

Texmo/Sec/2022-23/13

May 26, 2022

To, Manager (Listing) National Stock Exchange of India Ltd Exchange Plaza, 5 <sup>th</sup> Floor Bandra kulra Complex, Bandra (E) Mumbai - 400051	To, The Corporate Relationship Department BSE Limited 1 <sup>st</sup> Floor, New Trading Ring, P. J.Tower, Dalal Street, Mumbai - 400001
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**Ref: Texmo Pipes and Products Limited (ISIN – INE141K01013), BSE Code-533164, NSE Symbol – TEXMOPIPES**

**Sub: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2022**

Dear Sir/Madam,

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2022.

Kindly take the same on your record.

Thanking You  
Yours Faithfully

For Texmo Pipes and Products Limited

  
**Ajay Shrivastava**  
Company Secretary and Compliance Officer



**Encl:** As above.

# Dinesh Kumar Gupta

Practicing Company Secretary

## Dinesh Kumar Gupta

B.Com, LL.B (Hons.), FCS



211, Second Floor, Shalimar Corporate Center

8-B, South Tukoganj, Indore (M.P.) 452001

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### **SECRETARIAL COMPLIANCE REPORT OF TEXMO PIPES AND PRODUCTS LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2022**

#### **I have examined:**

- all the documents and records made available to us and explanation provided by **TEXMO PIPES AND PRODUCTS LIMITED (CIN: L25200MP2008PLC020852)** ("Listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and,
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued there under have been examined, include:-**

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:-

- The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-



S.No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

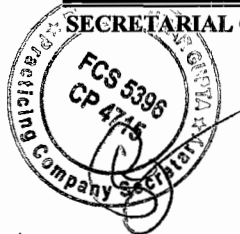
S.No.	Action taken by	Details of violation	Details of action taken	Observations/ Remarks of the Practicing Company Secretary, if any
Nil				

- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The company has 3 executive Director. Thus, the company should have at least 3 Independent Directors. But the company has 2 independent directors instead of 3 from 14.02.2020 till 23.07.2020.	Financial year ended 31.03.2021	After resignation of Independent Director, the company has taken necessary actions to appoint new Independent Director in place of resigning Independent Director. Thus, the company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020.	The company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020.



2.	The Chairperson of the company is Executive Director. There are 3 Executive Directors in the company. Thus, the company should have at least 3 Independent Directors. But the company has 2 independent directors instead of 3 from 14.02.2020 till 23.07.2020	Financial year ended 31.03.2021	After resignation of Independent Director, the company has taken necessary actions to appoint new Independent Director in place of resigning Independent Director. Thus, the company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020.	The company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020.
3.	From 14.02.2020 till 23.07.2020, out of 3 directors, 1 is Executive Director who was member of the Nomination and remuneration committee instead of Non-Executive Director.	Financial year ended 31.03.2021	After resignation of Independent Director, the company has taken necessary actions to appoint new Independent Director in place of resigning Independent Director. Thus, the company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020 and thereafter re-constituted Nomination and remuneration committee in compliance of Regulation 19(1)(b) of SEBI (LODR).	The company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020 and thereafter re-constituted Nomination and remuneration committee in compliance of Regulation 19(1)(b) of SEBI (LODR).
4.	No Independent Director has been appointed since resignation of existing Independent Director w.e.f. 14.02.2020 till 23.07.2020.	Financial year ended 31.03.2021	After resignation of Independent Director, the company has taken necessary actions to appoint new Independent	The company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020.



			Director in place of resigning Independent Director. Thus, the company has appointed New Independent director in immediate next Board Meeting held on 24.07.2020.	
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**Place: Indore**  
**Date: 24.05.2022**



  
**Dinesh Kumar Gupta**  
**Practising Company Secretary**  
**FCS No.: 5396 CP No.: 4715**  
**UDIN: F005396D000379748**