "*Shree Venkatesh Industries Private Limited*". Your Company and all our associates are working hard with their tireless efforts to boost our performance and reaching market with a wider scenario.

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, as a token of appreciation and applaud, I would also like to thanks 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 and all our esteemed stakeholders for their utmost faith and support. We continue to evolve value creation for our stakeholders in building a sustainable business. We always hope for a prosperous future in coming years together in the roadmap going forward.

**With Best Wishes,**

**Rashmi Agrawal**

**Chairperson & Whole Time Director**

## MESSAGE FROM 'MANAGING DIRECTOR'

**Dear esteemed Members & Stakeholders,**

At the end of another year, it is always a matter of pride to communicate with you, We Texmo Pipes and Products Limited is proud to present you the 16<sup>th</sup> Annual Report of your Company. This comprehensive report not only covers our yearly performance and happenings throughout the year but also showcase our vision for the future and the roadmap ahead to be a globally developed Company in Plastic and Polymer Pipes manufacturing Industry.

As a Managing Director and Founder - Promoter of the Company, we started this journey 37 years back with a vision in eyes of providing growing employment to the people of my place. We comprehensively deal in all Products covering Sanitary and Water Tanks, Agriculture Segment, Column Pipes and MIS segment etc.

In order to robust our performance and to outreach in more regions, Your Company during the year has started Operations in the Pithampur Industrial Area, Dist. Dhar, M.P. in Indore Region and started manufacturing and works by adding other products, by our Subsidiary Company "*Shree Venkatesh Industries Private Limited*". Texmo Pipes and Products Limited is working hard 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. We cover all product range in all segments and all together have 2,200 products under one roof.

Your Company has achieved revenue of Rs. 538.33 Crores in FY 2023-24 from operations. The strength behind your Company's success is the ethical ideology of the Management, Production and Administrative teams and Trust and Confidence of around 46,000 shareholders. Our three core principles we always stand with a strong foundation formed are Strong Production Quality, Efficient Distribution System and Maximum Customer Satisfaction. As a very strong brand having confidence of its consumers in India, We continue to build our learning and strengths on quality products.

Your Company's products are used and supplied in Water Management Systems projects and construction sites and distribution channels, and we are praiseful been a part of this and contributing for this developing era. In discharging our Social and Philanthropic responsibilities, and to accelerate its Corporate Social Responsibility (CSR), your Company and its CSR Arm "*Texmo Pipes Foundation*" is contributing for various social and charitable objects towards society by organizing various Health Care programmes, environmental sustainability and promoting education.

I wanted to thank all our esteemed shareholders to keep believing in the vision of our management in tough times. 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. We are proud of our employees and management team for showing their determination and character in all times in true letter and spirit.

**With Best Regards,**

**Sanjay Kumar Agrawal**  
**Managing Director**



# TEXMO OFFICE AND PLANT OVERVIEW



MANAGEMENT TEAM



PROFESSIONAL MARKETING TEAM



SKILLED TECHNICAL TEAM



OUR TEXMO FAMILY



ONLINE PRODUCT CHECKING



PRODUCTION PLANT



AUTOMIZED MATERIAL MIXING SETUP



PRODUCTION PLANT



COLUMN PIPE STRENGTH TESTING



ONLINE QUALITY CHECKING



STOCK YARD 01



STOCK YARD 02



STOCK YARD 03



# CSR ACTIVITIES

Texmo Pipes and Products Limited is committed to sustainable development, where business goes hand in hand with societal wellbeing and environmental consciousness.



*Hon'ble Collector Smt. Bhavya Mittal greeted and applaud Texmo's 'Annual Blood Donation Programme' contributing more than 300 units in the year 2023 and greeted Managing Director Shri Sanjay Kumar Agrawal for this noble cause.*

*The Blood Donation drive in this year 2024 reached significant 421 units for the help of needy people.*



### Promoting health care including preventive Healthcare

The company provides various routine health check up to the employees and their dependents as well as in the rural sectors because good health is a cardinal to human well being and enables one to achieve life goals. The company employees also donate blood to the desired and as an annual blood donation camp is fixed on 12th April.

### Environmental sustainability

The company initiates strong efforts and work on environment. The company is continuously making concentrated efforts to increase the green cover by sapling plantations and enhancing environmental awareness programs in the community.

### Promotion of education

Education aids are the development of an individual's cognitive, psychological and intellectual facilities that ultimately shapes his or her personality. The company has adopted Five schools of rural areas where complete infrastructure and education aids provided to develop education in these area The company also focuses to provides training programs and skill development to the college youth in the plastic extrusion process.





# EVENTS & Dealers Meet







FM CAMPAIGN RED FM-93.50 & MY FM-94.3



HOARDING BRANDING IN INDORE - BHOPAL - PUNE



INDORE AIRPORT DIGITAL SCREENS ADVERTISEMENT



BRANDING LOCAL BUS TRANSPORTATION



REGIONAL INDUSTRY CONCLAVE OF MP GOVT.



ADVERTISEMENT IN UFO CINEMA

## COMMENCEMENT OF PITHAMPUR PLANT





**NOTICE**

NOTICE is hereby given that the 16<sup>th</sup> 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 Friday, 27<sup>th</sup> September, 2024, 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Rashmi Agrawal (DIN: 00316248) who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:-**

**3. REMUNERATION OF COST AUDITOR FOR THE YEAR 2024-25.**

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 enforce), 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, 2025, 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.”

**4. TO APPROVE REVISION IN REMUNERATION OF SHRI VIJAY PRASAD PAPPU (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 Mr. Vijay Prasad Pappu (DIN: 02066748) as Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 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. 14,787/- ((Rupees Fourteen Thousand Seven Hundred and Eighty 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. 5,915/- p.m.
  - B. Other Perquisites / Allowances:-
    - i. Medical Allowance 10% of basic Salary i.e. Rs. 1,479/- p.m.
    - ii. Tours and Travel: Rs. 28,716/- p.m.
    - iii. Entertainment Allowance: Rs. 28,716/- p.m.
    - iv. Canteen Allowance: Rs. 28,716/- p.m.
    - v. Performance Allowance Rs. 9,572/- 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** 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."

5. **TO APPROVE RE-APPOINTMENT OF DR. SMITA HAJARI (DIN: 08763920) 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. Smita Hajari (DIN: 08763920), an Independent Director of the Company whose period of office is liable to expire on July 23, 2025, 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 July 24, 2025 to July 23, 2030.



**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**

**Ajay Shrivastava**

**Company Secretary**

**Membership No.: ACS 41817**

**Place: Burhanpur**

**Date: August 13, 2024**

**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, September 25, 2023 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 2024 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 16<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 27, 2024 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 21<sup>st</sup> September, 2024 to 27<sup>th</sup> September, 2024 (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., Friday, September 20, 2024, 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 20, 2024. 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 **Tuesday, September 24, 2024 at 9:00 am (IST)** and ends on **Thursday, September 26, 2024 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 Friday, September 20, 2024, 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 2023-24, the Notice of the 16<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 16<sup>th</sup> AGM and the Annual Report for 2023-24 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://cvoting.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 3<sup>rd</sup> November 2021 and clarification on the same dated 14<sup>th</sup> 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 1<sup>st</sup> 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 AFOR LOGIN FOR E-VOTING AND ATTENDING AGM THROUGH VC/OAVM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in Demat mode is given below:**

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select “Register Online for IDeAS “Portal or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectRcg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectRcg.jsp</a>.</li> <li>3. Proceed with completing the required fields</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.cvoting.nsd.com/">https://www.cvoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p><b>A. Existing user who has opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/mycasi/home/login">https://web.cdslindia.com/mycasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Mycasi.</li> <li>3. Login with user ID and Password</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/mycasi/Registration/EasiRegistration">https://web.cdslindia.com/mycasi/Registration/ EasiRegistration</a>.</li> <li>2. Proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Provide Demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>



Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, 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 feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can 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.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**l) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. **TEXMO PIPES AND PRODUCTS LIMITED - AGM.**
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [esdineshgupta@gmail.com](mailto:esdineshgupta@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL\_EVENTNo.'



- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the ‘download’ section of <https://cvoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**A. Voting at e-AGM**

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the ‘e-voting’ sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the ‘Thumbs-up’ icon against the unit to vote.

**B. Instructions for members for attending the e-AGM**

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://cmectings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab “video conference”. The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://cmectings.kfintech.com/> and clicking on the tab ‘Speaker Registration’ during the period starting from September 21, 2024 (09.00 a.m.) up to September 23, 2024 (05.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://cmectings.kfintech.com/>, under the “How It Works” tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at [cmectings@kfintech.com](mailto:cmectings@kfintech.com) or Helpline: 1800 309 4001.

**Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR I form along with the supporting documents.

ISR I Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Scrlingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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).

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://cvoting.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.

**Additional notes for Shareholders:**

**Payment of Dividend through electronic mode only for Physical Foliios:**

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode with effect from April 01, 2024.**

You may also refer to SEBI FAQs by accessing the link :

[https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf) (FAQ No 38 & 39)

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: **Texmo Pipes and Products Limited**), Sclenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

- a. Through hard copies which should be self-attested and dated. **OR**
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. **OR**
- c. Through web-portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of KFin Technologies Limited ; <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

- a. Form ISR-1 duly filled in along with self attested supporting documents for updation of KYC details
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
- c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for "Opt-out of the Nomination

**Application(s) by our RTA KFINTECH**

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed following applications for shareholders:

**Investor Support Centre:**

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 ) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query , Complaints , check for status, KYC details, Dividend , Interest , Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.



5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

**Senior Citizens investor cell:**

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com .

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

**Online PV:**

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

**Key Benefits:**

- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

**WhatsApp:**

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

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

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

Name	Date of Birth	Date of appointment	Qualification	Nature of his /her expertise in specific functional areas	Relationship between directors inter-se	Directorship 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
Mrs. Rashmi Agrawal (DIN: 00316248)	27.05.1967	13.08.2013	B.A.	Business Management	Wife of Mr. Sanjay Kumar Agrawal	Nil	Nil	47,00,092



Dr. Smita Hajari (DIN: 08)	30.06.1979	24.07.2020	Doctorate & Masters in Personnel Management and Industrial Relations	Administration and Management	Nil	Nil	Nil	Nil
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**Brief profile of Mrs. Rashmi Agrawal (Chairperson and Whole-Time Director)**

Mrs. Rashmi Agrawal (DIN: 00316248) aged about 57 years is the Chairperson of the Company. She is one of the Promoters of the Company. She is an Arts Graduate from Nagpur University, and having more than 26 years of rich experience in the field of forming the policies relating to Marketing and Human Resource Development. Mrs. 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 01st September, 2018, she continues as a Whole Time Director of the Company and currently appointed for a term of five years w.e.f. September 1, 2023 till August 31, 2028.

She is also Designated Partner in our promoter group entity namely M/s. Shree Padmavati Irrigations LLP and a group entity M/s. Texmo Petrochemicals LLP. She is also partner in our promoter group entities and also a Director in Texmo Pipes Foundation and Director in Subsidiary Group Companies Shree Venkatesh Industries Private Limited and Shree Venkatesh Polymers Private Limited.

**Brief profile of Dr. Smita Hajari (Non-Executive Independent Director)**

Dr. Smita Hajari (DIN: 08763920) aged 45 years holds the Degree of Masters in Personnel Management and Industrial Relations from the Jiwaji University, Gwalior and holds Ph.D. Degree from same University and is in the field of education since the year 2002. She is presently associated with Thakur Shivkumar Singh Memorial Management College, Burhanpur as a Principal and Head of MBA Department. Prior to this, she has worked with MAIPS College, Burhanpur as Academic Incharge. She also heads various Organization Working Committees of the existing institution. She has over 22 years of experience in the related field. She also holds expertise in industrial policy, industrial administration and planning and corporate management.

**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**

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, 2025, 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. 3 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. 3 of the Notice.

**ITEM NO. 4**

Shri Vijay Prasad Pappu has been associated with the Company since incorporation and looking after the factory operations of the Company as Whole Time Director of the Company, and currently appointed for a period of five years w.e.f. 1<sup>st</sup> September 2023 till 31<sup>st</sup> August 2028 upon the terms and conditions as approved by the members on the basis of recommendation of Nomination and Remuneration Committee and Board of Directors by passing special resolution in Extraordinary General Meeting held on 28<sup>th</sup> December, 2022.

Considering his competence, experience and the operations of the Company during his tenure and compared to the remuneration payable, the terms of his service and remuneration is sought to be revised as per annual revision, 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 31.03.2024)	<b>Particulars</b>	<b>Rs. in lakhs</b>
Gross turnover including other income		53,959.08	
Profit before interest, depreciation and tax		2,938.51	
Interest		388.70	
Depreciation		1,043.35	
Profit before tax		1,506.46	
Current tax		530.00	
Deferred tax		-9.63	
Short / (Excess) provisions for earlier years		23.84	
Profit / (Loss) for the period	962.25		
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	Shri Vijay Prasad Pappu
1.	Background details	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 operations in and effective and efficient manner over the years.
2.	Past remuneration	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.
3.	Recognition or awards	-
4.	Job profile and suitability	He has worked as Whole Time Director of the Company for 16 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. 1,17,900/- 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
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size of the Company, the profile of Shri Vijay 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 based on annual revision.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	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 resolution as set out in Item No. 4 of this Notice for your approval.

Shri Vijay Prasad Pappu himself is interested in the Resolution. 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. 5**

The Board of the Company in its meeting held on July 24 2020, appointed Dr. Smita Hajari (DIN: 08763920) as an Independent Director for a term of 5 years. Her term is valid upto July 23, 2025.

Dr. Smita Hajari (DIN: 08763920) 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 her vast experience.

Dr. Smita Hajari, aged about 45 years has rich experience of over 22 years in the area of industrial policy, industrial administration and planning and corporate management.

The Board of Directors in its meeting held on August 13, 2024 based on recommendation of Nomination and Remuneration Committee, and subject to the approval of members of the Company, considered re-appointment of Dr. Smita Hajari (DIN: 08763920) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from July 24, 2025, 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.

She does not hold any shares in the Company.

She is the Chairperson of the Nomination and Remuneration Committee & Corporate Social Responsibility Committee and Member of Audit Committee, Stakeholders Relationship Committee and Treasury Committee of the Company.

She does not hold any directorship in any other Company.

She has attended all 4 meetings of the Board of Directors of the Company during the Financial Year 2023-24.

She 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 her consent to act as director.

The Company has also received declaration from Dr. Smita Hajari (DIN: 08763920) that she 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. Smita Hajari (DIN: 08763920) for the office of Director of the Company.

Dr. Smita Hajari (DIN: 08763920) meet the criteria of necessary skills and Capabilities required for the role to act as Independent Director in terms of industrial policy, industrial administration and planning and corporate management..

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. Smita Hajari during her tenure, the continued association of Dr. Smita Hajari would be beneficial to the Company, and it is desirable to continue to avail her services as an Independent Director.

The Board is of the opinion that Dr. Smita Hajari (DIN: 08763920) fulfils the conditions specified in the said Act and the Rules made thereunder and also possess requisite expertise and experience (including the proficiency) and she is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively and she is independent of the management.

The Board considers that her experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Dr. Smita Hajari (DIN: 08763920) as an Independent Director for a second term of 5 (five) consecutive years with effect from July 24, 2025.



The draft letter for the re-appointment of Dr. Smita Hajari (DIN: 08763920) as an Independent Director setting out the terms and conditions is available for inspection by the members.

Except Dr. Smita Hajari (DIN: 08763920) and her 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. She 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. 5 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 13, 2024**

**Ajay Shrivastava**

**Company Secretary**

**Membership No.: ACS 41817**

BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 16<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, 2024.

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

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Turnover	53,833.18	63,844.17	53,421.96	63,844.17
Profit before Interest, Depreciation and Tax	2,938.51	2,659.72	2,475.54	(4,628.93)
Less Interest	388.70	982.52	399.01	982.52
Less Depreciation	1,043.35	1082.97	1,062.64	1082.97
Profit before tax	1,506.46	594.22	1,013.89	(6,694.43)
Less Provision for tax				
- Current tax	530.00	500.00	542.00	500.00
- Deferred tax	23.84	(34.73)	23.84	(34.73)
Excess provision for earlier year	(9.63)	16.34	(10.39)	16.34
Profit after tax	962.25	112.61	458.43	(7,176.04)
Prior year adjustment	-	-	-	-
Profit after tax & prior year adjustments	962.25	112.61	463.54	(7,176.04)
Profit after adjustment of discontinued operations	962.25	112.61	463.54	(7,176.04)
Balance of profit brought forward from earlier years	2,279.82	2,132.49	(1,899.35)	5,241.97
Transferred from Revaluation Reserve	7.79	-	7.79	-
Other comprehensive income	(21.53)	34.72	(21.53)	34.72
Exchange difference on translation of financial statements of foreign operations	-	-	4,734.69	4,179.17
Profit available for Appropriations:	3,228.33	2,279.82	(1,449.54)	(1,899.35)
Appropriations:				
Transfer to General Reserves				
Proposed dividend:				
- Equity	-	-	-	-
- Preference	-	-	-	-
Profit carried to Balance Sheet	3,228.33	2,279.82	(1,449.54)	(1,899.34)

During the year under review, the Company recorded total revenue of Rs 53,833.18 Lakhs as compared to Rs. 63,844.17 Lakhs in the previous year which is decrease by 15.68%. The Company has earned a net profit of Rs. 962.25 Lakhs as compared to the profit of Rs. 112.61 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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024.

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

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

The Company has also incorporated a Wholly Owned Subsidiary namely Shree Venkatesh Polymers Private Limited on 30.04.2023 and has acquired majority stake of 51% in Shree Venkatesh Industries Private Limited, and therefore it becomes Subsidiary Company.

The consolidated financial statements of your Company for the financial year 2023-24, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and SEBI (LODR) Regulations, 2015. The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiaries, as approved by their respective Board of Directors.

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

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

During the year under review none of the directors of the Company are in receipt of the commission or remuneration from 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 2023-24 is available on the web-link of the Company at <https://texmopipe.com> and the Annual Return for Financial Year 2023-24 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 2023-24 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 re-appointed in 15<sup>th</sup> Annual General Meeting (AGM) held on September 26, 2023 for second term of five consecutive years starting from the conclusion of 15<sup>th</sup> AGM to hold office till the conclusion of the 20<sup>th</sup> AGM.

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 2024-25

**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 2025, on a remuneration as mentioned in the Notice convening the 16<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 16th 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 12.08.2024 is annexed herewith as **Annexure - D**. The Secretarial Auditor has observed qualifications as above in the report as under:

- a) 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\_RTAMB/CIR/2022/70 dated 25<sup>th</sup> May, 2022. However, the Company has not taken the required policy.
- b) The SEBI has filed a civil appeal dated 02.12.2022 with Supreme court of India against impugned final order dated 30.09.2022 of the Hon'ble Securities Appellate Tribunal, Mumbai. Appeal is regarding set aside of penalty of Rs. 25.00 Lacs under Section 23E of SCRA imposed on the company. On 15.03.2024, Hon'ble Supreme Court issued notice and tagged the matter with CA No. 4741/2021. The notice was received by the company on 13.04.2024. The matter continues to be sub judice before the Hon'ble Supreme Court.
- c) The company has filed appeal dated 12.10.2023 before Securities Appellate Tribunal, Mumbai on 14.10.2023 against the Order No. QJA/AA/IVD/ID4/24247/2022-23 dated 28.02.2023 (received on 15.03.2023) passed by The WTM of SEBI. After various hearings and orders, the matter is still pending before the said authority.



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

- a) The Company's Registrar and Share Transfer Agent M/s. KFin Technologies Ltd. has duly obtained the said insurance policy on behalf of the Company and is having this policy cover for all its clients and the same is duly complied with. However, 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 3 shareholders holding 113 shares are held in physical form.
- b) The Appeal filed is regarding set aside of penalty of Rs. 25.00 Lacs under Section 23E of SCRA imposed on the Company against the Appeal Order dated 30.09.2022 of the Hon'ble Securities Appellate Tribunal, Mumbai and is tagged under the matter with Civil Appeal No. 4741/2021 which is already pending before issuance of this Order of Tribunal dated 30.09.2022 with the Hon'ble Supreme Court. The matter continues to be sub judice before the Hon'ble Supreme Court.
- c) 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 12.10.2023 before the Hon'ble Securities Appellate Tribunal, Mumbai on 14.10.2023 against the said Order dated 28.02.2023 passed by the Whole Time Member of SEBI. After various hearings and orders, the matter is still pending before the said Tribunal. However, the amount of USD 3.49 million as mentioned by SEBI, was already received by Tapti Pipes & Products Limited FZE, the Wholly Owned Subsidiary of Texmo in September, 2012 and had additionally furnished a Certificate from a Chartered Accountant stating the same before the Tribunal.

**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 2023-24, 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 31.03.2024, 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 Mrs. Rashmi Agrawal (DIN: 00316248), retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Mrs. Rashmi Agrawal has given declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that she is not disqualified from being reappointed as a Director of the Company.

During the year under review, Mr. Abdul Quader Motorwala was appointed and regularized as Non-Executive Independent Director by way of Special Resolution through postal Ballot dated 10th May, 2023.

After the closure of financial year, Dr. Smita Hajari (DIN: 08763920), an Independent Director of the Company whose period of office is liable to expire on July 23, 2025, the Board of Directors in its meeting held on August 13, 2024 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. Smita Hajari (DIN: 08763920) as an Independent Director of the Company for a second term of 5 consecutive years with effect from July 24, 2025 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. She 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 her consent to act as director. The Company has also received declaration from Dr. Smita Hajari (DIN: 08763920) that she 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. Smita Hajari for the office of Director of the Company. The brief profile of Dr. Smita Hajari is also mentioned in the Notice of the ensuing Annual General Meeting forming part of this Annual Report.

**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 2023-24.

**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 2023-24, 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, in previous years, 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 Cr. under Section 15HA of the SEBI Act, 1992 and Rs. 25 lakhs under Section 23E of the Securities Contracts (Regulation) Act, 1956 (SCRA) 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.

However, the SEBI has filed a civil appeal dated 02.12.2022 regarding set aside of penalty of Rs. 25.00 Lacs under Section 23E of SCRA with the Hon'ble Supreme court of India against impugned final order dated 30.09.2022 of the Hon'ble Securities Appellate Tribunal, Mumbai. Appeal is regarding set aside of penalty of Rs. 25.00 Lacs under Section 23E of SCRA imposed on the company. On 15.03.2024, Hon'ble Supreme Court issued notice and tagged the matter with CA No. 4741/2021. The notice was received by the Company on 13.04.2024. The matter continues to be sub judice before the Hon'ble Supreme Court

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.

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 12.10.2023 before the Hon'ble Securities Appellate Tribunal, Mumbai on 14.10.2023 against the said Order No. QJA/AA/IVD/ID4/24247/2022-23 dated 28.02.2023 (received on 15.03.2023) passed by The WTM of SEBI. After various hearings and orders, the matter is still pending before the said authority. However, the amount of USD 3.49 million as mentioned by SEBI, was already received by Tapti Pipes & Products Limited FZE, the Wholly Owned Subsidiary of Texmo in September, 2012 and had additionally furnished a Certificate from a Chartered Accountant stating the same before the Tribunal.

**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, 2024.

#### 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**

**Place:- Burhanpur**  
**Date: August 13, 2024**

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

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



**‘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 2023-24, ratio of the remuneration of each director to the median remuneration of the employees of the Company for financial year 2023-24.

S. No.	Name of Director/KMP and Designation	Remuneration of Directors /KMPs For Financial Year 2023-2024 (in Rs.)	% Increase In Remuneration In The Financial Year 2023-2024	Ratio of Remuneration of Each Director/To Median of Remuneration of Employees
1	Mrs. Rashmi Agrawal, Chairperson and Whole-time Director	1,80,00000	87.5%	101.35
2	Mr. Sanjay Kumar Agrawal Managing Director	3,00,00,000	-	169.00
3	Mr. Vijay Prasad Pappu Whole-time Director cum CFO	12,75,344	11.54	7.18
4	Mr. Mohit Agrawal Chief Executive Officer	72,00,000	-	40.54
5	Mr. Ajay Shrivastava Company Secretary	8,81,400	8.01%	4.96

**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 2023-2024 was Rs. 1,77,600/-
- iii. In the financial year, there was increase of 13.85 % in the median remuneration of employees;
- iv. There were 356 permanent employees on the rolls of company as on 31st March, 2024;
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in financial year 2023-2024 was 6.12 %.
- 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 31st March 2024 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 years)	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 (35 years)	03.07.2008	Business affairs
<b>B</b>	Employed for a part of the year and in receipt of remuneration aggregating not less than Rs. 8,50,000/- per month – NIL						
<b>C</b>	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 13, 2024**

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 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.
- Installation of Laser Marking machine in place of inkjet printer for our Coloumn Pipe that reduce the cost of consumable like ink, make up and cleaning solutions.
- Construction of Shades for Proper Material Storage.
- Increasing ground water level by doing rain water harvesting.
- Improved quality of Spare parts used in Production which enhance the life of spare part and reduce production cost.
- Transparent sheets have been put on which amounts to power saving during day shift.
- Replace few machines Vaccum tank with the new SS tanks & fix 2 vacuum pump of 3 & 2 HP in place of onc 7 HP
- Reduced the Heating Zones of Machine which result in saving electrical energy.
- Removed unnecessary parts which were installed on Machine.
- Changed the connection of Motor to Gear Box from Belt Drive to Direct Coupled which result in increased output and reduce load of Machine.
- 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.
- Installed Automatic Fusion Machine in Place of Manual Machines which result in increase output and provide accuracy of product.
- 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.
- Less chance of heater shot, Life of the panel increases, now the sudden ampere shoot become less so less power consume.
- Unnecessary wastage of power is saved by implanting removing unnecessary items.
- 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 and also planning to install solar plant upto 3 MG watt 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. 300 lakhs approx.**

**B. TECHNOLOGY ABSORPTION:**

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

- Installation of Laser Marking machine in place of inkjet printer for our Coloumn Pipe that reduce the cost of consumable like ink, make up and cleaning solutions.
- Construction of Shades for Proper Material Storage.
- Increasing ground water level by doing rain water harvesting.
- Improved quality of Spare parts used in Production which enhance the life of spare part and reduce production cost.
- Transparent sheets have been put on which amounts to power saving during day shift.
- Reduced the Heating Zones of Machine which result in saving electrical energy.
- Removed unnecessary parts which were installed on Machine.
- Changed the connection of Motor to Gear Box from Belt Drive to Direct Coupled which result in increased output and reduce load of Machine.

**(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 indigenuous.

**(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)**

<b>Particulars</b>	<b>Amount</b>
Raw Material	1,435.63
Spare parts	1.09
Total	1,436.72

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

**(Amt. in Rs. Lakhs)**

<b>Particulars</b>	<b>Amount</b>
Nil	Nil

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

**Place:- Burhanpur**

**Date: 13.08.2024**

**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. 107.31 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. 168.21 Lakhs.
			Sales or supply of any goods and materials	On-going business	In normal course of business and at prevailing market prices. Rs. 1.05 Lakh.
3.	Mr. Mohit Agrawal	Chief Executive Officer	Rcmuneration	On-going	Rs. 72.00 Lakhs
4.	Mrs. Aparna Agrawal	Chief Design Officer	Salary	On-going	Rs. 60.00 Lakhs
5.	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. 4574.37 Lakhs.
			Logistic Income	On- going	In normal course of business and at prevailing market prices. Rs. 1.53 Lakhs.
			Sales or supply of any goods and materials	On- going	In business and at prevailing market prices. Rs.38.35 Lakhs.
			Turnover discount received	On-going	In normal course of business Rs. 76.19 lakhs.
6.	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. 160.91 Lakhs.
			Logistic Income	On-going	In normal course of business and at prevailing market prices. Rs. 0.68 Lakhs

7.	Shree Venkatesh Industries Pvt. Ltd.	Subsidiary	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.
			Sale of goods	On-going	In normal course of business and at prevailing market prices. Rent received for leasing of property Rs. 2.30 Lakh.
			Logistic Income	On-going	In normal course of business and at prevailing market prices. Rent received for leasing of property Rs. 1.18 Lakh.
8	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. 5.60 Lakh.
			Logistic Income	On-going	In normal course of business and at prevailing market prices. Rs. 0.07 Lakhs.
			Purchase or supply of any goods and materials	On-going	In normal course of business and at prevailing market prices. Rs. 280.67 Lakhs
9.	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. 25.00 Lakhs
10.	Shree Venkatesh Polymers Private Limited	Wholly owned subsidiary	Purchase of Goods	On-going	In normal course of business and at prevailing market prices. Rs. 1,298.09 Lakhs
			Sale of Goods	On-going	In normal course of business and at prevailing market prices. Rs. 213.16 Lakhs
			Logistic Income	On-going	In normal course of business and at prevailing market prices. Rs. 1.58 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: 13.08.2024**

**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, 2024**  
*[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, 2024 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, 2024 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 Byc-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 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. However, the Company has not taken the required policy.
  - b) The SEBI has filed a civil appeal dated 02.12.2022 with Supreme court of India against impugned final order dated 30.09.2022 of the Hon'ble Securities Appellate Tribunal, Mumbai. Appeal is regarding set aside of penalty of Rs. 25.00 Laacs under Section 23E of SCRA imposed on the company. On 15.03.2024, Hon'ble Supreme Court issued notice and tagged the matter with CA No. 4741/2021. The notice was received by the company on 13.04.2024. The matter continues to be sub judice before the Hon'ble Supreme Court.
  - c) The company has filed appeal dated 12.10.2023 before Securities Appellate Tribunal, Mumbai on 14.10.2023 against the Order No. QJA/AA/IVD/ID4/24247/2022-23 dated 28.02.2023 (received on 15.03.2023) passed by The WTM of SEBI. After various hearings and orders, the matter is still pending before the said authority.

**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 appointment of Mr. Abdul Quader Motorwala (DIN: 03481624) as a Non Executive Independent Director of the company w.e.f. 14.02.2023 by members through special resolution passed by Postal Ballot on 10.05.2023.
2. Approval of acquisition of Stake in Shree Venkatesh Industries Private Limited in Board meeting held on 11.08.2023 & 13.02.2024 respectively.
3. Approval of revision in Remuneration of Smt. Rashmi Agrawal (DIN 00316248), Whole Time Director of the company w.e.f. 1<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2026 in Annual General Meeting held on 26.09.2023.
4. Approval of revision in Remuneration of Shri Vijay Prasad Pappu, (DIN 02066748), Whole Time Director cum Chief Financial Officer of the company w.e.f. 1<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2026 in Annual General Meeting held on 26.09.2023.
5. Approval of revision in threshold of related party transaction with Shree Vasudco Industries upto Rs. 200.00 crore in Annual General Meeting held on 26.09.2023.
6. Approval of revision in threshold of related party transaction with Shree Venkatesh Industries Private Limited upto Rs. 300.00 crore in Annual General Meeting held on 26.09.2023.



**Appendix - I**

*(To the Secretarial Audit Report to the Members of Texmo Pipes and Products Limited for the financial year ended 31<sup>st</sup> March, 2024)*

To,

The Members,

**Texmo Pipes and Products Limited**

My Secretarial Audit Report for the financial year ended March 31, 2024 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: 12.08.2024**

**Place: Indore**

**Dinesh Kumar Gupta**  
**Practicing Company Secretary**  
**(FCS No. 5396 CP No. 4715)**  
**UDIN: F005396F000954861**  
**Peer Review Certificate No.: 805/2020**  
**Unique Identification No.: I2002MP298100**

'ANNEXURE – E'

**Annual Report on Corporate Social Responsibility (CSR) activities for Financial Year 2023-24**

[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.	Brief outline on CSR policy of the Company	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, Rural and Community 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.	Composition of 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 all meetings attended duly by all the 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 executive summary along with the web-link 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.	(a) Average net profit of the Company as per sub-section (5) of Section 135 (b) Two percent of average net profit of the Company as per section 135(5). (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. (d) Amount required to be set off for the financial year if any. (e) Total CSR obligation for the financial year [(b)+(c)-(d)]	Rs.13,30,59,845/- Rs. 26,61,197/- Rs. 3,42,869/- Rs. 3,42,869/- Rs. 26,61,197/-
6.	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). (b) Amount spent in Administrative Overheads. (c) Amount spent on Impact Assessment, if applicable: (d) Total amount spent for the Financial Year:	Rs. 23,92,700/- Nil Not applicable Rs. 23,92,700/-

- Details of CSR amount spent against ongoing projects for the financial year: Nil.
- 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.	Amount spent for the project (Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency (With Name and CSR registration number)
i.	Promoting Education- i.e. Donations and financial assistance	Clause (ii) of Schedule VII Promoting Education	64,800/-	No	Texmo Pipes Foundation (CSR Registration No. CSR00034710)
ii.	Promotion of Health Care i.e. Donation of water cooler and medical help	Clause (i) of Schedule VII Promoting health care	19,823/-	No	Texmo Pipes Foundation (CSR Registration No. CSR00034710)
iii.	Ensuring Environmental sustainability and Conservation of natural resources i.e. Tree Plantation Drive	Clause (iv) of Schedule VII Ensuring Environmental Sustainability Clause (i) of Schedule VII	18,000/-	No	Texmo Pipes Foundation (CSR Registration No. CSR00034710)
iv.	Eradicating Hunger and Poverty i.e. Food Distribution Drive to fight hunger	eradicating hunger, poverty and malnutrition Clause (x) of Schedule VII	12,05,378/-	No	Texmo Pipes Foundation (CSR Registration No. CSR00034710)
v.	Rural/Community Development i.e. Donation of LED Surveillance Systems, Distribution of Chairs etc.	Promoting Rural/Community Development	9,99,044/-	No	Texmo Pipes Foundation (CSR Registration No. CSR00034710)
vi.	Promotion of Health Care including preventive health care i.e. Blood Donation drive.	Clause (I) of Schedule VII Promoting health care	13,655/-	Yes	N.A
vii.	Promoting gender equality, setting up homes and hostels i.e. Donation for setting up hostel	Clause (iii) of Schedule VII Promoting gender equality and setting up hostels and homes	51,000/-	No	Texmo Pipes Foundation (CSR Registration No. CSR00034710)
viii.	Training to promote rural sports i.e. Donation to Khelkud Vikas Samiti Promoting Rural Sports	Clause (vii) of Schedule VII Training to promote rural sports	21,000/-	No	Texmo Pipes Foundation (CSR Registration No. CSR00034710)
			<b>23,92,700/-</b>		

(c) 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 sec 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
23,92,700/-	N.A.		N.A.		

(f) 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 sub-section (5) of section 135	26,61,197/-
(ii)	Total amount spent for the Financial Year	23,92,700/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	3,42,869/-
(v)	Amount set-off in current financial year 2023-24	*2,68,497/-
(vi)	Amount available for set off in succeeding financial years [(iv)-(v)]	**74,372/-

\* Amount Set-off for this FY is Rs. 2,68,497/- out of total surplus amount available for set-off of total Rs. 3,42,869/-

\*\* Amount eligible and set-off as balance for succeeding financial years.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial years: Not applicable

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1	FY 2020-2021	Not Applicable						
2	FY 2021-2022	Not Applicable						
3	FY 2022-2023	Not Applicable						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

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

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

**Place: Burhanpur**  
**Date: 13<sup>th</sup> August, 2024**

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

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



'ANNEXURE - F'

**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, 2024, 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, 2024 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 2023-24 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 2023-24 were Rs. 180.00 Lakhs and Mr. Vijay Prasad Pappu is the Whole Time Director cum Chief Financial Officer of the Company and the Salary and allowance paid to Mr. Vijay Prasad Pappu during the year 2023-24 were Rs. 12.75 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 2023-24.

The details of Sitting Fees paid to the Non-Executive Directors during the year 2023-24:

Sr. No.	Name of Non-Executive Directors	Sitting fees (Rs.)
1.	Dr. Parvez Anjum	1,40,000
2.	Dr. Smita Hajari	1,40,000
3.	Mr. Abdul Quader Motorwala	1,30,000

#### 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, MP. 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 2023-24, four meetings of the Board of Directors were held on 29<sup>th</sup> May 2023, 11<sup>th</sup> August 2023,



09<sup>th</sup> November 2023 and 13<sup>th</sup> February, 2024. 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 fifteen 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 thirty 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, 2024 have been made by the Directors.

The details of attendance of Directors for the year 2023-24 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
Dr. Parvez Anjum	Non Executive Independent	4	4	4	Yes
Dr. Smita Hajari	Non Executive Independent	4	4	4	Yes
Mr. Abdul Quader Motorwala	Non Executive Independent	4	4	4	Yes

**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 13<sup>th</sup> February, 2024 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 Kumar Agrawal	Mr. Vijay Prasad Pappu	Mrs. Rashmi Agrawal	Dr. Parvez Anjum	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 is Mr. Abdul Quader Motorwala. During the year 2023-24, four Audit Committee Meetings were held on 29<sup>th</sup> May 2023, 11<sup>th</sup> August 2023, 09<sup>th</sup> November 2023 and 13<sup>th</sup> February, 2024, 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. Abdul Quader Motorwala	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	4

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 seven 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 is Dr. Parvez Anjum. During the year 2023-24, four meetings of the committee were held on 29<sup>th</sup> May 2023, 11<sup>th</sup> August 2023, 09<sup>th</sup> November 2023 and 13<sup>th</sup> February, 2024, 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
Dr. Smita Hajari	Non Executive Independent	4	4	4

During the financial year 2023-24 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 2023-24, Four Meetings of the committee were held on 29<sup>th</sup> May 2023, 11<sup>th</sup> August 2023, 09<sup>th</sup> November 2023 and 13<sup>th</sup> February, 2024.

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	4
Dr. Parvez Anjum	Non Executive Independent	4	4	4
Mr. Abdul Quader Motorwala	Non Executive Independent	4	4	4



**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
- Dr. 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 2023-24, four meetings of the committee were held on 29<sup>th</sup> May 2023, 11<sup>th</sup> August 2023, 09<sup>th</sup> November 2023 and 13<sup>th</sup> February, 2024. The composition of the Corporate Social Responsibility 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	4
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, Managing Director as Chairman of the Committee, Mr. Vijay Prasad Pappu (Whole Time Director), Dr. Parvez Anjum and Dr. Smita Hajari as Non-Executive Independent Directors 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 2023-24, Eight Treasury Committee Meetings were held on 22<sup>nd</sup> May, 2023, 06<sup>th</sup> June, 2023, 22<sup>nd</sup> July, 2023, 01<sup>st</sup> November, 2023, 08<sup>th</sup> December, 2023, 19<sup>th</sup> February, 2024, 26<sup>th</sup> February, 2024 and 23<sup>rd</sup> March, 2024. 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	8	8	8
Mr. Vijay Prasad Pappu	Executive	8	8	8
Dr. Smita Hajari	Non Executive Independent	8	8	8
Dr. Parvez Anjum	Non Executive Independent	8	8	8

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. 44 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 01.04.2023.	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 31.03.2024.	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](mailto: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](mailto: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, 2024 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	Dr. Parvez Anjum	0	0	0
5	Dr. Smita Hajari	0	0	0
6	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, 2024. 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 Subsidiary Company as on 31.03.2024. 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. SENIOR MANAGEMENT**

Sr. no.	Name of the Senior Management Personnel	Designation	Changes therein since the close of the previous financial year.
1	Vijay Prasad Pappu	Chief Financial Officer & Whole Time Director	-
2	Mohit Agrawal	Chief Executive Officer	-
3	Ajay Shrivastava	Company Secretary & Compliance Officer	-
4	Dilip Modi	General Manager - Production	-
5	Ankur Mishra	General Manager - Marketing	-
6	Ncha Shroff	Internal Auditor	-
7	Zaki Ahmad Shaikh	HR - Manager (Head)	Yes*
8	Swati Patel	HR - Manager (Head)	Yes*

\*After the closure of financial year under review, Mr. Zaki Ahmad Shaikh has been re-designated as Assistant H.R. and ceased to be Senior Management Personnel w.e.f. August 13, 2024 and Mrs. Swati Patel appointed as H. R. Manager (Head) of the Company w.e.f. August 13, 2024.

**20. TOTAL FEES PAID TO STATUTORY AUDITORS**

The total fees payable for all services paid by the Company and its subsidiaries, on a consolidated basis to the Statutory Auditors M/s. Anil Kamal Garg & Company, Chartered Accountants, Indore and all the entities in the network firm/network entity of which the statutory auditor is a part, for the financial year 2023-24 is Rs. 15 lakhs.

**21. 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.

However, the Company has duly obtained requisite shareholders approval for prospective material related party transactions that may be entered into by the Company in the ordinary course of business.

- 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, in previous years, 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 Cr. under Section 15HA of the SEBI Act, 1992 and Rs. 25 lakhs under Section 23E of the Securities Contracts (Regulation) Act, 1956 (SCRA) 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.

However, the SEBI has filed a civil appeal dated 02.12.2022 regarding set aside of penalty of Rs. 25.00 Lacs under Section 23E of SCRA with the Hon'ble Supreme court of India against impugned final order dated 30.09.2022 of the Hon'ble Securities Appellate Tribunal, Mumbai. Appeal is regarding set aside of penalty of Rs. 25.00 Lacs under Section 23E of SCRA imposed on the company. On 15.03.2024, Hon'ble Supreme Court issued notice and tagged the matter with CA No. 4741/2021. The notice was received by the Company on 13.04.2024. The matter continues to be sub judice before the Hon'ble Supreme Court.

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.

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 12.10.2023 before the Hon'ble Securities Appellate Tribunal, Mumbai on 14.10.2023 against the said Order No. QJA/AA/IVD/ID4/24247/2022-23 dated 28.02.2023 (received on 15.03.2023) passed by The WTM of SEBI. After various hearings and orders, the matter is still pending before the said authority. However, the amount of USD 3.49 million as mentioned by SEBI, was already received by Tapti Pipes & Products Limited FZE, the Wholly Owned Subsidiary of Texmo in September, 2012 and had additionally furnished a Certificate from a Chartered Accountant stating the same before the Tribunal.

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\_RTAMB/CIR/2022/70 dated 25<sup>th</sup> May, 2022. However, the Company has not taken the



required policy.

The Company's Registrar and Share Transfer Agent M/s. KFin Technologies Ltd. has duly obtained the said insurance policy on behalf of the Company and is having this policy cover for all its clients and the same is duly complied with. However, 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 3 shareholders holding 113 shares are held in physical form.

- ii) 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.

**22. 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.

**23. 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 2024.

**24. PROMOTERS' SHAREHOLDING**

The aggregate Shareholding of the Promoters and Persons belonging to the Promoters Group as on 31<sup>st</sup> March 2024 comprised of 12914955 Equity Shares of Rs. 10/- each representing 44.24% of the total paid up Share Capital of the Company.

**25. 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.

**26. 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
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.
2021-22	29 <sup>th</sup> September, 2022 at 12:30 P.M.	98, Bahadarpur Road, Burhanpur (M.P.)-450331 - Through VC/OAVM	Nil
2022-23	26 <sup>th</sup> September, 2023 at 12:30 P.M.	98, Bahadarpur Road, Burhanpur (M.P.)-450331 - Through VC/OAVM	1) To Grant Authority to the Board of Directors to advance/give any loan, give any guarantee or to provide any security to such specified person under Section 185 of the Companies Act, 2013. 2) To Approve Revision in Remuneration of Smt. Rashmi Agrawal (DIN: 00316248) as Whole Time Director of the Company. 3) To Approve Revision in Remuneration of Shri Vijay Prasad Pappu (DIN: 02066748) as Whole Time Director of the Company. 4) To Approve Re-Appointment of Dr. Parvez Anjum (DIN: 08529781) as a Non-Executive Independent 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
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, a resolution was passed through the Postal Ballot by the Shareholders 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 2023-24**

Date & Day	27 <sup>th</sup> , September, 2024, Friday
Mode	Through "Video Conference" or "Other Audio Visual Means"
Time	12.30 P.M.
Book closure date	From 21 to 27 September, 2024. (Both days inclusive)

**iv) Tentative Calendar for financial year ending 31<sup>st</sup> March, 2025.**

Quarterly Financial Results	Date of Board Meeting
1 <sup>st</sup> Quarterly results	First half of August 2024
2 <sup>nd</sup> Quarterly results	First half of November 2024
3 <sup>rd</sup> Quarterly results	First half of February 2025
4 <sup>th</sup> Quarterly results	Second half of May 2025



**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 2023-24 have been paid to the Stock Exchanges.

The Company has paid Annual Custodial Fees for the year 2023-24 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 2024.

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

**vi) Stock Codes**

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

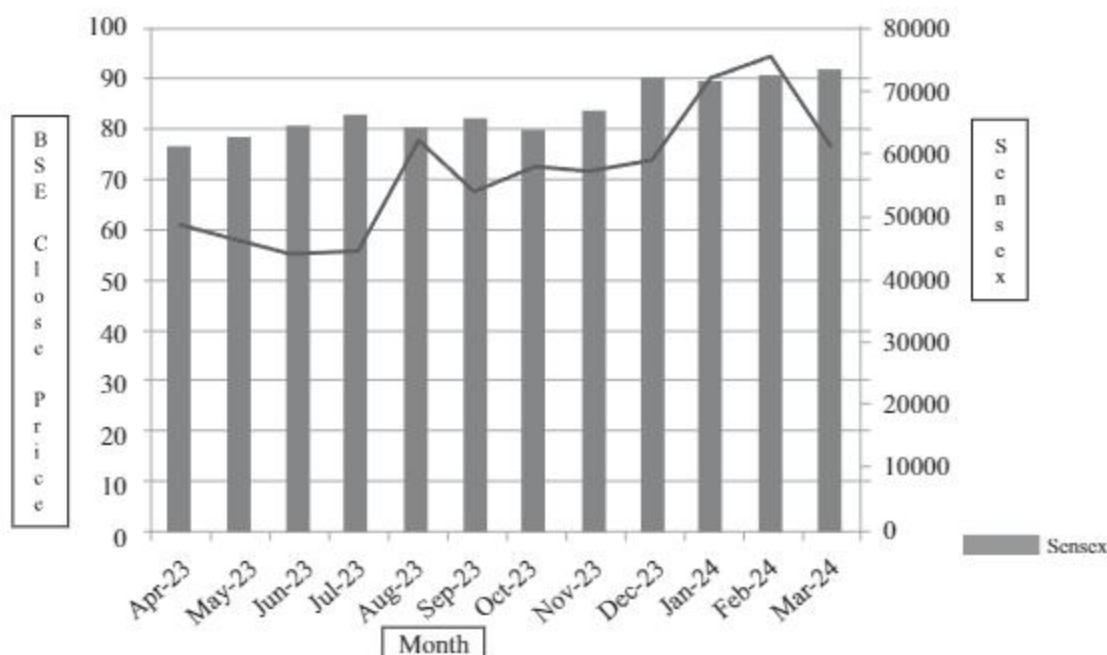
**vii) Share Price Data**

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, 2024 are as under:-

**Period – from 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024.**

Months	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2023	68.51	44.31	68.50	44.70
May 2023	67.35	56.95	67.80	57.00
June 2023	65.60	55.02	62.35	55.00
July 2023	61.00	54.00	61.05	54.10
August 2023	89.25	55.95	89.35	56.20
September 2023	79.75	65.55	78.00	66.50
October 2023	82.91	67.00	83.00	67.05
November 2023	88.00	68.10	87.90	67.40
December 2023	81.34	69.41	81.40	69.00
January 2024	94.60	72.75	95.00	72.50
February 2024	108.00	82.32	107.90	82.35
March 2024	98.94	68.61	96.90	70.00

viii) Stock Performance in comparison to Broad Based indices;



ix) Distribution of Shareholding as on 31<sup>st</sup> March, 2024

Category (Amount)	Shareholders		No. of Equity Shares held	Equity Shares held	
	No. of shareholders	% of total Shareholders		Amount	% amount
1- 5000	42995	89.56	4072428	40724280	13.95
5001 – 10000	2715	5.65	2228244	22282440	7.63
10001 – 20000	1244	2.59	1903447	19034470	6.52
20001 - 30000	380	0.79	982983	9829830	3.37
30001 - 40000	171	0.36	614498	6144980	2.10
40001 - 50000	136	0.28	645737	6457370	2.21
50001 - 100000	214	0.44	1608292	16082920	5.51
100001 & Above	152	0.32	17139371	171393710	58.71
<b>Total</b>	<b>48007</b>	<b>100.00</b>	<b>29195000</b>	<b>291950000</b>	<b>100.00</b>

x) Shareholding Pattern as on 31<sup>st</sup> March, 2024

Category	*No. of shareholders	No. of share held	% of equity
Promoters and Promoter Group	9	1,29,14,955	44.24%
Public shareholdings			
Financial Institutions / Banks	1	1291	0.00%
Bodies Corporate	111	5,07,146	1.74%
Non Resident Indians	255	2,85,570	0.98%
Non Resident Indians - Non Repatriable	127	2,33,488	0.80%
Resident Individuals	46317	1,42,76,923	48.90%
Foreign Portfolio - Corp	2	77,776	0.27%
HUF	496	8,97,851	3.08%
<b>Total</b>	<b>47318</b>	<b>2,91,95,000</b>	<b>100%</b>

\*Shareholders with Grouping has been considered and mentioned.



**xi) Director’s Shareholding as on 31<sup>st</sup> March, 2024**

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.	Dr. Parvez Anjum	Nil	Nil
5.	Dr. Smita Hajari	Nil	Nil
6.	Mr. Abdul Quader Motorwala	Nil	Nil
<b>Total</b>		<b>1,01,50,266</b>	<b>34.76%</b>

**xii) 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, 2024.

The bifurcation of shares held in Physical & Demat form as on 31st March 2024, is given below:

Category		No. of shareholders	No. of share held	% of equity
Physical		3	113	0.00%
Demat Segment	NSDL	13085	89,17,161	30.54%
	CDSL	34919	2,02,77,726	69.46%
<b>Total</b>		<b>48007</b>	<b>2,91,95,000</b>	<b>100.00%</b>

**xiii) No Outstanding GDRs**

The Company had issued Global Depository Receipts on 11th April 2011, and the underlying shares against each of the GDRs were issued in the name of the Bank of New York Mellon DR, the depository. As on 31st March 2024, there were no GDRs outstanding.

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

**xiv) 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 2023-24 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 to which investors may send complaints.

**xv) 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.

**xvi) 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

**xvii) Plant Locations**

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

**xviii) Corporate Identity Number**

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

**xix) 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)

**xx) 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.

**xxi) 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.

**xxii) 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 January, 2024 M/s India Rating and Research Private Limited has assigned and reaffirmed our Bank loan rating as "IND BBB +" (Triple B+) for fund based facilities.

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

During the Financial Year 2023-24, the Company has paid statutory and other Audit fees amounting to Rs. 13.5 lakhs to the Statutory Auditors. The details of the same have been already mentioned in notes to the financial statements.

**xxiv) During the Financial Year, no such agreement is executed which is binding to the Company as per clause 5A of paragraph A of Part A of Schedule III of Listing Regulations.**

**27) 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.

**28) 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.

**29) 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 2023-24, 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".



**30) 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.

**31) AUDITORS QUALIFICATION ON FINANCIAL STATEMENT**

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

**32) 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.

**33) 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.

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

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

Amt. in Lakhs

Name of the Company	Balance as at 31 <sup>st</sup> March 2024	Maximum outstanding during the year
Tapti Pipes & Products Limited FZE	*Nil	-
Shree Venkatesh Industries Private Limited	719.37	719.37
Shree Venkatesh Polymers Private Limited	-	-

\*During the previous 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 31<sup>st</sup> 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 31<sup>st</sup> March, 2023, amounting to ₹ 621.46 Lakhs.

**35) 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, 2024.

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

**36) 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 2023-24.

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

During the FY 2023-24, the Company has not issued and raised any amount pertaining to allotment of shares on preferential basis.

**38) 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, 2024, 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, 2024 of the Company.

**For Texmo Pipes and Products Limited**

**Mohit Agrawal**  
Chief Executive Officer

**Date: 13.08.2024**  
**Place: Burhanpur**

**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: 29.05.2024**

**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, 2024, 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, 2024.

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, 2024.
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: 12/08/2024  
Place: Indore

**Dinesh Kumar Gupta**  
Practicing Company Secretary  
M. No.: 5396 CP No. 4715  
UDIN: F005396F000955026

**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 31st March, 2024 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.	Parvez Anjum	08529781	13/08/2019
5.	Smita Hajari	08763920	24/07/2020
6.	Abdul Quader Motorwala	03481624	14/02/2023

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: 12/08/2024**

**Place: Indore**

**Dinesh Kumar Gupta**  
**Practicing Company Secretary**  
**(M No 5396 | CP No. 4715)**  
**UDIN: F005396F000954949**



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

India has again ranked 5<sup>th</sup> Largest Economy in the world and the Indian economy displayed speedy growth year on year and globally reaching heights. The Central government declared the Gross Domestic Product (GDP) for the financial year 2023-24 at 7.6% against 7.2% for the financial year 2022-23. Owing to two major trade routes, Russia and Ukraine, along with subsequent developments imposed by different economics, global economy had a major impact on global supply chains as a result oil prices surged high, which in turn pushed up inflation which also affect Indian economy and business trade. In line with global movements, stock markets variation, inflation, forex reserves again took a hit and increased in this year. All the major economics of the world have also gone through some form of changes in trade policies and is also approaching India in various sectors for trade and commerce. The Government is keenly working hard keeping in mind the vision of building **"Make In India"** and **"Viksit Bharat @2047"**.

**OUTLOOK**

In Financial Year 2024-25, the overall growth scenario is expected to remain well, although significant challenges persist in the global environment. Consumption, income growth, and borrowing costs shall affect the countries overall economic scenario. The global economy is expected to grow 2.7 per cent in 2024, influenced by the ongoing Russia-Ukraine conflict. Concurrently, global inflation is projected to fall marginally to 6 per cent. Despite other challenges, there are positive elements within the global economic landscape. The largest economics 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, inflation, cautious government and a sluggish equity market. India's economic growth is estimated at 7.6 per cent in FY 2023-24. India emerged as the fastest-growing economy in FY 2023-24. India retains its position and leads as the fifth-largest global economy. India surpassed China and became 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 boosting infrastructure, global outreach, PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes will support and aid economic growth. Also major economic drivers are road transportation and major policies and aids in all sectors and industries.

**INDIAN PIPING INDUSTRY OVERVIEW**

The future of the Indian plastic pipe market is cycling a futuristic approach and filled with opportunities and is likely to grow in coming years. 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 etc. 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 and GI pipes. Undeterred by the challenges posed by the pandemic, the polymer pipes sector has emerged as a shining star in India's economy. The PVC Pipe Sector expected to grow 10-12% volume growth this year. 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 focus and impetus on infrastructure creation, road transportation, showcased in the largest-ever allocation in the Union Budget is expected to drive economic progress and growth. 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 is year on year focusing on allocating and increasing budgets for infrastructure, agriculture and major sectors giving highest level of revenue and employment in all means.

**THE GOVERNMENT DEVELOPING INITIATIVES:**

**The Capital Outlay Budget 2023-24:**

The Budget 2023-24 sought to lay the foundation for the future of the Indian economy by raising capital investment outlay to Rs. 11 Lakh crores which equivalent to 3.4 per cent of GDP of the economy.

**Har Ghar Nal Se Jal:** 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 and is focusing with a clear vision with a roadmap.

**PM Gati Shakti National Master Plan:**

By announcement of PM Gati Shakti National Master Plan and National Logistics Policy catalyse the infrastructure sector and its huge outlay boost all sector in infrastructure and development. The Government’s focus by this initiative creates master plan for efficient and speedy work progress in developing sectors.

**The land based transportation system:**

The Indian government intends to accelerate road construction year on year and the overall road construction project pipeline remains robust across various areas and seen in execution stages. The Government focus is to build and develop roads and highways to ease transportation and efficient and effective time management and ease in doing business.

**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 2024-25, the Finance Ministry has again announced PM Awas Yojana 2.0 - an initiative addressing urban housing shortage, ensuring a pucca house to all eligible families focusing on urban poor.

**Other Opportunities:**

- The increased growth in construction industry and technological advancement leads to the clear vision of government in our sector which shows the roadmap for our industry and future outlook.
- Focusing on Telecom and Gas Sector, Company is driving its approach towards gas pipeline projects supply and distribution channels.
- The Water Supply and Distribution channels outreaching to the end areas focused us on improving technological advancement and reaching public distribution channels.
- Sectors focusing more positively year on year includes Irrigation, Real Estate and Urban Infrastructure and various government schemes like Pradhan Mantri Krishi Sinchayee Yojana and boosting in micro irrigation projects and agriculture.
- Furthermore, policy initiatives like AMRUT (Atal Mission for Rejuvenation and Urban Transformation) and Smart Cities Mission creates huge demand for commercial and real estate.

**CHALLENGES**

**Cost of raw material**

The raw material prices continue to increase and 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 and is also affects both organized and unorganized sectors.

**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, 2024, the Company's permanent total work force is 356 employees.

**Product Wise Performance**

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

(Rs. in lakhs)

Particulars	2023-24	2022-23
HDPE Pipe	26,211.09	38,488.68
PVC Pipe	18,265.81	16,435.51
CPVC fitting	1,296.53	1,346.76
Moulding fittings	3,255.37	3,230.16
CPVC Pipe	72.98	-
Roto Water Tank	724.76	439.21
RM Compound Sale	242.46	220.84
Trading Sale	3,077.84	3,166.32
Total	53,146.84	63,327.47
Add - Sales of Services	686.34	516.70
Total revenue from operation as per audit report	53,833.18	63,844.17

**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. 53,833.18 Lakhs for the year ended 31<sup>st</sup> March, 2024 as against Rs. 63,844.17 Lakhs in the previous year which shows a decrease of 15.68%.

On a standalone basis, the profit before interest, depreciation and tax for the financial year is Rs. 2,938.51 Lakhs as against Rs. 2,659.72 Lakhs recorded in the previous year. The profit before tax for the financial year stood at Rs. 1,506.46 Lakhs compared to Rs. 594.22 Lakhs of the previous year. The profit after tax & exceptional item for the financial year at Rs. 962.25 Lakhs compared to Rs. 112.61 Lakhs of the previous year.

On a standalone basis your company recorded Production of 40,907.70 MT for the year ended 31<sup>st</sup> March, 2024 as against 43,943.20 MT in the previous year which shows a decrease to 6.91%.

**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 2024	Ratio as on 31 March 2023	% of Change	Explanation, if any
i.	Debt Equity Ratio	0.14	0.10	50.32%	Due to increase in borrowings and increase in total equity as compared to previous years.
ii.	Return on Equity Ratio	5.02%	0.60%	730.25%	Due to increase in Profit after tax as compared to previous year.
iii.	Net Profit Ratio	1.79%	0.18%	913.43%	Due to increase in Profit after tax as compared to previous year.
iv.	Debt Service Coverage Ratio	2.013	1.497	34.46%	Due to decrease in earning before interest & tax and debt service as compared to previous year.
v.	Trade Receivable Turnover Ratio	8.85	12.64	-29.97%	Due to decrease in Turnover and increase in Trade Receivable as compared to previous year.
vi.	Return on Investment Ratio	0.49%	-	100.00%	Due to Net Gain on Investments arise.

**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 2024 in ₹	Ratio as on 31 March 2023 in ₹	% of Change	Explanation, if any
i.	Return on Net Worth	7.28%	0.92%	693.70%	Due to increase in Profit after tax as compared to previous year.

**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-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient feature of the financial statement of subsidiaries or associate companies or Joint ventures**

**Part "A": Subsidiaries**

**(Information in respect of each subsidiary to be presented with amount in Rs. Lakhs)**

Name of the Subsidiary	Tapti Pipes and Products Limited FZE (Refer Note (i) & (ii))	Shree Venkatesh Industries Private Limited	Shree Venkatesh Polymers Private Limited
S. No.	1	2	3
The date since when subsidiary was acquired	13.03.2011 (Date of incorporation)	20.03.2024 (Date of acquisition)	30.04.2023 (Date of Incorporation)
Reporting period	2023-24	2023-24	2023-24
Share capital	7323.11	1.52	1.00
Reserves & surplus	(8306.33)	1010.60	61.70
Total assets	66.15	3813.51	1041.49
Total Liabilities	1049.37	2801.39	978.79
Investments	-	-	-
Turnover	-	3.22	1101.87
Profit before taxation	(555.53)	(12.38)	75.35
Provision for taxation	-	(1.96)	13.21
Profit after taxation	(555.53)	(10.42)	62.14
Proposed Dividend	-	-	-
Extent of sharcholding (in percentage)	100%	51%	100%

Notes:

- i) Converted into Indian Rupees at the Exchange rate USD 1 = 83.3739 INR.
- ii) The financial statements have been audited by a firm of Chartered Accountants other than M/s. Anil Kamal Garg & Company.
- iii) Names of subsidiaries which are yet to commence operations: Nil
- iv) Names of subsidiaries which have been liquidated or sold during the year: Nil

**Part B: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures  
(Amt. in Lakhs)

Name of Jointly Controlled Entity	NIL
1. Latest audited Balance Sheet Date	31.03.2024
2. Date on which the Associate or Joint Venture was associated or acquired	Not Applicable
3. Shares of Jointly Controlled Entity held by the company on the year end	Not Applicable
No.	Not Applicable
Amount of Investment in Jointly Control Entity	Not Applicable
Extend of Holding in percentage	Not Applicable
4. Description of how there is significant influence	Not Applicable
5. Reason why the Jointly Controlled Entity is not consolidated	Not Applicable
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	Not Applicable
7. Profit or Loss for the year	Not Applicable
i. Considered in Consolidation	Not Applicable
i. Not Considered in Consolidation	Not Applicable

Note:

- i) Names of associates or joint ventures which are yet to commence operations: Nil
- ii) Names of associates or joint ventures which have been liquidated or sold during the year: Nil

**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 2024  
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, 2024, 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, 2024, 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	<p>Uncertain tax positions - Direct and Indirect Taxes</p> <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 38 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 DIMINUTION IN VALUE OF INVESTMENTS IN SUBSIDIARY**

As disclosed in Note No. 41 of 'Provision for 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, 2024, the company has determined the Fair Market Value of investment in equity shares of TPPL made in earlier years and accordingly, the resultant loss arising from the diminution in value of investments has been charged to Statement of Profit or Loss Account under *Note No. 34 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. 43 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 preceding financial year i.e. F.Y. 2022-23, the company has made a payment of rupees Twenty Five Lakhs towards penalty under SEBI Regulation. 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 Indian 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, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2024 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 – 38 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.
- (vi)(a) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31<sup>st</sup>, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit, on test check basis, we did not come across any instance of the audit trail feature being tampered with.
- (b) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1st, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31st, 2024.
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 29<sup>th</sup>, 2024

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 24078057BKGOUV2313



**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>, 2024, 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, 2023	7,775.50	7,180.30	595.19	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, 2023	7,689.91	6,844.17	845.74	
	31 <sup>st</sup> December, 2023	7,150.15	6,896.02	254.13	
	31 <sup>st</sup> March, 2024	6597.22	6,539.76	57.46	
Statement containing details of Trade Receivables	30 <sup>th</sup> June, 2023	6,817.82	6,937.15	(119.33)	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, 2023	6,644.89	6,769.07	(124.17)	
	31 <sup>st</sup> December, 2023	6,991.29	7,067.02	(75.73)	
	31 <sup>st</sup> March, 2024	6545.47	7,165.55	(620.08)	



- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the company has provided loan to its subsidiary company. However, it has not provided any advance in the nature of loans or stood as a guarantor or provided any security to any entity. In respect of loans granted, the requisite information is as below:

Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loan 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, 2024	719.37	----	----	----
Balance outstanding as at Balance sheet date i.e. 31 <sup>st</sup> March, 2024	719.37	----	----	----

(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.

(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.

(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	719.37	----	719.37
(b)Out of total loans and advances, repayable on demand / agreement does not specify any terms or period of repayment	719.37	----	719.37
Percentage of loans/advances in nature of loan to the total loans [b/a*100]	100%	-	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>, 2024 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 and Commercial Tax amounting to Rs.40.44 Lakhs and Income Tax (Search) (A.Y.2016-17) amounting to Rs.38.12 Lakhs. 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
Goods and Services Act, 2017	Goods and Services Tax	56.66	5.67	2017-18	Goods and Services Tax Appellate Authority

- (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. However, we have been informed by the management that employee of the company misappropriated funds amounting to Rs. 34.09 Lakhs during the year under audit towards realisation of debtors of freight and logistics income.
- (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 29<sup>th</sup>, 2024

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 24078057BKGOUV2313

## **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, 2024, 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, 2024 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.



[ 2 ]

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, 2024, 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 29<sup>th</sup>, 2024

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 24078057BKGOUV2313

**TEXMO PIPES AND PRODUCTS LIMITED**  
**Standalone Balance Sheet as at 31st March, 2024**

[Amount in Lakhs]

Particulars		Note No.	As at 31st March, 2024	As at 31st March, 2023
<b>A.</b>	<b>ASSETS</b>			
(1)	<b>NON-CURRENT ASSETS</b>			
	(a) Property, Plant and Equipment	2	12,469.80	12,791.16
	(b) Right-of-Use Assets	3	866.88	1,059.53
	(c) Capital Work-In-Progress	4	-	19.57
	(d) Investment Property	5	38.44	38.44
	(e) Intangible Assets Other than Goodwill	6	4.43	4.73
	(f) Financial Assets			
	i) Investments	7	1,092.21	607.70
	ii) Loans	8	719.37	-
	(g) Other Non-Current Assets	9	405.72	425.06
	<b>TOTAL NON-CURRENT ASSETS</b>	(1)	<b>15,596.85</b>	<b>14,946.18</b>
(2)	<b>CURRENT ASSETS</b>			
	(a) Inventories	10	6,597.23	7,065.36
	(b) Financial Assets			
	i) Trade Receivables	11	6,545.47	5,614.46
	ii) Cash and Cash Equivalents	12	16.51	61.97
	iii) Bank Balances other than cash and cash equivalents	13	886.71	804.98
	(c) Other Current Assets	14	2,369.20	2,195.65
	<b>TOTAL CURRENT ASSETS</b>	(2)	<b>16,415.12</b>	<b>15,742.42</b>
	<b>TOTAL ASSETS (1 + 2)</b>		<b>32,011.97</b>	<b>30,688.60</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	16,709.64	15,768.92
	<b>TOTAL EQUITY</b>		<b>19,629.14</b>	<b>18,688.42</b>



**TEXMO PIPES AND PRODUCTS LIMITED**

Standalone Balance Sheet as at 31st March, 2024 (Contd.....)

[Amount in Lakhs]

Particulars		Note No.	As at 31st March, 2024	As at 31st March, 2023
<b>LIABILITIES</b>				
(1)	<b>NON-CURRENT LIABILITIES</b>			
	(a) Financial Liabilities			
	i) Borrowings	17	1,543.21	1,345.75
	ii) Lease Liabilities	18	926.15	1,087.00
	(b) Deferred Tax Liabilities (Net)	19	1,580.52	1,590.15
	(c) Other Non-Current Liabilities	20	629.50	567.84
	<b>TOTAL NON-CURRENT LIABILITIES</b> (1)		<b>4,679.38</b>	<b>4,590.74</b>
(2)	<b>CURRENT LIABILITIES</b>			
	(a) Financial Liabilities			
	i) Borrowings	21	1,294.67	451.67
	ii) Lease Liabilities	22	163.71	128.09
	iii) Trade Payables	23		
	-Total outstanding dues of micro enterprises & small enterprises; and		363.94	417.75
	-Total outstanding dues of creditors other than micro enterprises & small enterprises		3,927.22	4,365.57
	iv) Other Financial Liabilities		-	-
	(b) Other Current Liabilities	24	1,501.52	1,643.05
	(c) Provisions	25	332.55	241.99
	(d) Current Tax Liabilities (Net)		119.84	161.33
	<b>TOTAL CURRENT LIABILITIES</b> (2)		<b>7,703.45</b>	<b>7,409.45</b>
	<b>TOTAL LIABILITIES (1 + 2)</b>		<b>12,382.83</b>	<b>12,000.19</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>32,011.97</b>	<b>30,688.61</b>
Significant Accounting Policies & Practices and Other Notes Additional Regulatory Information		1 & 37 to 46 47		

The accompanying notes form 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 : 24078057BKGOUV2313

**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, 2024

Burhanpur, May 29th, 2024

**TEXMO PIPES AND PRODUCTS LIMITED**

**Standalone Statement of Profit and Loss for the year ended 31st March, 2024**

[Amount in Lakhs]

Particulars		Note No.	Year ended 31st March, 2024	Year ended 31st March, 2023
I	Value of Sales		63,023.23	74,828.25
II	Less: GST on Value of Sales		(9,190.05)	(10,984.08)
III	Revenue from Operations	26	53,833.18	63,844.17
IV	Other Income	27	125.90	83.02
V	<b>TOTAL INCOME (III + IV)</b>		<b>53,959.08</b>	<b>63,927.19</b>
VI	<b>EXPENSES</b>			
	Cost of Materials Consumed	28	37,259.90	46,204.45
	Purchases of Stock-In-Trade	29	2,887.77	2,918.94
	Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	30	149.79	455.36
	Employee Benefits Expense	31	2,465.64	2,289.83
	Finance Costs	32	823.52	1,292.56
	Depreciation and Amortization Expense		1,043.35	1,082.97
	Other Expenses	33	7,275.67	7,887.91
	<b>TOTAL EXPENSES (VI)</b>		<b>51,905.64</b>	<b>62,132.02</b>
VII	Profit before exceptional items and tax (V-VI)		2,053.44	1,795.17
VIII	Exceptional items	34	546.98	1,200.95
IX	Profit before tax (VII-VIII)		<b>1,506.46</b>	<b>594.22</b>
X	Tax Expense:			
	(1) Current Tax		530.00	500.00
	(2) Short/(Excess) Tax Provision for earlier years		23.84	16.34
	(3) Deferred Tax		(9.63)	(34.73)
	<b>TOTAL TAX EXPENSE (X)</b>		<b>544.21</b>	<b>481.61</b>
XI	Profit for the year (IX-X)		<b>962.25</b>	<b>112.61</b>
XII	Other Comprehensive Income	35		
	A. (i) Items that will not be reclassified subsequently to profit or loss		(28.77)	34.72
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss		7.24	-
	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>(21.53)</b>	<b>34.72</b>
XIII	<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (XI+XII)</b>		<b>940.72</b>	<b>147.33</b>
XIV	Earnings Per Equity Share	36		
	Basic (₹)		3.30	0.39
	Diluted (₹)		3.30	0.39
	Significant Accounting Policies & Practices and Other Notes	1 & 37 to 46		
	Additional Regulatory Information	47		

The accompanying notes form 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 : 24078057BKGOUV2313

**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, 2024

Burhanpur, May 29th, 2024



TEXMO PIPES AND PRODUCTS LIMITED

Standalone Statement of Changes in Equity for the year ended 31st March, 2024

A. Equity Share Capital

(1) Current reporting period

[Amount in Lakhs]

Balance as at 1st April, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2023	Changes in Equity Share Capital during F.Y. 2023-24	Balance as at 31st March, 2024
2,919.50	-	2,919.50	-	2,919.50

(2) Previous 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

B. Other Equity

(1) Current reporting period

[Amount in Lakhs]

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, 2023	85.89	6,991.76	2,279.82	6,411.45	15,768.92
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-
<b>Restated balance at the beginning of reporting period as at 1st April, 2023</b>	<b>85.89</b>	<b>6,991.76</b>	<b>2,279.82</b>	<b>6,411.45</b>	<b>15,768.92</b>
Profit for the financial year 2023-24	-	-	962.25	-	962.25
Other comprehensive income for the financial year 2023-24	-	-	(28.77)	-	(28.77)
Income tax relating to items that will not be reclassified subsequently to profit or loss	-	-	7.24	-	7.24
Transfer from Revaluation Surplus to Retained Earnings	-	-	7.79	(7.79)	-
Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	-	-	-	-
Unamortised Interests Expenses on Loans from related parties written off	-	-	-	-	-
	-	-	948.51	(7.79)	940.72
<b>Balance at the end of reporting period as at 31st March, 2024</b>	<b>85.89</b>	<b>6,991.76</b>	<b>3,228.33</b>	<b>6,403.66</b>	<b>16,709.64</b>

(2) Previous reporting period

[Amount in Lakhs]

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	6,991.76	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>6,991.76</b>	<b>2,132.49</b>	<b>6,411.45</b>	<b>15,621.59</b>
Profit for the financial year 2022-23	-	-	112.61	-	112.61
Other comprehensive income for the financial year 2022-23	-	-	34.72	-	34.72
Transfer from Revaluation Surplus to Retained Earnings	-	-	-	-	-
Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	-	-	-	-
Unamortised Interests Expenses on Loans from related parties written off	-	-	-	-	-
	-	-	147.33	-	147.33
<b>Balance at the end of reporting period as at 31st March, 2023</b>	<b>85.89</b>	<b>6,991.76</b>	<b>2,279.82</b>	<b>6,411.45</b>	<b>15,768.92</b>

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

**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 : 24078057BKGOUV2313

**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, 2024

Burhanpur, May 29th, 2024

**TEXMO PIPES AND PRODUCTS LIMITED**

Standalone Statement of Cash Flows for the year ended 31st March, 2024

[Amount in Lakhs]

Sno.	Particulars	Year ended 31st March, 2024		Year ended 31st March, 2023	
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Profit before Tax		1,506.46		594.22
	<u>Adjustments for :</u>				
	Depreciation and Amortization Expense	1,043.34		1,082.97	
	Interest on Lease Liabilities	103.80		113.72	
	Other Finance Costs	719.72		1,178.83	
	Bad Debts	706.72		-	
	Provision for Impairment of Debtors made/(reversed)	(143.37)		18.88	
	Interest Income	(90.20)		(53.97)	
	Net Loss/(Gain) on Property Plant & Equipment	3.08		0.33	
	Net Loss/(Gain) on Assets held for sale	(5.35)		-	
	Provision for Diminution in Value of Investments in Subsidiary	546.98		-	
	Remeasurement of Defined Benefit Plans	(21.53)	2,863.19	34.72	2,375.48
	<b>Operating Profit before Working Capital Changes</b>		4,369.65		2,969.70
	<u>Net change in:</u>				
	Inventories	468.14		(669.96)	
	Trade Receivables	(1,494.36)		(1,148.61)	
	Other Financial Assets	(81.73)		191.91	
	Other Current Assets	(184.31)		(27.94)	
	Financial Liabilities	(492.16)		190.96	
	Other Current Liabilities	(141.53)		480.04	
	Short Term Provisions	90.56	(1,835.39)	19.46	(964.14)
	<b>Cash generated from/ (used in) Operations</b>		2,534.26		2,005.56
	Direct Taxes Paid (Net)		(595.33)		(479.97)
	<b>Net Cash generated from/ (used in) Operating Activities</b>		1,938.93		1,525.59
B.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Purchase of Property, Plant and Equipment and Intangibles		(547.38)		(716.47)
	Sale/ Disposals of Property, Plant and Equipment		34.83		4.34
	Sale/ Disposals of Assets Held for Sale		16.10		-
	Movement in Non Current Investments		(1,031.49)		554.43
	Movement in Long Term Advances		(719.37)		584.98
	Movement in Deposits		19.34		86.43
	Interest Received		90.20		53.97
	<b>Net Cash generated from/ (used in) Investing Activities</b>		(2,137.77)		567.68
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	(Repayment)/Proceeds of Long-term Borrowings		197.46		(401.47)
	(Repayment)/Proceeds from Short term Borrowings		843.01		(270.94)
	(Repayment)/Proceeds of Other Non Current Liabilities		61.65		16.74
	(Repayment)/Proceeds of Other Current Financial Liabilities		-		(0.38)
	Payment of Lease Liabilities including Interest thereon		(229.03)		(210.81)
	Finance Costs		(719.72)		(1,178.83)
	<b>Net Cash generated from/ (used in) Financing Activities</b>		153.37		(2,045.69)



**TEXMO PIPES AND PRODUCTS LIMITED**

Standalone Statement of Cash Flows for the year ended 31st March, 2024 (Contd...)

[Amount in Lakhs]

Sno.	Particulars	Year ended 31st March, 2024		Year ended 31st March, 2023	
	<b>NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		(45.47)		47.58
	Cash and cash equivalents at the beginning of the year		61.98		14.39
	<b>Cash and cash equivalents at the end of the year</b>		<b>16.51</b>		<b>61.97</b>
	<b>Components of cash and cash equivalents as at the year end :</b>				
	Balance with Banks in Current Accounts		-		46.99
	Cash on Hand		16.51		14.98
	<b>Cash and cash equivalents at the end of the year</b>		<b>16.51</b>		<b>61.97</b>

The accompanying notes form 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 : 24078057BKGOUV2313

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

**Vijay Prasad Pappu**  
Whole Time Director cum CFO  
DIN : 02068748

**Mohit Agrawal**  
Chief Executive Officer

**Ajay Shrivastava**  
Company Secretary

Indore, May 29th, 2024

Burhanpur, May 29th, 2024

**NOTES ON ACCOUNT**

**TEXMO PIPES AND PRODUCTS LIMITED**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2024

[₹ 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, 2024, the Statement of Profit and Loss (including Other Comprehensive Income) for the year ended 31st March 2024, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended 31st March 2024, 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, 2024 have been authorized for issue in accordance with a resolution passed in the Meeting of the Board of Directors held on 29th May, 2024.

**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
- Assets Held for Sale

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

These standalone financial statements are presented in Indian Rupees (INR), which is the Company's functional currency.

**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 criterias 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 by the Parent Company using straight line method, except on Freehold Land, on which no depreciation is provided. Depreciation on Property, Plant and Equipment is provided by the Subsidiary Companies namely 'Shree Venkatesh Industries Pvt. Ltd.' & 'Shree Venkatesh Polymers Pvt. Ltd.' using written down value method. 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.

**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 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 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 2023-24.

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.4.19 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 subsidiaries 'Tapti Pipes & Products Ltd., FZE, UAE' & 'Shree Venkatesh Polymers Pvt. Ltd.' and its partially owned subsidiary 'Shree Venkatesh Industries Pvt. Ltd.' 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.4.20 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.4.21 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.4.22 Dividend Distribution**

Dividends paid 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.4.23 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**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT	
		As at 1-4-2023	As at 31-3-2024	Disposals	As at 1-4-2023	For the year	Disposals	As at 31-3-2024	As at 31-3-2023
1	Freehold Land	6,447.13	6,447.13	-	-	-	-	6,447.13	6,447.13
2A	Factory Buildings	1,230.28	1,341.47	-	233.85	45.54	-	1,062.08	996.43
2B	Office Buildings	334.14	334.14	-	36.29	5.66	-	290.19	295.85
3	Plant and Equipment	8,236.63	8,471.82	-	3,521.46	705.85	-	4,244.51	4,715.17
4	Furniture and Fixtures	112.79	116.90	-	78.59	5.25	-	33.06	34.20
5	Vehicles	557.90	635.44	108.55	330.91	64.79	71.40	311.14	226.88
6	Office Equipments	174.47	202.45	0.99	99.07	21.92	0.23	81.69	75.40
	<b>TOTAL</b>	<b>17,093.34</b>	<b>17,549.35</b>	<b>109.54</b>	<b>4,302.17</b>	<b>849.01</b>	<b>71.63</b>	<b>12,469.80</b>	<b>12,791.16</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. 2023-24 or during F.Y. 2022-23.
- (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**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT	
		As at 1-4-2022	As at 31-3-2023	Disposals	As at 1-4-2022	For the year	Disposals	As at 31-3-2023	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	-	186.76	45.09	-	986.43	1,041.52
2B	Office Buildings	334.14	334.14	-	32.65	5.65	-	295.85	301.50
3	Plant and Equipment	7,599.87	8,236.63	11.85	2,789.85	742.84	11.23	4,715.17	4,810.02
4	Furniture and Fixture	105.42	112.79	-	73.01	5.58	-	34.20	32.41
5	Vehicles	572.29	557.90	40.96	301.08	66.74	36.92	226.89	271.21
6	Office Equipments	153.28	174.47	-	77.03	22.04	-	75.40	76.26
	<b>TOTAL</b>	<b>16,442.41</b>	<b>17,093.34</b>	<b>52.81</b>	<b>3,462.37</b>	<b>887.94</b>	<b>46.14</b>	<b>12,791.16</b>	<b>12,980.04</b>

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

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT		
		As at 1-4-2023	Additions	Disposals	As at 31-3-2024	As at 1-4-2023	For the year	Disposals	As at 31-3-2024	As at 31-3-2023
1	Land	1,371.53	-	-	1,371.53	312.00	192.65	-	866.88	1,059.53
	<b>TOTAL</b>	<b>1,371.53</b>	<b>-</b>	<b>-</b>	<b>1,371.53</b>	<b>312.00</b>	<b>192.65</b>	<b>-</b>	<b>866.88</b>	<b>1,059.53</b>

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 revalued any of its Right of Use Assets during F.Y. 2023-24 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 1-4-2022	Additions	Disposals	As at 31-3-2023	As at 1-4-2022	For the year	Disposals	As at 31-3-2023	As at 31-3-2022
1	Land	1,371.53	-	-	1,371.53	119.36	192.64	-	1,059.53	1,252.17
	<b>TOTAL</b>	<b>1,371.53</b>	<b>-</b>	<b>-</b>	<b>1,371.53</b>	<b>119.36</b>	<b>192.64</b>	<b>-</b>	<b>1,059.53</b>	<b>1,252.17</b>

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

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT		
		As at 1-4-2023	Additions	Disposals	As at 31-3-2024	As at 1-4-2023	For the year	Disposals	As at 31-3-2024	As at 31-3-2023
1	Capital Work-in-Progress	19.57	179.10	198.67	-	-	-	-	-	19.57
	<b>TOTAL</b>	<b>19.57</b>	<b>179.10</b>	<b>198.67</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.57</b>

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, 2024 and 31st March, 2023.
- (ii) The disposals represent the amount transferred to the respective item of the property, plant and equipment.



**NOTE - 4.1 - CWIP Ageing Schedule as at 31st March, 2024**

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

[Amount in Lakhs]

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

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT	
		As at 1-4-2022	Additions	Disposals	As at 31-3-2023	For the year	Disposals	As at 31-3-2023	As at 31-3-2022
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

[Amount in Lakhs]

**NOTE - 4.3 - 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	2 to 3 years	
1	Projects in Progress	19.57	-	-	19.57
2	Projects temporarily suspended	-	-	-	-
	<b>TOTAL</b>	19.57	-	-	19.57

[Amount in Lakhs]

**NOTE - 5 - INVESTMENT PROPERTY**

SNO.	PARTICULARS	[Amount in Lakhs]					
		GROSS CARRYING AMOUNT		DEPRECIATION/ IMPAIRMENT LOSS/ REVERSAL		NET CARRYING AMOUNT	
		As at 1-4-2023	As at 31-3-2024	As at 1-4-2023	For the year	As at 31-3-2024	As at 31-3-2023
1	Freehold Land	38.44	38.44	-	-	38.44	38.44
	<b>TOTAL</b>	38.44	38.44	-	-	38.44	38.44

**Notes:**

- The Valuation of the Freehold Land as on 31st March, 2024, as per the Guideline Rates prescribed by the concerning Stamp Valuation Authority is of Rs 28.32 Lakhs [Previous year Rs 20.11 Lakhs]. As 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 and further since, the Market Value of the Freehold Land as on the date of transition was much higher than the stamp duty value, the market value has been taken as gross carrying amount.
- 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.
- 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	[Amount in Lakhs]					
		GROSS CARRYING AMOUNT		DEPRECIATION/ IMPAIRMENT LOSS/ REVERSAL		NET CARRYING AMOUNT	
		As at 1-4-2022	As at 31-3-2023	As at 1-4-2022	For the year	As at 31-3-2023	As at 31-3-2022
1	Freehold Land	38.44	38.44	-	-	38.44	38.44
	<b>TOTAL</b>	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 1-4-2023	Additions	Disposals	As at 31-3-2024	As at 1-4-2023	For the year	Disposals	As at 31-3-2024	As at 31-3-2023
1	Computer Software	31.56	1.39	-	32.95	26.83	1.69	-	28.52	4.43
	<b>TOTAL</b>	31.56	1.39	-	32.95	26.83	1.69	-	28.52	4.43

Notes:

- (i) The Company has neither acquired any Intangible Assets through business combinations nor revalued any of its Intangible Assets during F.Y. 2023-24 or during F.Y. 2022-23.
- (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 1-4-2022	Additions	Disposals	As at 31-3-2023	As at 1-4-2022	For the year	Disposals	As at 31-3-2023	As at 31-3-2022
1	Computer Software	31.56	-	-	31.56	24.44	2.39	-	26.83	4.73
	<b>TOTAL</b>	31.56	-	-	31.56	24.44	2.39	-	26.83	4.73

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

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Investment in Equity Instruments (Unquoted)		
<b>A) Wholly Owned Subsidiaries</b>		
(i) Tapti 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 Investment in Share of Tapti Pipes & Products Ltd FZE, UAE	1,101.46	554.48
	60.67	607.65
(ii) Shree Venkatesh Polymers Private Limited, Burhanpur 10,000 [Previous year - Nil], Equity Shares of Face Value of ₹10/- each, fully paid-up	1.00	-
(A)	61.67	607.65
<b>B) Other Subsidiary</b>		
Shree Venkatesh Industries Private Limited, Indore 10,409 [Previous year - Nil], Equity Shares of Face Value of ₹10/- each, Partly paid-up at Rs.5/- each Issued at Premium of ₹19,790/- each,	1,030.49	-
(B)		
<b>C) Others</b>		
Texmo Pipes Foundation 500 [Previous year - 500], Equity Shares of Face Value of ₹10/- each, fully paid-up	0.05	0.05
(C)		
<b>TOTAL (A+B+C)</b>	<b>1,092.21</b>	<b>607.70</b>

**NOTE - 7.1 - Provision for Diminution in Value of Investment in Shares of wholly owned subsidiary - Tapti Pipes & Products Ltd FZE, UAE**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Opening Balance	554.48	-
Add : Provision made during the year	546.98	554.48
Closing Balance	1,101.46	554.48
Notes:		
(i) The provision for diminution in value of investment in shares of wholly owned foreign subsidiary of the Company namely 'Tapti Pipes & Products Ltd., FZE UAE', has been made considering the financial position and net worth of the subsidiary company for the financial year ended 31st March, 2024, which in its turn, is based upon the audited financial statement of the subsidiary company as of 31st March, 2024. The provision of ₹ 546.98 Lakhs (Previous year Rs.554.48 Lakhs) is included in the Note No. 34 of 'Exceptional Items' of the Standalone Statement of Profit and Loss of the company for the financial Year 2023-24.		

**NOTE - 7.2 - Investments in Equity Instruments**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Aggregate amount of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	2,193.67	1,162.18
Aggregate amount of Impairment in Value of Quoted Investments	-	-
Aggregate amount of Impairment in Value of Unquoted Investments	1,101.46	554.48



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

[Unsecured, considered doubtful]

[Amount in Lakhs]

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Loans to related parties	719.37	-
<b>TOTAL</b>	719.37	-

Notes:

- (i) During the period under review, the company has given loan to one of its Subsidiary companies namely ' Shree Venkatesh Industries Private Limited'.
- (ii) The entire loan has been granted without obtaining any security and without stipulating any terms or period of repayment and is repayable on Demand along with interest..

**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, 2024		As at 31st March, 2023	
	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	719.37	100.00%	-	-
<b>TOTAL</b>	719.37	100.00%	-	-

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

[Unsecured, considered good]

[Amount in Lakhs]

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
<u>Advances other than Capital Advances</u>		
Security Deposits	306.48	331.49
Taxes Paid Under Protest	99.24	93.57
<b>TOTAL</b>	405.72	425.06

**NOTE - 10 - INVENTORIES**

[Valued at lower of cost and net realizable value]

[Amount in Lakhs]

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	2,621.04	2,901.85
Work-In-Progress	205.59	130.13
Finished Goods	2,979.45	3,280.98
Stock-In-Trade	634.65	558.37
Stores and Spares	90.40	120.68
Packing Materials	66.10	73.35
<b>TOTAL</b>	6,597.23	7,065.36

Notes:

- (i) Amount of inventories recognized as an expense have been disclosed in Notes 28,29 and 30.
- (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, 2024	As at 31st March, 2023
Secured, considered good	-	-
Unsecured, considered good	6,545.47	5,614.46
Trade Receivables which have significant increase in Credit Risk	-	143.37
Less: Allowance for Doubtful Debts	-	(143.37)
Trade Receivables - Credit Impaired	-	-
<b>TOTAL</b>	<b>6,545.47</b>	<b>5,614.46</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 subsidiaries amount to Rs.0.79 Lakhs (Previous year Rs. Nil), 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, 2024.
- (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 31 st March, 2024**

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	2,594.10	1,309.46	227.84	26.58	26.21	4,184.19
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
4	Disputed Trade Receivables – considered good	2,332.23	19.19	9.86	-	-	2,361.28
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>4,926.33</b>	<b>1,328.65</b>	<b>237.70</b>	<b>26.58</b>	<b>26.21</b>	<b>6,545.47</b>

[Amount in Lakhs]

**NOTE - 11.2- 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	131.24	143.37
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-	(143.37)
	<b>TOTAL</b>	<b>5,418.44</b>	<b>77.99</b>	<b>44.26</b>	<b>48.72</b>	<b>168.42</b>	<b>5,614.46</b>

[Amount in Lakhs]



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

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Balances with Banks in Current Accounts	-	46.99
Cash on Hand	16.51	14.98
<b>TOTAL</b>	16.51	61.97

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

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Fixed Deposits - Maturity more than 3 months and less than 12 months	886.71	804.98
<b>TOTAL</b>	886.71	804.98

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, 2024	As at 31st March, 2023
A Capital Advances	5.50	7.41
(A)	5.50	7.41
B. <b>Advances other than Capital Advances</b>		
Taxes Paid Under Protest	457.20	457.20
Advance to related parties - Advance to Suppliers	76.19	-
Others		
- to Suppliers	248.46	176.45
- to Employees	44.21	49.91
- for Expenses	36.49	47.65
(B)	862.55	731.21
C. <b>Others</b>		
Assets Held for Sale - Freehold Land	184.47	195.22
Balances with Statutory Authorities	60.27	49.52
Prepaid Expenses	77.27	64.26
Insurance Claims Receivable	715.03	715.03
Incentives Receivable from Government	430.02	430.02
Gratuity Plan Assets	-	2.98
Embezzlement Money Recoverable from Employee	34.09	-
(C)	1,501.15	1,457.03
<b>TOTAL</b>	2,369.20	2,195.65
(A+B+C)		

- Notes:
- (i) Advance to suppliers includes aggregate amount of Rs. 76.19 Lakhs (Previous Year ₹ Nil) due from firms or private companies in which any of the directors of the Company is either a partner or a director or a member, as at 31st March, 2024.
  - (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 2024-25. 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 2024-25. 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, 2024		As at 31st March, 2023	
	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, 2024		As at 31st March, 2023	
	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, 2024		As at 31st March, 2023	
	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 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, 2024 and as at 31st March, 2023**

Name of the Promoter	As at 31st March, 2024		As at 31st March, 2023		% 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 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 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%	-
Shri 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, 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 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 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%	-
Shri 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, 2024	As at 31st March, 2023
Securities Premium	6,991.76	6,991.76
Retained Earnings	3,228.33	2,279.82
Revaluation Reserve	6,403.66	6,411.45
Equity Component of Compound Financial Instruments	85.89	85.89
<b>TOTAL</b>	<b>16,709.64</b>	<b>15,768.92</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, 2024	As at 31st March, 2023
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, 2024	As at 31st March, 2023
Opening Balance	2,279.82	2,132.49
Add : Amount transferred from Revaluation Surplus to Retained Earnings	7.79	-
	2,287.61	2,132.49
Add: Profit for the year	962.25	112.61
	3,249.86	2,245.10
Add: Other Comprehensive Income for the Year	(21.53)	34.72
<u>Closing Balance</u>	3,228.33	2,279.82

(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 year under review , an amount of Rs.7.79 Lakhs has been reversed due to effecting sale of certain revalued assets.

The details of movement in Revaluation Reserve during the year is as below:

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Opening Balance	6,411.45	6,411.45
Less : Amount transferred to Retained Earnings	(7.79)	-
<u>Closing Balance</u>	6,403.66	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, 2024	As at 31st March, 2023
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, 2024		As at 31st March, 2023	
	Non Current	Current	Non Current	Current
<b>Term Loans</b>				
A. <u>Secured</u>				
From Banks	1,043.21	406.54	1,345.75	376.96
(A)	1,043.21	406.54	1,345.75	376.96
B. <u>Unsecured</u>				
<u>Loans and Advances</u>				
From Directors and their relatives	500.00	-	-	-
(B)	500.00	-	-	-
<b>TOTAL (A+B)</b>	<b>1,543.21</b>	<b>406.54</b>	<b>1,345.75</b>	<b>376.96</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 21 'Short Term Borrowings'.
- (ii) Refer Note 46 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. Rashmi 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. Rashmi 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 9.96% p.a. as at year end. (Previous Year 10.55% p.a.)  [Total Outstanding as on 31-03-2024 is ₹ 100.00 Lakhs (Previous year ₹ 200.00 Lakhs) out of which ₹ 100.00 Lakhs (Previous year ₹ 99.99 Lakhs) is taken to current maturities of long term debts]
2	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 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 9.70% p.a. (Previous Year 10.55% p.a.)  [Total Outstanding as on 31-03-2024 is ₹ 1,246.15 Lakhs (Previous year 1,523.07Lakhs) 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
3	Vehicle Loan of ₹ 126.00 Lakhs (Previous year ₹ Nil) from Punjab National Bank is secured by Hypothecation of Vehicle.	Repayable in 48 equal monthly installments starting from June, 2023. Last installment due in May, 2027. Rate of Interest is 9.67% p.a. as at the year end. (Previous Year Nil)  [Total Outstanding ₹ 103.07 Lakhs (Previous year ₹ Nil) out of which ₹ 29.58 Lakhs (Previous year ₹ Nil) taken to current maturities of long term debts]

**NOTE - 18 - LEASE LIABILITIES**

[Amount in Lakhs]

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Non Current	Current	Non Current	Current
Lease Liabilities for Land	926.15	163.71	1,087.00	128.09
<b>TOTAL</b>	926.15	163.71	1,087.00	128.09

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 & 39.

**NOTE - 19 - DEFERRED TAX LIABILITIES (NET)**

[Amount in Lakhs]

Particulars	As at 31st March, 2024	As at 31st March, 2023
<u>Deferred Tax Liabilities on account of taxable temporary differences:</u>		
At the beginning of the year	1,590.15	1,624.88
Less : Charge/(Credit) to Statement of Profit and Loss	(9.63)	(34.73)
<b>TOTAL</b>	1,580.52	1,590.15

**NOTE 19.1 - Component of Deferred Tax Liabilities for the period ended 31st March, 2024**

[Amount in Lakhs]

Particulars	As at 1st April, 2023	Charge/(Credit) to Statement of Profit and Loss	As at 31st March, 2024
<b>A. Deferred Tax Liabilities in relation to :</b>			
Property, Plant and Equipment	274.32	(9.82)	264.50
Revalued Land	1,391.06	(5.92)	1,385.14
Right-of-Use Asset	266.66	(48.48)	218.18
<b>(A)</b>	1,932.04	(64.22)	1,867.82
<b>B. Deferred Tax Assets in relation to :</b>			
Provision for Impairment of Trade Receivable	36.08	(36.08)	-
Gratuity Payable	-	13.00	13.00
Lease Liabilities	305.81	(31.51)	274.30
<b>(B)</b>	341.89	(54.59)	287.30
<b>TOTAL (A-B)</b>	1,590.15	(9.63)	1,580.52



**Note - 19.2 - Component of Deferred Tax Liabilities for the financial year ended 31st March, 2023**

[Amount in Lakhs]

Particulars	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
<u>TOTAL</u> (A-B)	1,624.88	(34.73)	1,590.15

**NOTE - 20 - OTHER NON-CURRENT LIABILITIES**

[Amount in Lakhs]

Particulars	As at 31st March, 2024	As at 31st March, 2023
A. Advances against Sale of Property	7.50	5.50
(A)	7.50	5.50
B. <u>Others</u>		
Long Term Deposits from Dealers and Suppliers	564.98	561.98
Long Term Deposits from Tenants	5.36	0.36
Gratuity Payable	51.66	-
(B)	622.00	562.34
<u>TOTAL</u> (A+B)	629.50	567.84

**NOTE - 21 - SHORT-TERM BORROWINGS**

[Amount in Lakhs]

Particulars		As at 31st March, 2024	As at 31st March, 2023
A. <u>From Banks</u>			
Cash Credit Facilities [Loans Repayable on Demand, Secured]		888.13	74.71
Current Maturities of Long Term Debt		406.54	376.96
	(A)	1,294.67	451.67
B. <u>From Others</u>			
Current Maturities of Long Term Debt		-	-
	(B)	-	-
	<b>TOTAL</b>	<b>1,294.67</b>	<b>451.67</b>
	(A+B)		

Notes:

- (i) The company has borrowed Cash Credit Loans from State Bank of India, Punjab National Bank, ICICI Bank and Central Bank of India led by State Bank of India wherein, SBI Cash Credit Loan of ₹ 450.86 Lakhs (Previous Year ₹ 8.53 Lakhs), Punjab National Bank Cash Credit Loan of ₹ 104.71 Lakhs (Previous Year ₹ 64.57 Lakhs), ICICI Bank Cash Credit Loan of ₹ 332.56 Lakhs (Previous Year ₹ Nil Lakhs) and Central Bank of India Cash Credit Loan of ₹ Nil (Previous Year ₹ 1.61 Lakhs) are secured by first Pari pasu charge (amongst the 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. Rashmi Agrawal, Shree Padmavati Irrigations LLP, Shree Balaji Industries and Shree Venkatesh Industries.

**NOTE - 22 - CURRENT LEASE LIABILITIES**

[Amount in Lakhs]

Particulars		As at 31st March, 2024	As at 31st March, 2023
Current Maturities of Lease Liabilities		163.71	128.09
	<b>TOTAL</b>	<b>163.71</b>	<b>128.09</b>

**NOTE - 23 - CURRENT TRADE PAYABLES**

[Amount in Lakhs]

Particulars		As at 31st March, 2024	As at 31st March, 2023
Total outstanding dues of micro enterprises & small enterprises		363.94	417.75
Total outstanding dues of creditors other than micro enterprises & small enterprises		3,927.22	4,365.57
	<b>TOTAL</b>	<b>4,291.16</b>	<b>4,783.32</b>

Notes:

- (i) Trade payables are due to firms or private companies in which any of the directors of the Company is a partner or a director or a member amounts to ₹ 419.08 Lakhs (Previous year ₹ 85.46 Lakhs) as at 31st March, 2024.



**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, 2024	As at 31st March, 2023
(a) Principal amount remaining unpaid to any supplier as at the end of accounting year	363.94	417.75
(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, 2024**

S.No	Particulars	Outstanding for following periods from due date of payment				Total
		[Amount in Lakhs]				
		Less than 1 Year	1 to 2 years	2 to 3 years	More than 3 years	
1	MSME	363.94	-	-	-	363.94
2	Other than MSME	3,762.69	65.70	61.08	37.75	3,927.22
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - Other than MSME	-	-	-	-	-
	<b>TOTAL</b>	4,126.63	65.70	61.08	37.75	4,291.16

**NOTE - 23.3- Trade Payables Ageing Schedule as at 31st March, 2023**

S.No	Particulars	Outstanding for following periods from due date of payment				Total
		[Amount in Lakhs]				
		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 - 24 - OTHER CURRENT LIABILITIES**

			[Amount in Lakhs]	
Particulars			As at 31st March, 2024	As at 31st March, 2023
A. <u>Revenue Received in Advance</u>				
Advance from Customers			446.26	618.31
	(A)		446.26	618.31
B. <u>Others</u>				
Statutory Liabilities			363.64	362.45
Gratuity Payable			-	-
Other Liabilities [Refer Note below]			691.62	662.29
	(B)		1,055.26	1,024.74
<b>TOTAL</b>	<b>(A+B)</b>		<b>1,501.52</b>	<b>1,643.05</b>

**Note :**

- (i) Other liabilities include amount due to directors or other officers of the Company either severally or jointly with any other person or to firms or private companies in which any of the directors of the Company is a partner or a director or a member amounting to ₹ 114.73 Lakhs (Previous year ₹ 20.84 Lakhs).

**NOTE - 25 - SHORT-TERM PROVISIONS**

			[Amount in Lakhs]	
Particulars			As at 31st March, 2024	As at 31st March, 2023
For Employee Benefits			192.89	173.67
For Others			139.66	68.32
<b>TOTAL</b>			<b>332.55</b>	<b>241.99</b>

**NOTE - 26 - REVENUE FROM OPERATIONS**

			[Amount in Lakhs]	
Particulars			Year ended 31st March, 2024	Year ended 31st March, 2023
A. <u>Sale of Products</u>				
Manufactured Goods			49,826.54	59,940.31
Traded Goods			3,320.30	3,387.16
	(A)		53,146.84	63,327.47
B. <u>Sale of Services</u>				
Freight and Logistics Income			686.34	516.70
	(B)		686.34	516.70
<b>TOTAL</b>	<b>(A+B)</b>		<b>53,833.18</b>	<b>63,844.17</b>



**NOTE - 26.1 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2024**

[Amount in Lakhs]			
Particulars	India	Outside India	Total
Plastic Pipes, Fittings, Allied Products and Trading Accessories	52,422.08	-	52,422
Water Tanks and Allied Products	724.76	-	725
<b>TOTAL</b>	53,146.84	-	53,146.84

**NOTE - 26.2 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2023**

[Amount in Lakhs]			
Particulars	India	Outside India	Total
Plastic Pipes, Fittings, Allied Products and Trading Accessories	62,887.45	-	62,887
Water Tanks and Allied Products	440.01	-	440
<b>TOTAL</b>	63,327.46	-	63,327.46

**NOTE - 27 - OTHER INCOME**

[Amount in Lakhs]			
Particulars		Year ended 31st March, 2024	Year ended 31st March, 2023
A. Interest Income	(A)	90.20	53.97
B. <u>Other Non-Operating Income</u>			
Gain on Sale of assets held for Sale		5.35	-
Miscellaneous Receipts		30.35	29.05
	(B)	35.70	29.05
<b>TOTAL</b>	(A+B)	125.90	83.02

Notes:

- (i) Interest Income includes impact of financial instruments

**NOTE - 28 - COST OF MATERIALS CONSUMED**

[Amount in Lakhs]			
Particulars		Year ended 31st March, 2024	Year ended 31st March, 2023
Raw Materials Consumed		36,937.78	45,834.40
Packing Materials Consumed		322.12	370.05
<b>TOTAL</b>		37,259.90	46,204.45

**NOTE - 29 - PURCHASES OF STOCK-IN-TRADE**

[Amount in Lakhs]			
Particulars		Year ended 31st March, 2024	Year ended 31st March, 2023
Pipes & Fittings		2,091.49	1,900.51
Others		796.28	1,018.43
<b>TOTAL</b>		2,887.77	2,918.94

**NOTE - 30 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

[Amount in Lakhs]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
A. <u>Inventories at the beginning 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
	(A)	
	3,969.48	4,424.84
B. <u>Inventories at the end of the year</u>		
Finished Goods	2,979.45	3,280.98
Work-In-Progress	205.59	130.13
Stock-In-Trade	634.65	558.37
	(B)	
	3,819.69	3,969.48
<u>CHANGES IN INVENTORIES</u>	(A-B)	
	149.79	455.36

**NOTE - 31 - EMPLOYEE BENEFITS EXPENSES**

[Amount in Lakhs]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Directors' Remuneration	492.75	407.43
Salary, Wages, Bonus & Gratuity	1,844.24	1,735.78
Contribution towards Provident Fund	53.49	54.85
Contribution towards ESIC	20.14	21.51
Employee Welfare and Other Benefits	55.02	70.26
<u>TOTAL</u>	2,465.64	2,289.83

**NOTE - 32 - FINANCE COSTS**

[Amount in Lakhs]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest Expenses	284.90	868.80
Letter of Credit Charges	372.83	252.75
Loan Processing and Incidental Expenses	57.53	51.12
Bank Guarantee Commission	4.46	6.17
Interest on Lease Liabilities	103.80	113.72
<u>TOTAL</u>	823.52	1,292.56

**NOTE - 33 - OTHER EXPENSES**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
<b>A.</b>	<b>Manufacturing and Operating Expenses</b>		
	Power & Fuel	1,720.38	1,867.67
	Stores & Spares Consumed	126.35	148.53
	Repairs to Plant & Machineries	117.04	105.32
	Other Manufacturing Expenses	477.74	477.14
	(A)	2,441.51	2,598.66
<b>B.</b>	<b>Administrative Expenses</b>		
	Lease Rent Expenses	-	-
	Rent Expenses	70.35	61.92
	Stationery & Printing	14.36	20.28
	Postage and Courier Expenses	1.42	1.62
	Electricity Expenses	1.68	1.19
	Vehicle Running and Maintenance	34.54	23.36
	Travelling & Conveyance Expenses	200.55	127.80
	Telephone, Mobile and Internet Expenses	12.17	12.53
	Directors Sitting Fees	4.10	3.78
	Auditors' Remuneration		
	- Statutory Auditors'	13.50	11.00
	- Others	1.91	1.35
	Insurance	44.17	44.95
	Repairs and Maintenance		
	- Factory Building	333.37	105.04
	- Office Building	43.52	13.59
	- Others	1.40	1.55
	Legal & Professional Expenses	42.70	46.09
	Software Programme & Licence Fees	20.57	14.17
	License Renewal Fees	3.52	6.91
	Guest Accommodation Charges	5.65	7.37
	Rates & Taxes	6.38	140.83
	Charity & Donation	-	21.56
	Contribution towards Corporate Social Responsibility	25.46	27.16
	Loss on Sale of Property, Plant and Equipment	3.08	0.33
	Loss on Foreign Currency Transactions	-	37.59
	Office Expenses	50.95	31.17
	(B)	935.35	763.14
<b>C.</b>	<b>Selling, Distribution &amp; Other Expenses</b>		
	Advertisement, Publicity & Sales Promotion	203.26	157.08
	Copyright Usage Charges	-	103.11
	Commission on Sales	146.75	79.92
	Freight, Cartage Outward & Other Selling Expenses	2,600.38	3,821.65
	Discount & Other Expenses	385.07	345.47
	Bad Debts	706.72	-
	Allowance for Doubtful Debts (reversal)/ made	(143.37)	18.88
	(C)	3,898.81	4,526.11
	<b>TOTAL</b>	7,275.67	7,887.91

**NOTE - 33.1 - Break-up of Statutory Auditors' Remuneration**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
(a)	For Audit Services		
	- Statutory Audit Fees	9.50	8.00
	- Tax Audit Fees	2.50	2.00
	- GST Audit Fees	1.50	1.00
		13.50	11.00
(b)	Certification and Consultation Fees	-	1.75
	<b>TOTAL</b>	13.50	12.75



**NOTE - 34 - EXCEPTIONAL ITEMS**

Particulars	[Amount in Lakhs]	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Provision for Diminution in Value of Investments in Subsidiary	546.98	554.48
Provision for Impairment in Value of Loans to Subsidiary	-	621.47
Penalty under SEBI Regulations	-	25.00
<b>TOTAL</b>	<b>546.98</b>	<b>1,200.95</b>

**Note :**

- (i) The provision for diminution in value of investment in shares of wholly owned foreign subsidiary of the Company namely 'Tapti Pipes & Products Ltd., FZE UAE', has been made considering the financial position and net worth of the subsidiary company for the financial year ended 31st March, 2024, which in its turn, is based upon the audited financial statement of the subsidiary company as of 31st March, 2024.

**NOTE - 35 - OTHER COMPREHENSIVE INCOME**

Particulars	[Amount in Lakhs]	
	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>A. Items that will not be reclassified into profit or loss :</b>		
(i) Change in Revaluation surplus	-	-
(ii) Remeasurements of defined benefit plans	(28.77)	34.72
(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>(28.77)</b>	<b>34.72</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>(28.77)</b>	<b>34.72</b>

**NOTE - 36 - EARNING PER SHARE**

Particulars	[Amount in Lakhs]	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	962.25	112.61
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	3.30	0.39
Diluted Earning Per Share	3.30	0.39
Face Value Per Equity Share	10	10

**NOTE - 37 - THE RECONCILIATION OF TAX EXPENSES AND THE ACCOUNTING PROFIT**

[Amount in Lakhs]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Profit before Tax	1,506.46	594.22
Effect of Ind AS Adjustments	(153.11)	(60.75)
Adjusted Profit before Tax	1,353.35	533.47
Applicable Tax Rate	25.168%	25.168%
Computed Tax Expense	340.61	134.26
<u>Tax Effect of:</u>		
Income not taxable	-	-
Expenses Disallowable	64.72	77.40
Other Differences	115.12	286.15
Uncertain tax positions	9.55	2.19
Current Tax Provision	530.00	500.00
Effective Tax Rate	35.18%	84.14%

**NOTE - 38 - CONTINGENT LIABILITIES & COMMITMENTS**

[Amount in Lakhs]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<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	674.01	400.24
(iii) Guarantee Given by the company's Banker in the normal course of business	348.25	393.89
(iv) Letter of Credit for purchase of goods	874.16	1,962.77
(v) Other Disputes [Refer Note Below]	-	-
<u>Commitments</u>		
Capital Contracts remaining to be executed	249.45	250.25

**Notes:**

- (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 - 39 - 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, 2024, aggregating to ₹ 229.03 Lakhs (Previous Year ₹ 210.80 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, 2024	Year ended 31st March, 2023
Balance at the beginning	1,215.09	1,312.18
Additions	-	-
Finance cost accrued during the year	103.80	113.72
Deletions	-	-
Payment of lease liabilities	(229.03)	(210.81)
Balance at the end	1,089.86	1,215.09

**NOTE - 40 - 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, 2024	Year ended 31st March, 2023
Employer's Contribution to Provident Fund	53.49	54.85
Employer's Contribution to ESIC Fund	20.14	21.51

**(ii) Defined Benefit Plan**

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	[Amount in Lakhs]	
	Gratuity (Funded)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Defined Benefit Obligation at beginning of the year	182.58	187.82
Current Service Cost	26.63	21.92
Interest Cost	12.96	13.90
Past Service Cost (Vested benefits)	-	-
Benefits paid	(6.32)	(2.65)
Actuarial (Gain)/Loss	27.57	(38.41)
Defined Benefit Obligation at year end	243.42	182.58



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

[Amount in Lakhs]

Particulars	Gratuity (Funded)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Fair value of Plan Assets at beginning of year	185.55	129.53
Expected Return on Plan Assets	12.98	11.37
Actuarial Gain/(Loss)	(1.21)	(3.69)
Employer Contribution	0.75	50.99
Benefits Paid	(6.32)	(2.65)
Fair value of Plan Assets at year end	191.75	185.55

Reconciliation of fair Value of Assets and Obligations

[Amount in Lakhs]

Particulars	Gratuity (Funded)	
	As at 31st March, 2024	As at 31st March, 2023
Fair value of Plan Assets	191.75	185.55
Present Value of Benefit Obligation	243.42	182.57
Amount recognised in Balance Sheet (Surplus/(Deficit))	(51.67)	2.98

Expenses recognised during the year

[Amount in Lakhs]

Particulars	Gratuity (Funded)	
	As at 31st March, 2024	As at 31st March, 2023
In Income Statement		
- Current Service Cost	26.63	21.92
- Interest Cost	12.96	13.90
- Past Service Cost	-	-
- Return on Plan Assets	(12.98)	(11.37)
<b>Net Cost</b>	<b>26.61</b>	<b>24.45</b>
In Other Comprehensive Income		
Actuarial (Gain)/Loss	27.57	(38.41)
Return on Plan Assets	1.21	3.69
<b>Net (Income)/Expenses for the period recognised in OCI</b>	<b>28.78</b>	<b>(34.72)</b>

Actuarial Assumptions	Gratuity (Funded)	
	As at 31st March, 2024	As at 31st March, 2023
<u>Mortality Table (ALM)</u>		
Discount Rate (Per Annum)	7.10%	7.40%
Rate of Escalation in Salary (Per annum)	7.00%	7.00%

**Notes:**

- 1 The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
- 2 The expected contribution for Defined Benefit Plan for the next financial year will be in line with F.Y. 2023-24.
- 3 The company makes provident fund (PF) contributions to defined contribution benefit plans for eligible employees. Under the scheme the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions specified under the law are paid to the government authorities.
- 4 Amount towards Defined Contribution Plan have been recognized under Contribution to Provident and Other funds in Note 31.

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 - 41 - PROVISION FOR 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]

Particulars	[Amount in Lakhs]
	As at 31st March, 2024
1 <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> <b><u>[32,235 Equity Shares of Face Value of 1000 UAE Dirhams]</u></b>	
Fair Market Value of the Investment as on 31-03-2023	607.65
Less : Fair Market Value of the Investment as on 31-03-2024	60.67
<b><u>Diminution in Value of Investment in Subsidiary</u></b>	<b>546.98</b>
<b><u>Amount Debited in Statement of Profit and Loss under Note 34 of 'Exceptional Items'</u></b>	
Provision for Diminution in Value of Investments in Subsidiary	546.98
<b>TOTAL</b>	<b>546.98</b>

Note :

During the Financial Year 2023-24, considering the financial position and net worth of its wholly owned Foreign Subsidiary Company namely 'Tapti Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2024 as per its audited financial statement and considering the fair market value, the company had made provision of ₹ 546.98 Lakhs (Previous year Rs.554.48 Lakhs) as on 31st March, 2024 on account of diminution in the value of investment in such subsidiary company, as appeared in its books of account . The provision of ₹ 546.98 Lakhs (Previous year Rs.554.48 Lakhs) is included in the Note No. 34 of 'Exceptional Items' of the Standalone Statement of Profit and Loss of the company for the financial Year 2023-24.

**NOTE - 42 - DETAILS OF LOAN GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN**

The Details of Loans given and Investments made by the Company as at 31st March, 2024 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	60.67
		Texmo Pipes Foundation	Section 8 Company in which Key Managerial Personnel are able to exercise significant influence.	CSR Activity	0.05
		Shree Venkatesh Polymers Private Limited	Wholly owned subsidiary	Business Purpose	1.00
		Shree Venkatesh Industries Private Limited	Partially Owned Subsidiary Co	Business Purpose	1,030.49
2	Loan Given [Unsecured] (Refer Note 8)	Shree Venkatesh Industries Private Limited	Partially Owned Subsidiary Co	Business Purpose	719.37
<b>TOTAL</b>					<b>1,811.58</b>

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	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]	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	-
<b>TOTAL</b>					<b>607.70</b>

**NOTE - 43 - 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**

During the Financial Year 2022-23 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 was 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 financial year 22-23, the company had made a payment of Rs. 25.00 Lakhs towards such penalty, which was debited by the company to the statement of profit or loss under *Note No.34 of-Exceptional Items*.

**(ii) Directions issued by the Securities and Exchange Board of India (SEBI) 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.

**(iii) Steps taken by the Management of the Company in compliance of the directions issued by the SEBI**

The Company has filed an Appeal before the Hon'ble Securities Appellate Tribunal, Mumbai against the said Order dated 28.02.2023 passed by the Whole Time Member of SEBI. After various hearings and orders, the matter is pending before the said authority. However, the amount of USD 3.49 million as mentioned by SEBI, was already received by Tapti Pipes & Products Limited FZE, the wholly owned subsidiary of Texmo in September, 2012 and had additionally furnished a Certificate from a Chartered Accountant stating the same before the tribunal.

BY COMPANY SECRETARY



**NOTE - 44 - 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. Rashmi Agrawal (Whole Time Director) 3. Mr. Mohit Agrawal (Chief Executive Officer) 4. Mr. Vijay Prasad Pappu (Whole Time Director cum Chief Financial Officer)
2	Other Than Key Managerial Personnel (KMP)	1. Smt. Apama Agrawal (Chief Designer Officer)
3	Wholly Owned Subsidiaries	1. Tapti Pipes & Products Ltd. FZE, UAE 2. Shree Venkatesh Polymers Pvt. Ltd.
4	Partially Owned Subsidiaries	1. Shree Venkatesh Industries Private Limited
5	Enterprises over which Key Managerial Personnel are able to exercise significant influence.	1. Shree Venkatesh Industries (Partnership Firm) 2. Shree Padmavati Irrigations LLP 3. Mangal Murti Minerals 4. Shree Balaji Industries (Partnership Firm) 5. Texmo Pipes Foundation
6	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 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.

(ii) **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		Other Than Key Managerial Persons		
		Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	
		[Amount in Lakhs]										
1	Purchase of Goods Shree Vasudeo Industries Mangal Murli Minerals Shree Padmavati Irrigations LLP Shree Venkatesh Polymers Pvt. Ltd.	- - - 1,298.09	- - - -	- 290.67 160.91	- 33.04 1,149.94	- - - -	10,708.03	- - - -	- - - -	- - - -	- - - -	- - - -
	<b>Total</b>	1,298.09	-	441.58	1,182.98	4,574.37	10,708.03	-	-	-	-	-
2	Sale of Goods Shree Vasudeo Industries Shri Sanjay Agrawal Shree Venkatesh Industries Pvt. Ltd. Shree Venkatesh Polymers Pvt. Ltd.	- - 2.30 213.16	- - - -	- - - -	- - - -	38.35	119.75	- - - -	1.05	2.88	- - - -	- - - -
	<b>Total</b>	215.46	-	-	-	38.35	119.75	1.05	2.88	-	-	-
3	Logistic Income Shree Vasudeo Industries Mangal Murli Minerals Shree Padmavati Irrigations LLP Shree Venkatesh Industries Pvt. Ltd. Shree Venkatesh Polymers Pvt. Ltd.	- - 1.18 1.58	- - - -	0.07 0.68	0.10	1.53	4.51	- - - -	- - - -	- - - -	- - - -	- - - -
	<b>Total</b>	2.76	-	0.75	0.10	1.53	4.51	-	-	-	-	-
4	Copy Right Licence,Uses Charges Shree Balaji Industries	-	-	-	103.11	-	-	-	-	-	-	-
	<b>Total</b>	-	-	-	103.11	-	-	-	-	-	-	-
5	Turnover Discount Received Shree Vasudeo Industries	-	-	-	-	76.19	-	-	-	-	-	-
	<b>Total</b>	-	-	-	-	76.19	-	-	-	-	-	-
6	Rent Paid Mr. Sanjay Kumar Agrawal Mrs. Rashmi Agrawal	- -	- -	- -	- -	- -	- -	168.21 107.31	155.51 97.55	- -	- -	- -
	<b>Total</b>	-	-	-	-	-	-	275.52	253.06	-	-	-
7	Rent Received Shree Padmavati Irrigations LLP Shree Venkatesh Industries Pvt. Ltd. Mangal Murli Minerals	- 3.60 -	- - -	0.24 - 5.60	0.24 3.60 9.60	- - -	- - -	- - -	- - -	- - -	- - -	- - -
	<b>Total</b>	3.60	-	5.84	13.44	-	-	-	-	-	-	-

Sno.	Related Party Transaction Summary	Subsidiaries		Enterprises over which KMP are able to exercise significant influence		Relatives of Directors or Directors/Partners in Concern		Key Managerial Persons		Other Than Key Managerial Persons		
		Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024
		[Amount in Lakhs]										
8	<u>Directors' Remuneration:</u> Mr. Sanjay Kumar Agrawal Mrs. Rashmi Agrawal Mr. Vijay Prasad Pappu	-	-	-	-	-	-	-	300.00 180.00 12.75	300.00 96.00 11.43	-	-
	<u>Total</u>	-	-	-	-	-	-	-	482.75	407.43	-	-
9	<u>Salary</u> Mr. Mohit Agrawal Smt. Aparna Agrawal	-	-	-	-	-	-	-	72.00	72.00	-	60.00
	<u>Total</u>	-	-	-	-	-	-	-	72.00	72.00	60.00	60.00
10	<u>Unsecured Loan</u> Mrs. Rashmi Agrawal Opening Balance Taken during the year Repaid during the year Closing Balance	-	-	-	-	-	-	-	630.00 180.00 500.00	-	-	-
11	<u>Loans &amp; Advances Given</u> Shree Venkatesh Industries Pvt. Ltd. Opening Balance Given During the year Repaid during the year Closing Balance	-	-	-	-	-	-	-	-	-	-	-
12	<u>Interest on Loans &amp; Advances Given</u> Shree Venkatesh Industries Pvt. Ltd. Shree Padmawati Irrigations LLP	719.37 -	-	-	-	-	-	-	-	-	-	-
	<u>Total</u>	14.30	-	-	-	-	-	-	-	-	-	-
13	<u>Expenditure towards Corporate Social Responsibility</u> Texmo Pipes Foundation	-	-	25.00	27.00	-	-	-	-	-	-	-
	<u>Total</u>	-	-	25.00	27.00	-	-	-	-	-	-	-



(iii) **Balances as at 31st March, 2024**

Sno.	Outstanding Balances	Subsidiaries		Enterprises over which KMP are able to exercise significant influence		Relatives of Directors or Partners in Concern		Key Managerial Persons		Other Than Key Managerial Persons		[Amount in Lakhs]
		Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	
1	<b>Trade and Other Payables</b>											
	Shree Padmavati Irrigations LLP	-	-	-	42.74	-	42.73	-	-	-	-	-
	Shree Vasudao Industries	-	-	-	-	-	-	-	-	-	-	-
	Shree Venkatesh Polymers Pvt. Ltd.	419.09	-	-	-	-	-	-	-	-	-	-
	Mangal Murti Minerals	-	-	32.89	-	-	-	-	-	-	-	-
	Mr. Sanjay Kumar Agrawal	-	-	-	-	-	-	41.62	-	-	-	-
	Mrs. Rashmi Agrawal	-	-	-	-	-	-	18.87	-	-	-	-
	Smt. Aparna Agrawal	-	-	-	-	-	-	-	-	20.44	-	20.00
	Mr. Vijay Prasad Pappu	-	-	-	-	-	-	0.91	-	-	-	-
	<b>Total</b>	419.09	-	32.89	42.74	-	42.73	61.40	0.84	20.44	-	20.00
2	<b>Unsecured Loan</b>											
	Mrs. Rashmi Agrawal	-	-	-	-	-	-	500.00	-	-	-	-
	<b>Total</b>	-	-	-	-	-	-	500.00	-	-	-	-
3	<b>Trade and Other Receivables</b>											
	Shree Venkatesh Industries Pvt. Ltd.	0.32	-	-	-	-	-	-	-	-	-	-
	Shree Venkatesh Polymers Pvt. Ltd.	0.47	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	0.79	-	-	-	-	-	-	-	-	-	-
4	<b>Loans and Advances Given</b>											
	Shree Vasudao Industries	-	-	-	-	76.19	-	-	-	-	-	-
	Shree Venkatesh Industries Pvt. Ltd.	719.37	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	719.37	-	-	-	76.19	-	-	-	-	-	-
5	<b>Investments</b>											
	Tapli Pipes & Products Limited FZE	60.67	607.65	-	-	-	-	-	-	-	-	-
	Texmo Pipes Foundation	-	-	0.05	0.05	-	-	-	-	-	-	-
	Shree Venkatesh Polymers Pvt. Ltd.	1.00	-	-	-	-	-	-	-	-	-	-
	Shree Venkatesh Industries Pvt. Ltd.	1,030.49	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	1,092.16	607.65	0.05	0.05	-	-	-	-	-	-	-

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 - 45 - 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, 2024	As at 31st March, 2023
1	Brought forward of amount spent beyond the statutory requirement	3.42	2.59
2	Gross amount required to be spent by the company during the year as per Companies Act, 2013	26.61	26.76
3	Amount spent by the company during the year on the following:		
	(a) Donation for setting up hostel,	0.51	-
	(b) Promoting Health Care including Preventive Health Care and Sanitization	0.20	3.41
	(c) Covid-19 relief related activities	-	-
	(d) Donations and Financial Assistance for Education	0.65	1.31
	(e) Food Distribution Drive to Fight Hunger	12.05	21.22
	(f) Women Empowerment	-	1.06
	(g) Rural/ Community Development	10.52	0.59
	(h) Others	1.53	-
	Total (3)	25.46	27.59
4	Closing amount yet to be spent	-	-
5	Carry forward of amount spent beyond the statutory requirement	2.27	3.42
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 2023-24, the company has paid CSR amount to one of its related parties amounting to a sum of ₹ 25.00 Lakhs [Previous year ₹ 27.00 Lakhs].

**NOTE - 46 - 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	[Amount in Lakhs]			
	As at 31st March, 2024		As at 31st March, 2023	
	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	6,545.47	6,545.47	5,614.46	5,614.46
(iii) Cash & Cash Equivalents including Other Bank Balances	903.22	903.22	866.95	866.95
(iv) Loans	719.37	719.37	-	-
<b>II At FVTPL</b>				
(i) Investments	-	-	-	-
<b>III At FVTOCI</b>				
(i) Investments in Wholly Owned Subsidiaries	61.67	61.67	607.65	607.65
(ii) Investments in Partially Owned Subsidiary	1,030.49	1,030.49	-	-
(iii) Other Investments	0.05	0.05	0.05	0.05
<b>Particulars</b>	<b>As at 31st March, 2024</b>		<b>As at 31st March, 2023</b>	
	<b>Carrying Value</b>	<b>Fair Value</b>	<b>Carrying Value</b>	<b>Fair Value</b>
<b>B. Financial Liabilities</b>				
(i) Borrowings	2,837.88	2,837.88	1,797.42	1,797.42
(ii) Lease Liabilities	1,089.86	1,089.86	1,215.09	1,215.09
(iii) Trade Payables	4,291.16	4,291.16	4,783.32	4,783.32
(iv) Other Financial Liabilities	-	-	-	-

**(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, 2024 USD	As at 31st March, 2023 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, 2024 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, 2024, financial liability of ₹ 888.13 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 ₹ 1.30 Lakhs for the year ended March 31, 2024.

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 expects 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 - 47 - ADDITIONAL REGULATORY INFORMATION**

- (i) During the financial year 2023-24, 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, 2023	7,775.50	7,180.30	595.19	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, 2023	7,689.91	6,844.17	845.74	
31st December, 2023	7,150.15	6,896.02	254.13	
31st March, 2024	6,597.23	6,539.76	57.47	

B. Difference in Trade Receivables

[₹ in Lakhs]

Quarter Ended	Value as per Books	Value as per Quarterly Statements	Difference	Reason for Variance
30th June, 2023	6,817.82	6,937.15	(119.33)	The difference is primarily due to non-consideration of credit note while determining amount of Trade Receivables as furnished before the Banks.
30th September, 2023	6,644.89	6,769.07	(124.17)	
31st December, 2023	6,991.29	7,067.02	(75.73)	
31st March, 2024	6,545.47	7,165.55	(620.08)	

- (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 2023-24.

(xi) **Disclosure relating to various ratios**

[Amount in Lakhs]

Sno.	Particulars	As at 31st March, 2024	As at 31st March, 2023	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(a)	<b>Current Ratio (in times)</b> [Current Assets / Current Liabilities]				
	Current Assets	16,415.12	15,742.42		Not Applicable
	Current Liabilities	7,703.45	7,409.45		
	Current Ratio	2.13	2.12	0.29%	
(b)	<b>Debt Equity Ratio (in times)</b> [Total Debts / Total Equity]				
	Total Debts	2,837.88	1,797.42		Due to increase in borrowings and increase in total equity as compared to previous year
	[Non Current Borrowings+Current Borrowings]				
	Total Equity	19,629.14	18,688.42		
	Debt Equity Ratio	0.14	0.10	50.32%	
(c)	<b>Debt Service Coverage Ratio (in times)</b> [Earnings before Interest & Tax/ Debt Service]				
	Earnings before Interest & Tax	2,876.96	3,087.73		Due to decrease in earning before interest & tax and debt service as compared to previous year
	[Profit before Tax + Finance Costs]				
	Debt Service	1,429.51	2,063.01		
	[Finance Costs + Scheduled principal repayment of Non-Current Borrowings (Current Maturities of Long Term Debts of previous year) + principal repayment of Lease Liabilities]				
	Debt Service Ratio	2.013	1.497	34.46%	
(d)	<b>Return on Equity Ratio (in percentage)</b> [Profit after Tax / Average Total Equity]				
	Profit after Tax	962.25	112.61		Due to Increase in profit after Tax as compared to previous year
	Average Total Equity	19,158.78	18,614.76		
	[(Opening Total Equity+Closing Total Equity)/2]				
	Return on Equity Ratio	5.02%	0.60%	730.25%	
(e)	<b>Inventory Turnover Ratio (in times)</b> [Sale of Products / Average Inventory]				
	Sale of Products	53,146.84	63,327.47		Not Applicable
	Average Inventory	6,831.30	6,730.38		
	[(Opening Inventory+Closing Inventory)/2]				
	Inventory Turnover Ratio	7.78	9.41	(17.32%)	
(f)	<b>Trade Receivable Turnover Ratio (in times)</b> [Turnover/ Average Trade Receivables]				
	Turnover (Revenue from Operations)	53,833.18	63,844.17		Due to decrease in Turnover and Increase in Trade Receivable as compared to previous year
	Average Trade Receivables	6,079.97	5,049.60		
	[(Opening Trade Receivables + Closing Trade Receivables)/2]				
	Trade Receivable Turnover Ratio	8.85	12.64	(29.97%)	

[Amount in Lakhs]

Sno.	Particulars	As at 31st March, 2024	As at 31st March, 2023	% 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)	53,833.18	63,844.17		
	Average Trade Payables [(Opening Trade Payables + Closing Trade Payables)/2]	4,537.24	4,687.84		Not Applicable
	Trade Payable Turnover Ratio	11.86	13.62	(12.88%)	
(h)	<b>Net Capital Turnover Ratio (in times)</b> [Turnover / Working Capital]				
	Turnover (Revenue from Operations)	53,833.18	63,844.17		
	Working Capital [Current Assets (-) Current Liabilities]	11,735.74	11,151.68		
	Net Capital Turnover Ratio	4.59	5.73	(19.88%)	Not Applicable
(i)	<b>Net Profit Ratio (in percentage)</b> [Profit after Tax / Turnover]				
	Profit after Tax	962.25	112.61		
	Turnover (Revenue from Operations)	53,833.18	63,844.17		
	Net Profit Ratio	1.79%	0.18%	913.43%	Due to Increase in profit after Tax as compared to previous year
(j)	<b>Return on Capital Employed (in percentage)</b> [Earnings Before Interest & Taxes/ Capital Employed]				
	Earnings Before Interest & Taxes [Profit before Tax + Finance Costs]	2,876.96	3,087.73		
	Capital Employed [Total Equity + Total Borrowings]	22,467.02	20,485.84		
	Return on Capital Employed	12.81%	15.07%	(15.04%)	Not Applicable
(k)	<b>Return on Investment Ratio (in percentage)</b> [Net Gain on Investment/ Investment]				
	Net Gain on Investment	5.35	-		
	Investment	1,092.21	607.70		
	Return of Investment Ratio	0.49%	-	100.00%	Due to Net Gain on Investments arise

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

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 24078057BKGOUV2313

Indore, May 29th, 2024

**For and on the behalf of Board**

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

**Mohit Agrawal**  
Chief Executive Officer

Burhanpur, May 29th, 2024

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

**Ajay Shrivastava**  
Company Secretary



## **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 subsidiaries (Parent Company and its subsidiaries together referred to as “the Group”), which comprises the Consolidated Balance Sheet as at March 31st, 2024, 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, 2024, 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	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 41 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. 66.15 Lakhs as at March 31, 2024, total revenues of Rs. Nil, total net loss after tax of Rs. 555.53 Lakhs, total comprehensive income of Rs. Nil and net cash outflows of Rs. 0.07 Lakhs for the year ended March 31, 2024. 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 companies included in the consolidated financial statements have not made any qualifications or adverse remarks reported in the respective Order reports of such companies. 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 Indian 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, 2024, 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, 2024 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, 2024 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 2024 on the consolidated financial position of the Group – Refer Note - 41 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, 2024.
  - (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 29<sup>th</sup>, 2024

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN: **24078057BKGOUW6647**



**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>, 2024, 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, 2024 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, 2024, 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 29<sup>th</sup>, 2024

**Devendra Bansal**

Partner

Membership No. : 078057

ICAI UDIN : **24078057BKGOUW6647**

**TEXMO PIPES AND PRODUCTS LIMITED**  
Consolidated Balance Sheet as at 31st March, 2024

[Amount in Lakhs]

Particulars		Note No.	As at 31st March, 2024	As at 31st March, 2023
<b>A.</b>	<b>ASSETS</b>			
(1)	<b>NON-CURRENT ASSETS</b>			
	(a) Property, Plant and Equipment	2	15,632.49	12,791.16
	(b) Right-of-Use Assets	3	1,016.57	1,059.53
	(c) Capital Work-In-Progress	4	-	19.57
	(d) Investment Property	5	38.44	38.44
	(e) Goodwill		4.57	-
	(e) Intangible Assets Other than Goodwill	6	4.43	4.73
	(f) Financial Assets			
	i) Trade Receivables	7	66.03	612.86
	ii) Other Financial Assets	8	-	-
	iii) Investments	9	0.05	0.05
	(g) Other Non-Current Assets	10	465.14	425.06
	<b>TOTAL NON-CURRENT ASSETS</b> (1)		<b>17,227.72</b>	<b>14,951.40</b>
(2)	<b>CURRENT ASSETS</b>			
	(a) Inventories	11	7,025.65	7,065.37
	(b) Financial Assets			
	i) Trade Receivables	12	6,549.59	5,614.46
	ii) Cash and Cash Equivalents	13	91.02	62.16
	iii) Bank Balances other than cash and cash equivalents	14	1,041.25	804.98
	(c) Other Current Assets	15	2,768.06	2,195.65
	<b>TOTAL CURRENT ASSETS</b> (2)		<b>17,475.57</b>	<b>15,742.62</b>
	<b>TOTAL ASSETS (1 + 2)</b>		<b>34,703.29</b>	<b>30,694.02</b>
<b>B.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>EQUITY</b>			
(1)	<u>Equity attributable to owners of the parent</u>			
	(a) Equity Share Capital	16	2,919.50	2,919.50
	(b) Other Equity	17	16,766.47	15,768.92
		(1)	<b>19,685.97</b>	<b>18,688.42</b>
(2)	<u>Non-controlling Interest</u>	18	(8.49)	-
		(2)	<b>(8.49)</b>	<b>-</b>
	<b>TOTAL EQUITY (1 + 2)</b>		<b>19,677.48</b>	<b>18,688.42</b>

**TEXMO PIPES AND PRODUCTS LIMITED**

Consolidated Balance Sheet as at 31st March, 2024 (Contd.....)

[Amount in Lakhs]

Particulars		Note No.	As at 31st March, 2024	As at 31st March, 2023
	<b>LIABILITIES</b>			
(1)	<b>NON-CURRENT LIABILITIES</b>			
	(a) Financial Liabilities			
	i) Borrowings	19	2,990.33	1,345.75
	ii) Lease Liabilities	20	1,067.68	1,087.00
	(b) Deferred Tax Liabilities (Net)	21	1,579.72	1,590.15
	(c) Other Non-Current Liabilities	22	629.50	567.84
	<b>TOTAL NON-CURRENT LIABILITIES</b> (1)		<b>6,267.23</b>	<b>4,590.74</b>
(2)	<b>CURRENT LIABILITIES</b>			
	(a) Financial Liabilities			
	i) Borrowings	23	1,389.09	451.67
	ii) Lease Liabilities	24	176.98	128.09
	iii) Trade Payables	25		
	-Total outstanding dues of micro enterprises & small enterprises; and		686.89	417.75
	-Total outstanding dues of creditors other than micro enterprises & small enterprises		4,207.43	4,365.58
	iv) Other Financial Liabilities	26	-	-
	(b) Other Current Liabilities	27	1,834.00	1,648.45
	(c) Provisions	28	344.84	241.99
	(d) Current Tax Liabilities (Net)		119.35	161.33
	<b>TOTAL CURRENT LIABILITIES</b> (2)		<b>8,758.58</b>	<b>7,414.86</b>
	<b>TOTAL LIABILITIES (1 + 2)</b>		<b>15,025.81</b>	<b>12,005.60</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>34,703.29</b>	<b>30,694.02</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 : 24078057BKGOUW6647

**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, 2024

Burhanpur, May 29th, 2024



**TEXMO PIPES AND PRODUCTS LIMITED**
**Consolidated Statement of Profit and Loss for the year ended 31st March, 2024**

[Amount in Lakhs]

Particulars		Note No.	Year ended 31st March, 2024	Year ended 31st March, 2023
I	Value of Sales		62,810.93	74,828.25
II	Less: GST on Value of Sales		(9,388.97)	(10,984.08)
III	Revenue from Operations	29	53,421.96	63,844.17
IV	Other Income	30	128.28	83.02
V	<b>TOTAL INCOME (III + IV)</b>		<b>53,550.24</b>	<b>63,927.19</b>
VI	<b>EXPENSES</b>			
	Cost of Materials Consumed	31	36,801.61	46,204.45
	Purchases of Stock-In-Trade	32	2,887.77	2,918.95
	Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	33	77.98	455.35
	Employee Benefits Expense	34	2,472.86	2,289.83
	Finance Costs	35	833.83	1,292.56
	Depreciation and Amortization Expense		1,062.64	1,082.97
	Other Expenses	36	7,852.68	15,176.57
	<b>TOTAL EXPENSES (VI)</b>		<b>51,989.37</b>	<b>69,420.68</b>
VII	Profit/(Loss) before exceptional items and tax (V-VI)		1,560.87	(5,493.49)
VIII	Exceptional Items	37	546.98	1,200.94
IX	Profit/(Loss) before tax (VII-VIII)		<b>1,013.89</b>	<b>(6,694.43)</b>
X	Tax Expense:			
	(1) Current Tax		542.00	500.00
	(2) Short/(Excess) Tax Provision for earlier years		23.84	16.34
	(3) Deferred Tax		(10.39)	(34.73)
	<b>TOTAL TAX EXPENSE (X)</b>		<b>555.45</b>	<b>481.61</b>
XI	Profit/(Loss) for the year (IX-X)		<b>458.44</b>	<b>(7,176.04)</b>
XII	Non-Controlling Interest		(5.11)	-
XIII	Profit transferred to Consolidated Financial Statement		<b>463.55</b>	<b>(7,176.04)</b>
XIV	Other Comprehensive Income	38		
	A. (i) Items that will not be reclassified subsequently to profit or loss		(28.77)	34.72
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss		7.24	-
	B. (i) Items that will be reclassified subsequently to profit or loss		(107.56)	1,518.05
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss		-	-
	<b>TOTAL OTHER COMPREHENSIVE INCOME (XIV)</b>		<b>(129.09)</b>	<b>1,552.77</b>
XV	<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (XI+XII)</b>		<b>334.46</b>	<b>(5,623.27)</b>
XVI	Earnings Per Equity Share	39		
	Basic (₹)		1.57	(24.58)
	Diluted (₹)		1.57	(24.58)

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 : 24078057BKGOUW6647

**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, 2024

Burhanpur, May 29th, 2024

**TEXMO PIPES AND PRODUCTS LIMITED**

**Consolidated Statement of Changes in Equity for the year ended 31st March, 2024**

**A. Equity Share Capital**

**(1) Current reporting period**

Balance as at 1st April, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2023	Changes in Equity Share Capital during F.Y. 2023-24	Balance as at 31st March, 2024	[Amount in Lakhs]
2,919.50	-	2,919.50	-	2,919.50	2,919.50

**(2) Previous 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	[Amount in Lakhs]
2,919.50	-	2,919.50	-	2,919.50	2,919.50

**B. Other Equity**

**(1) Current reporting period**

Particulars	Exchange Difference on Translating the Financial Statements of Foreign Subsidiary	Equity Component of Compound Financial Instruments	Reserves and Surplus		Revaluation Surplus Total	[Amount in Lakhs]
			Securities Premium	Retained Earnings		
Balance at the beginning of reporting period as at 1st April, 2023	4,179.17	85.89	6,991.76	(1,899.35)	6,411.45	15,768.92
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-	-
<b>Restated balance at the beginning of reporting period as at 1st April, 2023</b>	<b>4,179.17</b>	<b>85.89</b>	<b>6,991.76</b>	<b>(1,899.35)</b>	<b>6,411.45</b>	<b>15,768.92</b>
Profit for the financial year 2023-24	-	-	-	463.55	-	463.55
Exchange Difference on translation of Foreign Operation [Earlier year]	663.09	-	-	-	-	663.09
Other comprehensive income for the financial year 2023-24	(107.56)	-	-	(28.77)	-	(136.33)
Income tax relating to items that will not be reclassified subsequently to profit or loss	-	-	-	7.24	-	7.24
Transfer from Revaluation Surplus to Retained Earnings	-	-	-	7.79	(7.79)	-
	555.53	-	-	449.81	(7.79)	997.55
<b>Balance at the end of reporting period as at 31st March, 2024</b>	<b>4,734.70</b>	<b>85.89</b>	<b>6,991.76</b>	<b>(1,449.54)</b>	<b>6,403.66</b>	<b>16,766.47</b>

(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, 2022	2,661.12	85.89	6,991.76	5,241.97	6,411.45	21,392.19
Changes in Accounting Policies/Prior Period Errors	-	-	-	-	-	-
<b>Restated balance at the beginning of reporting period as at 1st April, 2022</b>	<b>2,661.12</b>	<b>85.89</b>	<b>6,991.76</b>	<b>5,241.97</b>	<b>6,411.45</b>	<b>21,392.19</b>
Profit/(Loss) 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	-	1,552.77
Transfer from Revaluation Surplus to Retained Earnings	-	-	-	-	-	-
Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	-	-	-	-	-
Unamortised Interests Expenses on Loans from related parties written off	-	-	-	-	-	-
	<b>1,518.05</b>	<b>-</b>	<b>-</b>	<b>(7,141.32)</b>	<b>-</b>	<b>(5,623.27)</b>
<b>Balance at the end of reporting period as at 31st March, 2023</b>	<b>4,179.17</b>	<b>85.89</b>	<b>6,991.76</b>	<b>(1,899.35)</b>	<b>6,411.45</b>	<b>15,768.92</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

**Devendra Bansal**  
Partner  
Membership No. : 078057  
ICAI UDIN : 24078057BKGOUW6647

Indore, May 29th, 2024

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, 2024



**TEXMO PIPES AND PRODUCTS LIMITED**

**Consolidated Statement of Cash Flows for the year ended 31st March, 2024**

[Amount in Lakhs]

Sno.	Particulars	Year ended 31st March, 2024		Year ended 31st March, 2023	
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Profit/(Loss) before Tax		1,013.89		(6,694.43)
	Adjustments for :				
	Depreciation and Amortization Expense	1,064.33		1,082.97	
	Interest on Lease Liabilities	113.82		113.72	
	Other Finance Costs	720.01		1,178.83	
	Bad Debts	706.72		5,913.36	
	Provision for Impairment of Debtors	412.08		1,393.15	
	Interest Income	(92.55)		(53.97)	
	Net Loss/(Gain) on Sale of Assets	3.07		0.33	
	Net Loss/(Gain) on Assets held for sale	(5.35)		-	
	Remeasurement of Defined Benefit Plans	(21.53)		34.72	
	Exchange Difference on Translation of Financial Statements & Others	555.53		1,518.05	
	Losses Attributable to Minority Interest	5.11	3,461.24	-	11,181.16
	<b>Operating Profit before Working Capital Changes</b>		4,475.13		4,486.73
	Net change in:				
	Inventories	39.72		(669.96)	
	Trade Receivables	(1,507.11)		(4,869.65)	
	Other Financial Assets	(236.27)		912.07	
	Other Current Assets	(583.16)		(64.43)	
	Trade Payables	111.00		190.96	
	Other Current Liabilities	185.54		482.36	
	Short Term Provisions	102.86	(1,887.42)	19.46	(3,999.19)
	<b>Cash generated from/ (used in) Operations</b>		2,587.71		487.54
	Direct Taxes Paid (Net)		(607.86)		(479.97)
	<b>Net Cash generated from/ (used in) Operating Activities</b>		1,979.85		7.57
B.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Purchase of Property, Plant and Equipment and Intangibles		(3,722.09)		(716.47)
	Sale/ Disposals of Property, Plant and Equipment		34.83		4.34
	Sale/ Disposals of Assets Held for Sale		16.10		-
	Movement in Non Current Investments		-		(0.05)
	Movement in Other Non-Current Assets		(40.08)		-
	Purchase of Goodwill		(4.57)		-
	Movement in Deposits		-		2,743.93
	Interest Received		92.55		53.97
	<b>Net Cash generated from/ (used in) Investing Activities</b>		(3,623.26)		2,085.72
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	(Repayment)/Proceeds of Long-term Borrowings		1,644.57		(401.47)
	(Repayment)/Proceeds from Short term Borrowings		937.42		(270.94)
	(Repayment)/Proceeds of Other Non Current Liabilities		61.66		16.74
	(Repayment)/Proceeds of Other Current Financial Liabilities		-		(0.38)
	Payment of Lease Liabilities including Interest thereon		(242.89)		(210.81)
	Increase/ (Decrease) in Minority Interest		(8.49)		-
	Finance Costs		(720.01)		(1,178.83)
	<b>Net Cash generated from/ (used in) Financing Activities</b>		1,672.26		(2,045.69)

**TEXMO PIPES AND PRODUCTS LIMITED**

Consolidated Statement of Cash Flows for the year ended 31st March, 2024 (Cont....)

[Amount in Lakhs]

Sno.	Particulars	Year ended 31st March, 2024		Year ended 31st March, 2023	
	<b>NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		28.85		47.60
	Cash and cash equivalents at the beginning of the year		62.17		14.57
	<b>Cash and cash equivalents at the end of the year</b>		<b>91.02</b>		<b>62.17</b>
	<b>Components of cash and cash equivalents as at the year end :</b>				
	Balance with Banks in Current Accounts		73.45		46.99
	Cash on Hand		17.57		15.18
	<b>Cash and cash equivalents at the end of the year</b>		<b>91.02</b>		<b>62.17</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 : 24078057BKGOUW6647

**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, 2024

Burhanpur, May 29th, 2024

**NOTES ON ACCOUNT**

**TEXMO PIPES AND PRODUCTS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2024**

[₹ 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 Shree Venkatesh Industries Private Limited ("the Subsidiary Company") was incorporated on 07th August, 2020 under the Companies Act, 2013 with the main objective of Manufacturing of Plastic and Rubber Products.
- 1A.4 Shree Venkatesh Polymers Private Limited ("the Company") was incorporated on 30th April, 2023 under the Companies Act, 2013 with the main objective of Manufacturing of Plastic and Rubber Products.
- 1A.5 Tapti Pipes & Products Limited FZE & Shree Venkatesh Polymers Private Limited are the Parent Company's wholly owned subsidiaries and Shree Venkatesh Industries Private Limited is the Parent Company's partially owned subsidiary.
- 1A.6 The Parent Company, its wholly owned subsidiaries & its partially owned 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, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) for the year ended 31 March 2024, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended 31 March 2024, 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, 2024 were authorized for issue in accordance with a resolution of the Board of Directors on May 29th, 2024.

**1B.2 Basis Of Consolidation**

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

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 17]

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 (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.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, 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 Parent company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme and the subsidiary company namely 'Shree Venkatesh Polymers Private Limited' makes specified monthly contributions towards ESIC. The Parent Company & the Subsidiary Company 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 Group recognises the employee separation cost when the scheme is announced and the Group 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 2023-24.

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 Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

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

SNO.	PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT	
		As at 01-04-2023	Additions on Acquisition of Subsidiary	Transferred from Pre-operative Expenses	Deprecials	As at 31-03-2024	For the year	Additions on Acquisition of Subsidiary	Deprecials	As at 31-03-2024	As at 31-03-2023
1	Freehold Land	6,447.13	981.86	-	-	7,428.99	-	-	-	7,428.99	6,447.13
2A	Factory Buildings	1,230.28	-	870.60	-	2,100.88	47.55	-	46.38	1,868.01	995.43
2B	Office Buildings	334.14	-	-	-	334.14	-	-	3.68	290.19	290.95
3	Plant and Equipment	8,236.63	-	1,440.04	-	9,676.67	64.38	-	714.61	5,905.59	4,715.17
4	Furniture and Fixtures	112.78	4.39	-	-	117.15	-	-	3.25	33.30	34.20
5	Vehicles	197.90	0.20	-	108.55	306.65	-	0.15	71.60	312.55	228.99
6	Office Equipments	114.47	-	137.54	-	252.01	-	-	128.70	123.31	73.40
7	Electric Installation	-	-	123.84	-	123.84	-	-	0.85	123.84	-
8	Computers	-	-	1.70	-	1.70	-	-	0.01	1.69	-
	<b>TOTAL</b>	<b>17,024.34</b>	<b>982.05</b>	<b>2,657.80</b>	<b>102.54</b>	<b>20,722.54</b>	<b>118.09</b>	<b>0.15</b>	<b>859.35</b>	<b>15,832.49</b>	<b>12,791.16</b>

**Notes:**

- (i) The title deeds of all the immovable properties (other than properties where the respective Company is the lessor and the lease agreements are duly executed in favour of the lessor), are held in the name of the respective Company.
- (ii) The Parent Company and its Subsidiary Companies has neither acquired any Property, Plant and Equipment through business combinations nor renounced any of its Property, Plant and Equipment during F.Y. 2023-24 or during F.Y. 2022-23.
- (iii) Entire movable and immovable Property, Plants and Equipment of the Parent Company as well as one of its Subsidiary Company namely Shree Venkatesh Industries Pvt. Ltd are mortgaged in favour of secured lenders against the sanctioned credits (Refer Note 19, 19.1 & 23).
- (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 01-04-2022	Additions	Deprecials	As at 31-03-2023	As at 01-04-2022	For the year	Deprecials	As at 31-03-2023	As at 31-03-2022	As at 31-03-2022
1	Freehold Land	6,447.13	-	-	6,447.13	-	-	-	-	6,447.13	6,447.13
2A	Factory Buildings	1,230.28	-	-	1,230.28	188.70	45.09	-	233.85	996.43	1,041.32
2B	Office Buildings	334.14	-	-	334.14	32.94	5.65	-	38.29	295.85	301.50
3	Plant and Equipment	7,599.87	648.61	11.85	8,259.83	2,789.85	742.84	11.23	3,521.46	4,715.17	4,810.62
4	Furniture and Fixtures	105.42	7.37	-	112.79	73.01	5.58	-	34.20	34.20	52.41
5	Vehicles	972.29	26.57	40.95	1,039.81	301.08	66.74	36.92	330.90	227.00	271.21
6	Office Equipments	103.28	21.19	-	124.47	77.03	22.04	-	99.07	76.60	76.25
	<b>TOTAL</b>	<b>18,442.41</b>	<b>703.74</b>	<b>52.81</b>	<b>17,093.34</b>	<b>3,462.37</b>	<b>887.54</b>	<b>48.15</b>	<b>4,302.18</b>	<b>12,791.16</b>	<b>12,980.04</b>

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

SNO.	PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION			NET CARRYING AMOUNT	
		As at 01-04-2023	Additions on Acquisition of Subsidiary	As at 31-03-2024	Disposals	As at 01-04-2023	For the year	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
1	Land	1,371.53	58.14	100.11	-	312.00	201.60	514.21	1,059.53	1,059.53
	TOTAL	1,371.53	58.14	100.11	-	312.00	201.60	514.21	1,059.53	1,059.53

**Notes:**

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

(ii) The Parent Company as well as its Subsidiary Companies has not revalued any of its Right of Use Assets during F.Y. 2023-24 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 01-04-2022	Additions	As at 31-3-2023	Disposals	As at 01-04-2022	For the year	As at 31-3-2023	As at 31-3-2022	As at 31-3-2022
1	Land	1,371.53	-	1,371.53	-	119.36	192.64	312.00	1,059.53	1,292.17
	TOTAL	1,371.53	-	1,371.53	-	119.36	192.64	312.00	1,059.53	1,292.17

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

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT	
		As at 01-04-2023	Additions on Acquisition of Subsidiary	Disposals	As at 01-04-2023	For the year	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
1	Capital Work-in-Progress	19.57	22.53	2,089.64	-	-	-	-	19.57
	TOTAL	19.57	22.53	2,089.64	-	-	-	-	19.57

**Note:**

(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, 2024 and 31st March, 2023.



**NOTE - 4.1 - CWIP Ageing Schedule as at 31st March, 2024**

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

[Amount in Lakhs]

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

SNO. PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION		NET CARRYING AMOUNT	
	As at 01-04-2022	As at 31-3-2023	As at 01-04-2022	As at 31-3-2023	As at 31-3-2023	As at 31-3-2022
1 Capital Work-In-Progress	6.84	19.57	-	-	19.57	6.84
<b>TOTAL</b>	6.84	19.57	-	-	19.57	6.84

[Amount in Lakhs]

**NOTE - 4.3 - 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

[Amount in Lakhs]

**NOTE - 5 - INVESTMENT PROPERTY**

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/ IMPAIRMENT LOSS/ REVERSAL			NET CARRYING AMOUNT	
		As at 01-04-2023	Additions	Disposals	As at 01-04-2023	For the year	Disposals	As at 31-03-2024	As at 31-03-2023
1	Freehold Land	38.44	-	-	-	-	-	38.44	38.44
	<b>TOTAL</b>	<b>38.44</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>38.44</b>	<b>38.44</b>

**Notes:**

- (i) The Fair Value of Investment Property as on 31st March 2024 is ₹ 26.32 Lakhs (Previous year ₹ 20.11 Lakhs).The valuation of the Freehold Land has been made by the Parent Company on the basis of Guideline Rates prescribed by the concerning 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 abovesaid 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 Parent Company on its Investment Property.

**NOTE - 5.1 - INVESTMENT PROPERTY**

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

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

SNO.	PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/ AMORTISATION			NET CARRYING AMOUNT		
		As at 01-04-2023	Additions	Disposals	As at 31-03-2024	As at 01-04-2023	For the year	Disposals	As at 31-03-2024	As at 31-03-2023
1	Computer Software	31.56	1.39	-	32.95	26.83	1.69	-	28.52	4.43
	<b>TOTAL</b>	31.56	1.39	-	32.95	26.83	1.69	-	28.52	4.43

**Notes:**

- (i) The Parent Company as well as its Subsidiary Companies has neither acquired any Intangible Assets through business combinations nor revalued any of its Intangible Assets during F.Y. 2023-24 or during F.Y. 2022-23.
- (ii) The Parent Company as well as its Subsidiary Companies are 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 01-04-2022	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	-	26.84	4.72
	<b>TOTAL</b>	31.56	-	-	31.56	24.45	2.39	-	26.84	4.72



**NOTE - 7 - NON-CURRENT TRADE RECEIVABLES**

[Unsecured, considered good]

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Secured, considered good	-	-
Unsecured, considered good	66.03	612.86
Trade Receivables which have significant increase in Credit Risk	-	-
Less: Impairment for trade receivables	-	-
Trade Receivables - Credit Impaired	-	-
<b>TOTAL</b>	<b>66.03</b>	<b>612.86</b>

**NOTE - 7.1 - NON CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2024**

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	
1	Undisputed Trade receivables – considered good	-	-	-	-	66.03
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>-</b>	<b>66.03</b>

**NOTE - 7.2- 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 year	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>	-	-	-	-	612.86	612.86

**NOTE - 8 - NON-CURRENT FINANCIAL ASSETS**

[Unsecured, considered good]

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Other Receivables	-	-
<b>TOTAL</b>	-	-

**NOTE - 9 - NON-CURRENT INVESTMENTS**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
<b>Investment in Equity Instruments (Unquoted)</b>		
<u>Others</u>		
Texmo Pipes Foundation 500 [Previous year - Nil] Equity Shares of Face Value of ₹10/- each, fully paid-up	0.05	0.05
<b>TOTAL</b>	0.05	0.05

**NOTE - 9.1 - Investments in Equity Instruments**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Aggregate amount of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	0.05	0.05
Aggregate amount of Impairment in Value of Quoted Investments	-	-
Aggregate amount of Impairment in Value of Unquoted Investments	-	-



**NOTE - 10 - OTHER NON-CURRENT ASSETS**

[Unsecured, considered good]

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Advances other than Capital Advances		
Security Deposits	365.90	331.49
Taxes Paid Under Protest	99.24	93.57
Advances to Suppliers	-	-
<b>TOTAL</b>	<b>465.14</b>	<b>425.06</b>

**NOTE - 11 - INVENTORIES**

[Valued at lower of cost and net realizable value]

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	2,976.52	2,901.85
Work-In-Progress	205.59	130.13
Finished Goods	3,051.26	3,280.98
Stock-In-Trade	634.65	558.38
Stores and Spares	90.40	120.68
Packing Materials	67.23	73.35
<b>TOTAL</b>	<b>7,025.65</b>	<b>7,065.37</b>

Notes:

(i) Amount of inventories recognized as an expense have been disclosed in Notes 31,32 and 33

(ii) Entire inventories of the parent company have been hypothecated as security with banks against working capital loans and entire inventories of one of the subsidiary company namely 'Shree Venkatesh Industries Private Limited' have been hypothecated as security with banks against working capital term loan, refer Note 19 for details.

**NOTE - 12 - CURRENT TRADE RECEIVABLES**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Secured, considered good	-	-
Unsecured, considered good	6,549.59	5,614.46
Trade Receivables which have significant increase in Credit Risk	-	143.37
Less: Allowance for Doubtful Debts	-	(143.37)
Trade Receivables - Credit Impaired	-	-
<b>TOTAL</b>	<b>6,549.59</b>	<b>5,614.46</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) as at 31st March, 2024.

(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 of the parent company have been hypothecated with Banks against working capital loans and entire trade receivables of one of the subsidiary company namely ' Shree Venkatesh Industries Private Limited' have been hypothecated with banks against working capital term loan, refer Note 19 for details.

**NOTE - 12.1 - CURRENT TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2024**

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	2,598.22	1,309.46	227.84	26.58	26.21	4,188
2	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
3	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
4	Disputed Trade Receivables – considered good	2,332.23	19.19	9.86	-	-	2,361
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>4,930.45</b>	<b>1,328.65</b>	<b>237.70</b>	<b>26.58</b>	<b>26.21</b>	<b>6,549.59</b>

**NOTE - 12.2- 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
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
6	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	Less: Allowance for Doubtful Debts	-	-	-	-	-	(143)
	<b>TOTAL</b>	<b>5,418.44</b>	<b>77.99</b>	<b>44.26</b>	<b>48.72</b>	<b>168.43</b>	<b>5,614.46</b>



**NOTE - 13- CASH AND CASH EQUIVALENTS**

[Amount in Lakhs]

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balances with Banks in Current Accounts	73.45	46.99
Cash on Hand	17.57	15.17
<b>TOTAL</b>	<b>91.02</b>	<b>62.16</b>

**NOTE - 14 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

[Amount in Lakhs]

Particulars	As at 31st March, 2024	As at 31st March, 2023
Fixed Deposits - Maturity more than 3 months and less than 12 months	1,041.25	804.98
<b>TOTAL</b>	<b>1,041.25</b>	<b>804.98</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**

[Amount in Lakhs]

Particulars	As at 31st March, 2024	As at 31st March, 2023
A Capital Advances	98.63	7.41
(A)	98.63	7.41
B. <b>Advances other than Capital Advances</b>		
Taxes Paid Under Protest	457.20	457.20
Advance to related parties		
- Advance to Suppliers	76.19	-
Others		
- Advance to Suppliers	248.46	176.46
- Advance to Employees	44.38	49.91
- Advance for Expenses	36.69	47.65
(B)	862.92	731.22
C. <b>Others</b>		
Assets Held for Sale - Freehold Land	184.47	195.22
Balances with Statutory Authorities	364.63	49.52
Prepaid Expenses	77.27	64.26
Insurance Claims Receivable	715.03	715.03
Incentives Receivable from Government	430.02	430.01
Other Loans and Advances	1.00	-
Gratuity Plan Assets	-	2.98
Embezzlement Money Recoverable from Employee	34.09	-
(C)	1,806.51	1,457.02
<b>TOTAL</b>	<b>2,768.06</b>	<b>2,195.65</b>
(A+B+C)		

**Notes:**

- (i) Advance to suppliers includes aggregate amount of Rs. 76.19 Lakhs (Previous Year ₹ Nil) due from firms or private companies in which any of the directors of the Company is either a partner or a director or a member, as at 31st March, 2024.
- (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**

[Amount in Lakhs]

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	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>	<b>2,91,95,000</b>	<b>2,919.50</b>	<b>2,91,95,000</b>	<b>2,919.50</b>

**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, 2024		As at 31st March, 2023	
	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, 2024		As at 31st March, 2023	
	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, 2024 and as at 31st March, 2023**

Name of the Promoter	As at 31st March, 2024		As at 31st March, 2023		% 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%	-
Shri 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, 2023 and as at 31st March, 2022**

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%	-
Shri 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	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Securities Premium	6,991.76	6,991.76
Retained Earnings	(1,449.54)	(1,899.35)
Revaluation Reserve	6,403.66	6,411.45
Exchange difference on translation of Financial Statements of foreign operations	4,734.70	4,179.17
Equity Component of Compound Financial Instruments	85.89	85.89
<b>TOTAL</b>	<b>16,766.47</b>	<b>15,768.92</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	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
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	-	-
Closing Balance	6,991.76	6,991.76

**(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, 2024	As at 31st March, 2023
Opening Balance	(1,899.35)	5,241.97
Add: Amount transferred from Revaluation Surplus to Retained Earnings	7.79	-
	(1,891.56)	5,241.97
Less: Unamortised Cost Portion on Interest Free Loans to Subsidiary Written-off	-	-
	(1,891.56)	5,241.97
Less: Unamortised Interest Expenses on Loans from Related Parties Written-off	-	-
	(1,891.56)	5,241.97
Add: Profit/(Loss) for the year	463.55	(7,176.04)
	(1,428.01)	(1,934.07)
Add: Other Comprehensive Income for the Year	(21.53)	34.72
Closing Balance	(1,449.54)	(1,899.35)



(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 year under review, an amount of Rs.7.79 Lakhs has been reversed due to effecting sale of certain revalued assets.

The details of movement in Revaluation Reserve during the year is as below:

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Opening Balance	6,411.45	6,411.45
Less : Amount transferred to Retained Earnings	(7.79)	-
Closing Balance	6,403.66	6,411.45

(d) Exchange difference on translation of Financial Statements of foreign operations

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Opening Balance as per last financial statement	4,179.17	2,661.12
Add: Exchange Difference on translation of Foreign Operation [Earlier year]	663.09	-
	4,842.26	2,661.12
Add: Other Comprehensive Income	(107.56)	1,518.05
Closing Balance	4,734.70	4,179.17

(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	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Opening Balance	85.89	85.89
Closing Balance	85.89	85.89

**NOTE - 18 - NON-CONTROLLING INTERESTS**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Equity Share Capital	1.00	-
Securities Premium	-	-
Retained Earnings	(9.49)	-
<u>TOTAL</u>	(8.49)	-

NOTE - 19- NON-CURRENT BORROWINGS

[Amount in Lakhs]

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Non Current	Current	Non Current	Current
<b>Term Loans</b>				
<b>A Secured</b>				
From Banks	2,248.87	376.96	1,345.75	376.96
From Non-Banking Financial Companies	-	-	-	-
(A)	2,248.87	376.96	1,345.75	376.96
<b>B. Unsecured</b>				
Loans and advances	741.46	-	-	-
(B)	741.46	-	-	-
<b>TOTAL (A+B)</b>	<b>2,990.33</b>	<b>376.96</b>	<b>1,345.75</b>	<b>376.96</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 23 'Short Term Borrowings'.

(ii) Refer Note 49 for information about liquidity risk.

Note - 19.1 - 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. Rashmi 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. Rashmi 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 9.96% p.a. as at year end. (Previous Year 10.55% p.a.)  <i>[Total Outstanding as on 31-03-2024 is ₹ 100.00 Lakhs (Previous year ₹ 200.00 Lakhs) out of which ₹ 100.00 Lakhs (Previous year ₹ 99.99 Lakhs) is taken to current maturities of long term debts]</i>
2	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 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 9.70% p.a. (Previous Year 10.55% p.a.)  <i>[Total Outstanding as on 31-03-2024 is ₹ 1,246.15 Lakhs (Previous year 1,523.07Lakhs) out of which ₹ 276.96 Lakhs (Previous year ₹ 276.96 Lakhs) is taken to current maturities of long term debts.]</i>
3	Vehicle Loan of ₹ 126.00 Lakhs (Previous year ₹ Nil) from Punjab National Bank is secured by Hypothecation of Vehicle.	Repayable in 48 equal monthly installments starting from June, 2023. Last installment due in May, 2027. Rate of Interest is 9.67% p.a. as at the year end. (Previous Year Nil)  <i>[Total Outstanding ₹ 103.07 Lakhs (Previous year ₹ Nil) out of which ₹ 29.58 Lakhs (Previous year ₹ Nil) taken to current maturities of long term debts]</i>
4	Term Loan of Rs. 32 Crores from HDFC Bank Ltd. is primary secured by Stocks, Book Debts, Fixed Deposits and Plant & Machineries & collateral secured by property situated at Plot No. 114, Smart Industrial Park, Pithampur, and further personal guarantee of Directors and their relatives.  [Actual disbursement of Term Loan of Rs.1310.57 Lakhs during the year]	Repayable in 84 monthly installments of Rs.50.52 Lakhs each commencing from August'2024. Last installment due in July'2031. Rate of Interest 8.40% p.a. as at Year end. (Previous Year Nil)  <i>[Total Outstanding Rs.1300.07 Lakhs (Previous year Rs. Nil ) out of which Rs.94.41 Lakhs (Previous year Rs.. Nil ) is taken to current maturities of long term debts]</i>

**NOTE - 20 - LEASE LIABILITIES**

[Amount in Lakhs]

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Non Current	Current	Non Current	Current
Lease Liabilities for Land	1,067.68	176.98	1,087.00	128.09
<b>TOTAL</b>	<b>1,067.68</b>	<b>176.98</b>	<b>1,087.00</b>	<b>128.09</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 24 'Current Lease Liabilities'.
- (ii) For details on the implications of application of Ind AS 116 on the financial statements, Refer Notes 1 & 42.

**NOTE - 21 - DEFERRED TAX LIABILITIES (NET)**

[Amount in Lakhs]

Particulars	As at	As at
	31st March, 2024	31st March, 2023
Deferred Tax Liabilities on account of taxable temporary differences:		
At the beginning of the year	1,590.15	1,624.88
Add: Additions due to acquisition of Subsidiary	(0.04)	-
	1,590.11	1,624.88
Less : Charge/(Credit) to Statement of Profit and Loss	(10.39)	(34.73)
<b>TOTAL</b>	<b>1,579.72</b>	<b>1,590.15</b>



**NOTE 21.1 - Component of Deferred Tax Liabilities for the year ended 31st March, 2024**

Particulars	[Amount in Lakhs]			
	As at 1st April, 2023	Additions due to acquisition of Subsidiary	Charge/(Credit) to Statement of Profit and Loss	As at 31st March, 2024
A. <u>Deferred Tax Liabilities in relation to :</u>				
Property, Plant and Equipment	274.32	(1,933.10)	1,946.52	287.74
Revalued Land	1,391.06	-	(5.92)	1,385.14
Right-of-Use Asset	266.66	-	(48.48)	218.18
	1,932.04	(1,933.10)	1,892.12	1,891.06
(A)				
B. <u>Deferred Tax Assets in relation to :</u>				
Provision for Impairment of Trade Receivable	36.08	-	(36.08)	-
Gratuity Payable	-	-	13.00	13.00
Lease Liabilities	305.81	-	(31.51)	274.30
Carry Forward Losses		1,913.00	(1,888.96)	24.04
	341.89	1,913.00	(1,943.55)	311.34
(B)				
<u>TOTAL</u> (A-B)	1,590.15	(3,846.10)	3,835.67	1,579.72

**Note - 21.2 - Component of Deferred Tax Liabilities for the financial year ended 31st March, 2023**

[Amount 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
(A)	2,001.13	(69.09)	1,932.04
<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
Carry Forward Losses	-	-	-
(B)	376.25	(34.36)	341.89
<b>TOTAL</b>	1,624.88	(34.73)	1,590.15

**NOTE - 22 - OTHER NON-CURRENT LIABILITIES**

[Amount in Lakhs]

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>A. Advances against Sale of Property</b>	7.50	5.50
(A)	7.50	5.50
<b>B. Others</b>		
Long Term Deposits from Dealers and Suppliers	564.97	561.98
Long Term Deposits from Tenants	5.36	0.36
Gratuity Payable	51.67	-
(B)	622.00	562.34
<b>TOTAL</b>	629.50	567.84

**NOTE - 23 - SHORT-TERM BORROWINGS**

[Amount in Lakhs]

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>A. From Banks</b>		
Cash Credit Facilities <i>[Loans Repayable on Demand, Secured]</i>	888.14	74.71
Current Maturities of Long Term Debt	500.95	376.96
(A)	1,389.09	451.67
<b>B. From Others</b>		
Current Maturities of Long Term Debt	-	-
(B)	-	-
<b>TOTAL</b>	1,389.09	451.67

Notes:

(i) The Parent Company has borrowed Cash Credit Loans from State Bank of India, Punjab National Bank, ICICI Bank and Central Bank of India led by State Bank of India wherein, SBI Cash Credit Loan of ₹ 450.86 Lakhs (Previous Year ₹ 8.53 Lakhs), Punjab National Bank Cash Credit Loan of ₹ 104.71 Lakhs (Previous Year ₹ 64.57 Lakhs), ICICI Bank Cash Credit Loan of ₹ 332.56 Lakhs (Previous Year ₹ Nil Lakhs) and Central Bank of India Cash Credit Loan of ₹ Nil (Previous Year ₹ 1.61 Lakhs) are secured by first Pari pasu charge (amongst the 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. Rashmi Agrawal, Shree Padmavati Irrigations LLP, Shree Balaji Industries and Shree Venkatesh Industries.

**NOTE - 24 - CURRENT LEASE LIABILITIES**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Current Maturities of Lease Liabilities	176.98	128.09
<b>TOTAL</b>	<b>176.98</b>	<b>128.09</b>

**NOTE - 25 - CURRENT TRADE PAYABLES**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Total outstanding dues of micro enterprises & small enterprises	686.89	417.75
Total outstanding dues of creditors other than micro enterprises & small enterprises	4,207.43	4,365.58
<b>TOTAL</b>	<b>4,894.32</b>	<b>4,783.33</b>

Notes:  
(i) Trade payables are due to firms or private companies in which any of the directors of the Company is a partner or a director or a member amounts to ₹ Nil (Previous year ₹ 85.46 Lakhs) as at 31st March, 2024.

**NOTE - 25.1 - 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, 2024	As at 31st March, 2023
(a) Principal amount remaining unpaid to any supplier as at the end of accounting year	686.89	417.75
(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 - 25.2- Trade Payables Ageing Schedule as at 31st March, 2024**

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	686.89	-	
2	Other than MSME	4,042.91	65.70	61.08	37.74	4,207.43
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - Other than MSME	-	-	-	-	-
	<b>TOTAL</b>	<b>4,729.80</b>	<b>65.70</b>	<b>61.08</b>	<b>37.74</b>	<b>4,894.32</b>

**NOTE - 25.3- 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	-	
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>	<b>4,674.89</b>	<b>69.43</b>	<b>11.80</b>	<b>27.21</b>	<b>4,783.33</b>

**NOTE - 26 - OTHER FINANCIAL LIABILITIES**

Particulars	[Amount in Lakhs]	
	As at 31st March, 2024	As at 31st March, 2023
Interest accrued but not due on borrowings	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>



**NOTE - 27 - OTHER CURRENT LIABILITIES**

			[Amount in Lakhs]	
Particulars			As at 31st March, 2024	As at 31st March, 2023
A. <u>Revenue Received in Advance</u>				
Advance from Customers			446.26	618.31
	(A)		446.26	618.31
B. <u>Others</u>				
Statutory Liabilities			364.78	362.45
Gratuity Payable			-	-
Other Liabilities [Refer Note below]			1,022.96	667.69
	(B)		1,387.74	1,030.14
<b>TOTAL</b>	<b>(A+B)</b>		<b>1,834.00</b>	<b>1,648.45</b>

Note :

(i) Other liabilities include amount due to directors or other officers of the Company either severally or jointly with any other person or to firms or private companies in which any of the directors of the Company is a partner or a director or a member amounting to ₹ 114.73 Lakhs (Previous year ₹ 20.84 Lakhs).

**NOTE - 28 - SHORT-TERM PROVISIONS**

			[Amount in Lakhs]	
Particulars			As at 31st March, 2024	As at 31st March, 2023
For Employee Benefits			194.77	173.67
For Others			150.07	68.32
<b>TOTAL</b>			<b>344.84</b>	<b>241.99</b>

**NOTE - 29 - REVENUE FROM OPERATIONS**

			[Amount in Lakhs]	
Particulars			Year ended 31st March, 2024	Year ended 31st March, 2023
A. <u>Sale of Products</u>				
Manufactured Goods			50,716.17	59,940.31
Traded Goods			2,022.21	3,387.16
	(A)		52,738.38	63,327.47
B. <u>Sale of Services</u>				
Freight and Logistics Income			683.58	516.70
	(B)		683.58	516.70
<b>TOTAL</b>	<b>(A+B)</b>		<b>53,421.96</b>	<b>63,844.17</b>

**NOTE - 29.1 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2024**

			[Amount in Lakhs]		
Particulars	India	Outside India	Total		
Plastic Pipes, Fittings, Allied Products and Trading Accessories	52,013.62	-	52,013.62		
Water Tanks and Allied Products	724.76	-	724.76		
<b>TOTAL</b>	<b>52,738.38</b>	<b>-</b>	<b>52,738.38</b>		

**NOTE - 29.2 - Revenue From Contracts with Customers disaggregated on the basis of Geographical Region and Major Businesses as at 31st March, 2023**

			[Amount in Lakhs]		
Particulars	India	Outside India	Total		
Plastic Pipes, Fittings, Allied Products and Trading Accessories	62,887.45	-	62,887		
Water Tanks and Allied Products	440.01	-	440		
<b>TOTAL</b>	<b>63,327.46</b>	<b>-</b>	<b>63,327.46</b>		

**NOTE - 30 - OTHER INCOME**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
A.	Interest Income (A)	92.54	53.97
B.	Other Non-Operating Income		
	Gain on Sale of Freehold Land	5.35	-
	Freight on Sales	0.04	-
	Miscellaneous Receipts	30.35	29.05
	(B)	35.74	29.05
	<b>TOTAL (A+B)</b>	<b>128.28</b>	<b>83.02</b>
Notes:			
(i)	Interest Income includes impact of financial instruments		

**NOTE - 31 - COST OF MATERIALS CONSUMED**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
	Raw Materials Consumed	36,479.49	45,834.40
	Packing Materials Consumed	322.12	370.05
	<b>TOTAL</b>	<b>36,801.61</b>	<b>46,204.45</b>

**NOTE - 32 - PURCHASES OF STOCK-IN-TRADE**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
	Pipes & Fittings	2,091.49	1,900.52
	Others	796.28	1,018.43
	<b>TOTAL</b>	<b>2,887.77</b>	<b>2,918.95</b>

**NOTE - 33 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
A.	Inventories at the beginning of the year		
	Finished Goods	3,280.98	3,884.59
	Work-In-Progress	130.13	94.57
	Stock-In-Trade	558.38	445.68
	(A)	3,969.49	4,424.84
B.	Inventories at the end of the year		
	Finished Goods	3,051.27	3,280.98
	Work-In-Progress	205.59	130.13
	Stock-In-Trade	634.65	558.38
	(B)	3,891.51	3,969.49
	<b>CHANGES IN INVENTORIES (A-B)</b>	<b>77.98</b>	<b>455.35</b>

**NOTE - 34 - EMPLOYEE BENEFITS EXPENSES**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
	Directors' Remuneration	492.75	407.43
	Salary, Wages, Bonus & Gratuity	1,851.34	1,735.78
	Contribution towards Provident Fund	53.49	54.85
	Contribution towards ESIC	20.26	21.51
	Employee Welfare and Other Benefits	55.02	70.26
	<b>TOTAL</b>	<b>2,472.86</b>	<b>2,289.83</b>

**NOTE - 35 - FINANCE COSTS**

Particulars	[Amount in Lakhs]	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest Expenses	285.19	868.80
Letter of Credit Charges	372.83	252.75
Loan Processing and Incidental Expenses	57.53	51.12
Bank Guarantee Commission	4.46	6.17
Interest on Lease Liabilities	113.82	113.72
<b>TOTAL</b>	<b>833.83</b>	<b>1,292.56</b>

**NOTE - 36 - OTHER EXPENSES**

Particulars	[Amount in Lakhs]	
	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>A. Manufacturing and Operating Expenses</b>		
Power & Fuel	1,734.57	1,867.67
Stores & Spares Consumed	128.63	148.53
Repairs to Plant & Machineries	117.04	105.32
Other Manufacturing Expenses	477.74	477.14
Packing Material Consumed	0.44	-
(A)	2,456.42	2,598.66
<b>B. Administrative Expenses</b>		
Lease Rent Expenses	1.10	-
Rent Expenses	70.39	61.92
Stationery & Printing	14.38	20.28
Postage and Courier Expenses	1.42	1.62
Electricity Expenses	1.80	1.19
Vehicle Running and Maintenance	34.54	23.36
Travelling & Conveyance Expenses	200.55	127.80
Telephone, Mobile and Internet Expenses	12.17	12.53
Directors Sitting Fees	4.10	3.78
Auditors' Remuneration		
- Statutory Auditors	16.50	11.00
- Others	1.91	1.35
Insurance	44.17	44.95
Repairs and Maintenance		
- Factory Building	333.37	105.04
- Office Building	43.52	13.59
- Others	1.40	1.55
Legal & Professional Expenses	43.55	47.12
Software Programme & Licence Fees	20.57	14.17
License Renewal Fees	3.52	6.91
Guest Accommodation Charges	5.65	7.37
Rates & Taxes	6.41	140.83
Charity & Donation	-	21.56
Contribution towards Corporate Social Responsibility	25.46	27.16
Preliminary Expenses Written-off	0.53	-
Prior Period Expenses/(Income)	-	-
Loss on Sale of Assets	3.08	0.33
Loss on Foreign Currency Transactions	-	37.59
Office Expenses	50.95	31.17
Testing Expenses	0.10	-
Miscellaneous Expenses	0.46	-
(B)	941.60	764.17
<b>C. Selling, Distribution &amp; Other Expenses</b>		
Advertisement, Publicity & Sales Promotion	203.25	157.08
Copyright Usage Charges	-	103.11
Commission on Sales	146.75	79.92
Freight, Cartage Outward & Other Selling Expenses	2,600.79	3,821.65
Discount & Other Expenses	385.07	345.47
Bad Debts	706.72	5,913.36
Allowance for Doubtful Debts made	412.08	1,393.15
(C)	4,454.66	11,813.74
<b>TOTAL (A+B+C)</b>	<b>7,852.68</b>	<b>15,176.57</b>



**NOTE - 36.1 - Break-up of Audit Fees**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
(a)	Auditors' Remuneration		
	- Statutory Audit Fees	12.50	8.00
	- Tax Audit Fees	2.50	2.00
	- GST Audit Fees	1.50	1.00
		16.50	11.00
(b)	Certification and Consultation Fees	-	1.75
	<b>TOTAL</b>	<b>16.50</b>	<b>12.75</b>

**NOTE - 37 - EXCEPTIONAL ITEMS**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
	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	546.98	554.48
	<b>TOTAL</b>	<b>546.98</b>	<b>1,200.94</b>

**Note :**

- (i) 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 F.Y. 2022-23, the parent 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) The provision for diminution in value of investment in shares of wholly owned foreign subsidiary of the Parent Company namely 'Tapti Pipes & Products Ltd., FZE UAE', has been made considering the financial position and net worth of the subsidiary company for the financial year ended 31st March, 2024, which in its turn, is based upon the audited financial statement of the subsidiary company as of 31st March, 2024.

**NOTE - 38 - OTHER COMPREHENSIVE INCOME**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
A.	Items that will not be reclassified into profit or loss :		
(i)	Change in Revaluation surplus	-	-
(ii)	Remeasurements of defined benefit plans	(28.78)	34.72
(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>(28.78)</b>	<b>34.72</b>
B.	Items that will be reclassified to profit or loss :		
(i)	Exchange differences in translating the financial statements of foreign operation	(107.56)	1,518.05
(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>(107.56)</b>	<b>1,518.05</b>
	<b>TOTAL (A+B)</b>	<b>(136.34)</b>	<b>1,552.77</b>

**NOTE - 39 - EARNING PER SHARE**

Particulars		[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
	Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	458.44	(7,176.04)
	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	1.57	(24.58)
	Diluted Earning Per Share	1.57	(24.58)
	Face Value Per Equity Share	10	10

**NOTE - 40 - THE RECONCILIATION OF TAX EXPENSES AND THE ACCOUNTING PROFIT**

Particulars	[Amount in Lakhs]	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Profit before Tax	1,013.89	(6,694.43)
Effect of Ind AS Adjustments	(156.95)	(60.75)
Adjusted Profit before Tax	856.94	(6,755.18)
Applicable Tax Rate	25.168%	25.168%
Computed Tax Expense	215.68	(1,700.15)
Tax Effect of:		
Income not taxable	-	-
Expenses Disallowed	64.99	77.40
Different tax rate on Capital Gains	-	-
Other Differences	115.12	632.03
Uncertain tax positions	146.21	1,490.72
Current Tax Provision	542.00	500.00
Effective Tax Rate	53.46%	(7.47%)

**NOTE - 41 - CONTINGENT LIABILITIES & COMMITMENTS**

Particulars	[Amount in Lakhs]	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Contingent Liability not provided in respect of		
(i) Disputed Income Tax Demand	1,324.69	1,324.69
(ii) Disputed Excise Duty, VAT, CST & Entry Tax Demands	674.01	400.24
(iii) Guarantee Given by the company's Banker in the normal course of business	348.25	393.89
(iv) Letter of Credit for purchase of goods	874.16	1,962.77
(v) Other Disputes [Refer Note Below]	-	-
Commitments		
Capital Contracts remaining to be executed	249.45	250.25
Notes:		
(i)	It is not practicable for the Parent 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 - 42 - 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 Parent Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2021 and applied the standard to its leases. Accordingly, the Parent 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.

One of the Subsidiary Company of the Parent Company namely Shree Venkatesh Industries Pvt. Ltd. has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2022 and applied the standard to its leases. Accordingly, the Company has measured its lease liability as at 1st April, 2022 at the present value of the remaining lease payments, discounted using the interest rate of 10.00% 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 ₹ 59.14 Lakhs has been recognized in F.Y 2022-23. The cumulative effect on transition in retained earnings net off taxes is ₹ Nil.

Another Subsidiary Company of the Parent Company namely Shree Venkatesh Polymers Pvt. Ltd. has adopted Ind AS 116, effective annual reporting period beginning 7th November, 2023 and applied the standard to its leases. Accordingly, the Company has measured its lease liability as at 7th November, 2023 at the present value of the remaining lease payments, discounted using the interest rate of 10.00% 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 ₹ 100.11 Lakhs has been recognized in F.Y. 2023-24. 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 Parent Company as well as the Subsidiaries Companies 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, 2024, aggregating to ₹ 249.41 Lakhs (Previous Year ₹ 210.80 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, 2024	Year ended 31st March, 2023
Balance at the beginning	1,215.09	1,312.18
Additions	159.25	-
Finance cost accrued during the year	119.73	113.72
Deletions	-	-
Payment of lease liabilities	(249.41)	(210.81)
Balance at the end	1,244.66	1,215.09

**NOTE - 43 - 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, 2024	Year ended 31st March, 2023
Employer's Contribution to Provident Fund	53.49	54.85
Employer's Contribution to ESIC Fund	20.26	21.51

**(ii) Defined Benefit Plan**

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	[Amount in Lakhs]	
	Gratuity (Funded)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Defined Benefit Obligation at beginning of the year	182.58	187.82
Current Service Cost	26.63	21.92
Interest Cost	12.96	13.90
Past Service Cost (Vested benefits)	-	-
Benefits paid	(6.32)	(2.65)
Actuarial (Gain)/Loss	27.57	(38.41)
Defined Benefit Obligation at year end	243.42	182.58

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

Particulars	[Amount in Lakhs]	
	Gratuity (Funded)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Fair value of Plan Assets at beginning of year	185.55	129.53
Expected Return on Plan Assets	12.98	11.37
Actuarial Gain/(Loss)	(1.21)	(3.69)
Employer Contribution	0.75	50.99
Benefits Paid	(6.32)	(2.65)
Fair value of Plan Assets at year end	191.75	185.55

Reconciliation of fair Value of Assets and Obligations

Particulars	[Amount in Lakhs]	
	Gratuity (Funded)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Fair value of Plan Assets	191.75	185.55
Present Value of Benefit Obligation	243.42	182.58
Amount recognised in Balance Sheet (Surplus/(Deficit))	(51.67)	2.97



Expenses recognised during the year

[Amount in Lakhs]

Particulars	Gratuity (Funded)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
In Income Statement		
- Current Service Cost	26.63	21.92
- Interest Cost	12.96	13.90
- Past Service Cost	-	-
- Return on Plan Assets	(12.98)	(11.37)
<b>Net Cost</b>	<b>26.61</b>	<b>24.45</b>
In Other Comprehensive Income		
Actuarial (Gain)/Loss	27.57	(38.41)
Return on Plan Assets	1.21	3.69
<b>Net (Income)/Expenses for the period recognised in OCI</b>	<b>28.78</b>	<b>(34.72)</b>

Actuarial Assumptions	Gratuity (Funded)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Mortality Table (ALM)		
Discount Rate (Per Annum)	7.10%	7.40%
Rate of Escalation in Salary (Per annum)	7.00%	7.00%

**Notes:**

- 1 The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
- 2 The expected contribution for Defined Benefit Plan for the next financial year will be in line with F.Y. 2023-24.
- 3 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.
- 4 Amount towards Defined Contribution Plan have been recognized under Contribution to Provident and Other funds in Note 34.
- 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 - 44 - 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]

Particulars		(Amount in Lakhs)
		Year ended 31st March, 2024
1	<b>Diminution in Value of Investment in Subsidiary</b>	
	<b>Investment in Equity Shares of M/s. Tapti Pipes &amp; Products Ltd., FZE, UAE (Wholly owned Subsidiary)</b> <u>[32,235 Equity Shares of Face Value of 1000 UAE Dirhams]</u>	
	Fair Market Value of the Investment as on 31-03-2023	607.65
	Less : Fair Market Value of the Investment as on 31-03-2024	60.67
	<b>Diminution in Value of Investment in Subsidiary</b>	<b>546.98</b>
	<b>Amount Debited in Statement of Profit and Loss under Note 35 of 'Exceptional Items'</b>	
	Provision for Diminution in Value of Investments in Subsidiary	546.98
	<b>TOTAL</b>	<b>546.98</b>

Note :  
During the Financial Year 2023-24, considering the financial position and net worth of its wholly owned Foreign Subsidiary Company namely 'Tapti Pipes & Products Ltd., FZE UAE', for the financial year ended 31st March, 2024 as per its consolidated audited financial statement and considering the fair market value, the parent company had made provision of ₹ 546.98 Lakhs (Previous year Rs.554.48 Lakhs) as on 31st March, 2024 on account of diminution in the value of investment in such subsidiary company, as appeared in its books of account . The provision of ₹ 546.98 Lakhs (Previous year Rs.554.48 Lakhs) is included in the Note No. 37 of 'Exceptional Items' of the Consolidated Statement of Profit and Loss of the company for the financial Year 2023-24.

**NOTE - 45 - DETAILS OF LOAN GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN**

The Details of Loans given and Investments made by the Company as at 31st March, 2024 is as under :

					(Amount 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 influence.	CSR Activity	0.05
		Shree Venkatesh Polymers Private Limited	Wholly owned subsidiary	Business Purpose	-
		Shree Venkatesh Industries Private Limited	Partially Owned Subsidiary Co	Business Purpose	-
2	Loan Given [Unsecured]	Shree Venkatesh Industries Private Limited	Partially Owned Subsidiary Co	Business Purpose	-
			<b>TOTAL</b>		<b>0.05</b>

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	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 influence.	CSR Activity	0.05
2	Loan Given [Unsecured]	Tapti Pipes & Products Ltd. FZE	Wholly owned subsidiary	Business Purpose	-
			<b>TOTAL</b>		<b>0.05</b>

**NOTE - 46 - 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 PARENT 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 F.Y. 2022-23, the parent 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.37 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 parent 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.

**(iii) Steps taken by the Management of the Parent Company in compliance of the directions issued by the SEBI**

The Company has filed an Appeal before the Hon'ble Securities Appellate Tribunal, Mumbai against the said Order dated 28.02.2023 passed by the Whole Time Member of SEBI. After various hearings and orders, the matter is pending before the said authority. However, the amount of USD 3.49 million as mentioned by SEBI, was already received by Tapti Pipes & Products Limited FZE, the wholly owned subsidiary of Texmo in September, 2012 and had additionally furnished a Certificate from a Chartered Accountant stating the same before the tribunal.

BY COMPANY SECRETARY



**NOTE - 47 - RELATED PARTY DISCLOSURES**

**(A) Parent Company- Texmo Pipes & Products Ltd.**

**(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)
2	Other Than Key Managerial Personnel (KMP)	1. Smt. Aparna Agrawal (Chief Designer Officer)
3	Wholly Owned Subsidiaries	1. Tapli Pipes & Products Ltd. FZE, UAE 2. Shree Venkatesh Polymers Pvt. Ltd.
4	Partially Owned Subsidiaries	1. Shree Venkatesh Industries Private Limited
5	Enterprises over which Key Managerial Personnel are able to exercise significant influence.	1. Shree Venkatesh Industries (Partnership Firm) 2. Shree Padmavati Irrigations LLP 3. Mangal Murti Minerals 4. Shree Balaji Industries (Partnership Firm) 5. Texmo Pipes Foundation
6	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 Otis Private Limited 6. Nimar Diagnostic Services Private Limited 7. Shree Vasudeo Industries (Partnership Firm) 8. Shree Krishna Commercial Co.

Sl. No.	(ii) <b>Related Party Transactions</b>	Subsidiaries		Enterprises over which KMP are able to exercise significant influence		Relatives of Directors and Directors/ Partners in Concern		Key Managerial Persons		Other Than Key Managerial Persons	
		Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023
		[Amount in Lakhs]									
1	Purchase of Goods Shree Vasudeo Industries Mangal Murti Minerals Shree Padmavati Ingallions LLP Shree Venkatesh Polymers Pvt. Ltd. Total	- - - 1,298.09 1,298.09	- - - - -	- 280.67 160.91 - 441.58	- 32.04 1,149.84 - 1,182.89	4,574.37 - - - 4,574.37	10,708.03 - - - 10,708.03	- - - - -	- - - - -	- - - - -	- - - - -
2	Sale of Goods Shree Vasudeo Industries Shri Sanjay Agrawal Shree Venkatesh Industries Pvt. Ltd. Shree Venkatesh Polymers Pvt. Ltd. Total	- - 2.30 213.16 215.46	- - - - -	- - - - -	- - - - -	38.35 - - - 38.35	119.75 - - - 119.75	1.05 - - - 1.05	2.88 - - - 2.88	- - - - -	- - - - -
3	Logistic Income Shree Vasudeo Industries Mangal Murti Minerals Shree Padmavati Ingallions LLP Shree Venkatesh Industries Pvt. Ltd. Shree Venkatesh Polymers Pvt. Ltd. Total	- - - 1.18 1.58 2.76	- - - - -	- 0.07 0.68 - - 0.75	- 0.10 - - - 0.10	1.53 - - - - 1.53	4.51 - - - - 4.51	- - - - - -	- - - - - -	- - - - - -	- - - - - -
4	Copy Right Licence Fees Charges Shree Sajaji Industries Total	- - -	- - -	- - -	103.11 103.11 -	- - -	- - -	- - -	- - -	- - -	- - -
5	Turnover Discount Received Shree Vasudeo Industries Total	- - -	- - -	- - -	- - -	76.19 76.19 -	- - -	- - -	- - -	- - -	- - -
6	Rent Paid Mr. Sanjeev Kumar Agrawal Mrs. Rashmidevi Agrawal Total	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	168.21 107.31 275.52	155.51 97.95 253.07	- - -	- - -
7	Rent Received Shree Padmavati Ingallions LLP Shree Venkatesh Industries Pvt. Ltd. Mangal Murti Minerals Total	- 3.60 - 3.60	- - - -	0.24 - 5.60 5.84	0.24 3.60 9.60 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		Other Than Key Managerial Persons		[Amount in Lakhs]	
		Year ended 31st March, 2024		Year ended 31st March, 2023		Year ended 31st March, 2024		Year ended 31st March, 2023		Year ended 31st March, 2024		Year ended 31st March, 2023		Year ended 31st March, 2024			
		Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024			
8	Directors' Remuneration Mr. Sarojk Kumar Agrawal Mrs. Rashmi Agrawal Mr. Vijay Prasad Pappu	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	300.00 180.00 12.75	300.00 96.00 11.43	- - -	- - -	- - -	
	Total	-	-	-	-	-	-	-	-	-	-	492.75	407.43	-	-	-	
9	Salary Mr. Mohit Agrawal Smt. Aparna Agrawal	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	72.00 -	72.00 -	- 60.00	- 60.00	- 60.00	
	Total	-	-	-	-	-	-	-	-	-	-	72.00	72.00	-	60.00	60.00	
10	Unsecured Loan Mrs. Rashmi Agrawal Opening Balance Taken during the year Repaid during the year Closing Balance	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- 630.00 130.00 500.00	- - - -	- - - -	- - - -	- - - -	- - - -
11	Loans & Advances Given Shree Venkatesh Industries Pvt. Ltd. Opening Balance Given During the year Repaid during the year Closing Balance	- 719.37 -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -
12	Interest on Loans & Advances Given Shree Venkatesh Industries Pvt. Ltd. Shree Padmavati Irrigations LLP	14.30 -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -
	Total	14.30	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13	Expenditure towards Corporate Social Responsibility Texmo Pipes Foundation	-	25.00	-	27.00	-	-	25.00	27.00	-	-	-	-	-	-	-	-
	Total	-	25.00	-	27.00	-	25.00	27.00	-	-	-	-	-	-	-	-	-



(H) **Balances as at 31st March, 2023**

Sno.	Outstanding Balances	Subsidiaries		Enterprises over which KMP are able to exercise significant influence		Relatives of Directors and Directors/ Partners in Concern		Key Managerial Persons		Other Than Key Managerial Persons		
		Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2024	Year ended 31st March, 2023	
		[Amount in Lakhs]										
1	Trade and Other Payables Shree Padmaraj's Initiations LLP Shree Vasudoo Industries Shree Venkatesh Polymers Pvt. Ltd. Mangal Nuri Minerals Mr. Sanjay Kumar Agrawal Mrs. Rashmi Agrawal Smt. Aarons Agrawal Mr. Vijay Prasad Pasou	- - 419.09 - - - - -	- - - 42.74 - - - -	- - 32.88 - - - - -	42.74 - - - - - -	- - - - - - - -	42.73 - - - - - -	- - - - - - - -	- - - 41.82 18.87 - 0.91	- - - - - - - -	- - - - - - - -	- - - - - - - -
	Total	419.09	42.74	32.88	42.74	0.00	42.73	61.40	0.84	20.44	20.00	
2	Unsecured Loan Mrs. Rashmi Agrawal	-	-	-	-	-	-	500.00	-	-	-	
	Total	-	-	-	-	-	-	500.00	-	-	-	
3	Trade and Other Receivables Shree Venkatesh Industries Pvt. Ltd. Shree Venkatesh Polymers Pvt. Ltd.	0.32 0.47	- -	- -	- -	- -	- -	- -	- -	- -	- -	
	Total	0.79	-	-	-	-	-	-	-	-	-	
4	Loans and Advances Given Shree Vasudoo Industries Shree Venkatesh Industries Pvt. Ltd.	- 719.37	- -	- -	- -	- -	- -	76.19	- -	- -	- -	
	Total	719.37	-	-	-	-	-	76.19	-	-	-	
5	Investments Tapli Pipes & Products Limited FZE Texmo Pipes Foundation Shree Venkatesh Polymers Pvt. Ltd. Shree Venkatesh Industries Pvt. Ltd.	60.67 - 1.00 1,030.49	- - - -	60.65 0.05 - -	- 0.05 - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	
	Total	1,092.16	607.85	0.05	0.05	0.05	-	-	-	-	-	

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.

**(B) Subsidiary Company-Shree Venkatesh Industries Pvt. Ltd.**

**(i) Related Party Transactions**

[Amount in Lakhs]

Sno.	Related Party Transaction Summary	Key Managerial Persons	
		Year ended 31st March, 2024	Year ended 31st March, 2023
1	<u>Unsecured Loan Taken</u>		
	- Smt. Aparna Agrawal		
	Opening Balance	235.00	221.00
	Taken during the year	9.41	14.00
	Repaid during the year	2.95	-
	Closing Balance	241.46	235.00
	- Smt. Rashmi Agrawal		
	Opening Balance	765.55	787.00
	Taken during the year	173.00	28.55
	Repaid during the year	938.55	50.00
	Closing Balance	-	765.55

**(ii) Balances as at 31st March, 2024**

[Amount in Lakhs]

Sno.	Outstanding Balances	Key Managerial Persons	
		Year ended 31st March, 2024	Year ended 31st March, 2023
1	<u>Unsecured Loan Taken</u>		
	Smt. Aparna Agrawal	241.46	235.00
	Smt. Rashmi Agrawal	-	765.55
	<b>Total</b>	<b>241.46</b>	<b>1,000.55</b>

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.

**(C) Subsidiary Company-Shree Venkatesh Polymers Pvt. Ltd.**

**(i) Related Party Transactions**

[Amount in ₹]

Sno.	Related Party Transaction Summary	Key Managerial Persons	
		Year ended 31st March, 2024	Year ended 31st March, 2023
1	<u>Rent Paid</u>		
	Shri Sanjay Agrawal	9.65	-
	<b>Total</b>	<b>9.65</b>	<b>-</b>

**NOTE - 48 - CORPORATE SOCIAL RESPONSIBILITY**

In accordance with the provisions on Section 135 of the Companies Act, 2013, the Board of Directors of the Parent Company has constituted a CSR Committee. The details of CSR Activities are as follows :

Sno.	Particulars	[Amount in Lakhs]	
		Year ended 31st March, 2024	Year ended 31st March, 2023
1	Brought forward of amount spent beyond the statutory requirement	3.42	2.59
2	Gross amount required to be spent by the company during the year as per Companies Act, 2013	26.61	26.76
3	Amount spent by the company during the year on the following:		
	(a) Donation for setting up hostel	0.51	-
	(b) Promoting Health Care including Preventive Health Care and Sanitization	0.20	3.41
	(c) Covid-19 relief related activities	-	-
	(d) Donations and Financial Assistance for Education	0.65	1.31
	(e) Food Distribution Drive to Fight Hunger	12.05	21.22
	(f) Women Empowerment	-	1.06
	(g) Rural/ Community Development	10.52	0.59
	(h) Others	1.53	-
	Total (3)	25.46	27.59
4	Closing amount yet to be spent	-	-
5	Carry forward of amount spent beyond the statutory requirement	2.27	3.42
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 2023-24, the company has paid CSR amount to one of its related parties amounting to a sum of ₹ 25.00 Lakhs [Previous year ₹ 27.00 Lakhs].

**NOTE - 49 - 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, 2024		As at 31st March, 2023	
	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	66.03	66.03	612.86	612.86
(iii) Other Non Current Financial Assets	-	-	-	-
(iv) Current Trade Receivables	6,549.59	6,549.59	5,614.46	5,614.46
(v) Cash & Cash Equivalents including Other Bank Balances	1,132.27	1,132.27	867.14	867.14
(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	0.05	0.05
<b>B. Financial Liabilities</b>				
(i) Borrowings	4,379.42	4,379.42	1,797.42	1,797.42
(ii) Lease Liabilities	1,244.66	1,244.66	1,215.09	1,215.09
(iii) Trade Payables	4,894.32	4,894.32	4,783.33	4,783.33
(iv) Other Financial Liabilities	-	-	-	-



(b) Foreign Currency Risk:

The Parent 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 Parent 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, 2024 USD	As at 31st March, 2023 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, 2024 would change by 12520.51 USD [Previous Year - 12520.51 USD]. However, the management of the Parent 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 Parent Company is subject to variable interest rates on some of its interest bearing liabilities. The Parent Company's interest rate exposure is mainly related to debt obligations. The Parent 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, 2024, financial liability of ₹ 888.13 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 ₹ 1.30 Lakhs for the year ended March 31, 2024.

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 Parent 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 Parent 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 Parent 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 Parent 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 and therefore, it has not entered into any hedging contracts for the same.

**NOTE - 50 - ADDITIONAL REGULATORY INFORMATION**

- (i) During the financial year 2023-24, 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 Parent 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, 2023	7,775.50	7,180.30	595.19	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, 2023	7,689.91	6,844.17	845.74	
31st December, 2023	7,150.15	6,896.02	254.13	
31st March, 2024	6,597.22	6,539.76	57.46	

**B. Difference in Trade Receivables**

(₹ in Lakhs)

Quarter Ended	Value as per Books	Value as per Quarterly Statements	Difference	Reason for Variance
30th June, 2023	6,817.82	6,937.15	(119.33)	The difference is primarily due to non-consideration of credit note while determining amount of Trade Receivables as furnished before the Banks.
30th September, 2023	6,644.89	6,769.07	(124.17)	
31st December, 2023	6,991.29	7,067.02	(75.73)	
31st March, 2024	6,545.47	7,165.55	(620.08)	

- (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 an '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 2023-24.
- (xi) **Disclosure relating to various ratios**

(Amount in Lakhs)

Sno.	Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023	% of Changes compared to preceding year	Remarks (mandatory if Variation > 25%)
(a)	<b>Current Ratio (in times)</b> [Current Assets / Current Liabilities]				
	Current Assets	17,475.57	15,742.62		Not Applicable
	Current Liabilities	8,758.58	7,414.86		
	Current Ratio	2.00	2.12	(6.02%)	
(b)	<b>Debt Equity Ratio (in times)</b> [Total Debts / Total Equity]				
	Total Debts [Non Current Borrowings+Current Borrowings]	4,379.42	1,797.42		Due to increase in borrowings and increase in total equity
	Total Equity	19,677.48	18,688.42		
	Debt Equity Ratio	0.22	0.10	131.40%	
(c)	<b>Debt Service Coverage Ratio (in times)</b> [Earnings before Interest & Tax/ Debt Service]				
	Earnings before Interest & Tax [Profit before Tax + Finance Costs]	2,394.70	(4,200.93)		Due to increase in Profit and decrease in finance costs
	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]	1,460.20	2,063.01		
	Debt Service Ratio	1.640	(2.036)	(180.54%)	

[Amount in Lakhs]

Sno.	Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023	% of Changes compared to preceding year	Remarks (mandatory if Variation>25%)
(d)	<b>Return on Equity Ratio (in percentage)</b> [Profit after Tax / Average Total Equity]				
	Profit after Tax	463.55	(7,176.04)		Due to increase in profit after tax and decrease of average total equity
	Average Total Equity [(Opening Total Equity+Closing Total Equity)/2]	19,182.95	21,500.06		
	Return on Equity Ratio	2.42%	(33.38%)	(107.24%)	
(e)	<b>Inventory Turnover Ratio (in times)</b> [Sale of Products / Average Inventory]				
	Sale of Products	52,738	63,327		Not Applicable
	Average Inventory [(Opening Inventory+Closing Inventory)/2]	7,046	6,730.38		
	Inventory Turnover Ratio	7.49	9.41	(20.45%)	
(f)	<b>Trade Receivable Turnover Ratio (in times)</b> [Turnover/ Average Trade Receivables]				
	Turnover (Revenue from Operations)	53,421.96	63,844.17		Due to decrease in turnover and increase in average trade receivables
	Average Trade Receivables [(Opening Trade Receivables + Closing Trade Receivables)/2]	6,082.03	5,049.60		
	Trade Receivable Turnover Ratio	8.78	12.64	(30.53%)	
(g)	<b>Trade Payable Turnover Ratio (in times)</b> [Turnover/ Average Trade Payables]				
	Turnover (Revenue from Operations)	53,421.96	63,844.17		Not Applicable
	Average Trade Payables [(Opening Trade Payables + Closing Trade Payables)/2]	4,838.83	4,687.84		
	Trade Payable Turnover Ratio	11.04	13.62	(18.94%)	
(h)	<b>Net Capital Turnover Ratio (in times)</b> [Turnover / Working Capital]				
	Turnover (Revenue from Operations)	53,421.96	63,844.17		Not Applicable
	Working Capital [Current Assets (-) Current Liabilities]	8,716.99	11,151.88		
	Net Capital Turnover Ratio	6.13	5.72	7.05%	
(i)	<b>Net Profit Ratio (in percentage)</b> [Profit after Tax / Turnover]				
	Profit after Tax	463.55	(7,176.04)		Due to increase in profit after tax and decrease in turnover
	Turnover (Revenue from Operations)	53,421.96	63,844.17		
	Net Profit Ratio	0.87%	(11.24%)	(107.72%)	
(j)	<b>Return on Capital Employed (in percentage)</b> [Earnings Before Interest & Taxes/ Capital Employed]				
	Earnings Before Interest & Taxes [Profit before Tax + Finance Costs]	2,394.70	(4,200.93)		Due to increase in earning before interest & taxes and capital employed
	Capital Employed [Total Equity + Total Borrowings]	24,056.90	20,485.84		
	Return on Capital Employed	9.95%	(20.51%)	(148.54%)	
(k)	<b>Return on Investment Ratio (in percentage)</b> [Net Gain on Investment/ Investment]				
	Net Gain on Investment	-	-		Not Applicable
	Investment	0.05	0.05		
	Return of Investment Ratio	-	-	-	

**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 : 24078057BKGOUW6647

**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, 2024

Burhanpur, May 29th, 2024



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#### Registered Office

98, Bahadarpur Road, BURHANPUR - 450 331 (M.P.)  
Tel. : (91) 7325-255122, 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, INDORE (M.P.) 452001
- JABALPUR - 3622, Roopnidhi Manmohan Nagar, Damoh Road, JABALPUR (M.P.) 482002
- RAIPUR - Shop No. H-7,8,9 Bhanpuri Machinery Market Opp. Indo Chains, Bhanpuri, 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, Tadbund, Secunrabad, Dist. HYDERABAD (T.S.) 500009
- JAIPIUR - F-663 Road No. 9F2, VKI Area, JAIPIUR (R.J.) 302013
- BUDHGAON - Gate No. 300/5 Mahavir Sales Corporation, Sangli Tasgaon Road, BUDHGAON (M.H.)



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