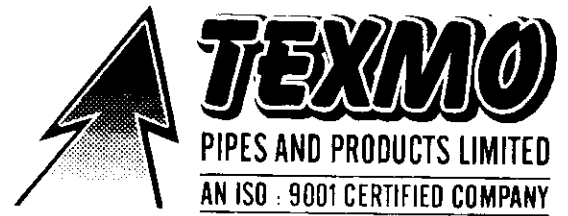


CIN L2520... 0020852



Date: 09/10/2014

To,
The Manager Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East)
Mumbai-400 051

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

Sub: Submission of Minutes of 6th Annual General Meeting of the Company.

Dear Sir(s)/Madam(s),

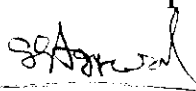
Please find enclosed herewith the Minutes of 6th Annual General Meeting of the Company held on 27th September, 2014 for the Financial year ended on 31st March, 2014.

Kindly take the same on your record.

Thanking You

Yours faithfully

For Texmo Pipes and Products Limited


Shyam Sunder Agrawal
(Company Secretary)



Registered Office :- 98, Bahadarpur Road, BURHANPUR - 450 331 (M.P.)

Tel. : 255122, 252353, 251210, 253833 Fax : (91) 7325 - 253273 E-mail : texmopipe@texmopipe.com, Website : <http://www.texmopipe.com>

HELD AT..... ON..... TIME.....

MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TEXMO PIPES AND PRODUCTS LIMITED HELD ON SATURDAY, 27TH SEPTEMBER, 2014 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 98, BAHADARPUR ROAD, BURHANPUR (M.P.) 450331.

PRESENT:

Smt. Rashmi Devi Agrawal-	Chairperson (Member)
Shri Sanjay Agrawal -	Managing Director (Member)
Shri Vijay Prasad Pappu-	Executive Director (Member)
Shri C. B. Chhaya-	Independent Director
Shri Sunil Kumar Maheshwari-	Independent Director
Shri Shantilal Badera	Independent Director

IN ATTENDANCE-

Shri Pankaj Somaiya-	Statutory Auditors
Shri Satyendra Rathi-	Chief Financial Officer
Shri Shyam Sunder Agrawal	Company Secretary

32 other members were present as per Attendance Register/Slips.

INTRODUCTORY PROCEEDINGS

1. Shri Shyam Sunder Agrawal, Company Secretary, welcomed Directors, Auditors, Scrutinizer and all Members of the Company to the 6th Annual General Meeting.
2. He declared that the quorum is present as per Section 103 of the Companies Act, 2013. He requested the Chairman to conduct the meeting.

CHAIRPERSON

Smt. Rashmi Devi Agrawal, the Chairperson of the Company took the Chair. She extended warm welcome to all the Members present at the 6th Annual General Meeting of the Company.

The Chairperson also welcomed Shri Pankaj Somaiya Partner, Pankaj Somaiya & Associates LLP, Auditors of the Company, who was present at the meeting in terms of Section 146 of the Companies Act, 2013.

The Chairperson informed the Members that Shri Sunil Kumar Maheshwari Chairman of the Audit Committee and Shri C. B. Chhaya Chairman of Nomination and Remuneration Committee and Stakeholder Relationship Committee namely were present as required by the Companies Act, 2013 & the Listing Agreement.

QUORUM

On the basis of the information furnished by the Company Secretary, the Chairperson announced that the quorum was present and called the meeting in order.

CHAIRMAN'S INITIALS	<i>Rashmi</i>
------------------------	---------------

HELD AT.....ON.....TIME.....

ANNOUNCEMENTS

The Chairman announced that the Company has received 1(One) Proxy representing 500 Equity Shares of Rs. 10/- each.

The Chairperson declared that the Statutory Registers were available for inspection and would remain open and be accessible during the continuance of the meeting to any person having a right to attend the meeting. She announced that pursuant to the provisions of Section 171 of the Companies Act, 2013 the Register of Directors and Key Managerial Personnel and their Shareholding had been kept open for inspection and was accessible to any person having right to attend the meeting.

Notice dated 14th August, 2014 convening the Sixth Annual General Meeting together with the Explanatory Statement was taken as read with the permission of the Members present.

AUDITORS REPORT

The Chairperson informed that since the Auditors Report did not contain any qualification, observation or comments on financial transactions or matters having adverse effect on the functioning of the Company, there was no need to read the said Report at the Annual General Meeting in terms of Section 145 of the Companies Act, 2013.

The Chairperson briefed the Members about the Company.

Thereafter the Chairperson commenced the proceedings of the 6th Annual General Meeting.

The Chairperson briefed the Members about the eVoting facility provided by the Company. and stated that some of the Members might have exercised their voting rights through electronically and those who had not done so, for them the Ballot Papers will be arranged and she ordered Poll for all the 10 items of the Notice of the 6th Annual General Meeting for the members who had not availed the facility of e-Voting.

The Chairperson further informed the Members that the Company had received the report from Shri Ishwar Navthare Advocate, Scrutinizer for e-Voting and who is present at the meeting and he is also appointed as the Scrutinizer for Poll.

The Chairperson stated that the results of both the voting will be announced within two days to the Stock Exchanges and will be hosted on the website of the Company.

Thereupon, at the request of the Chairperson the Company Secretary, Shri Shyam Sunder Agrawal explained the Poll Procedure and also stated the items on the agenda of the Notice convening 6th Annual General Meeting.

Thereupon the Company Secretary, Shri Shyam Sunder Agrawal explained the Poll Procedure to the Members present.

The Company Secretary, Shri Shyam Sunder Agrawal requested the Members to start the Voting by Poll and deposit the Ballot Papers in the Ballot Box .

CHAIRMAN'S
INITIALS *Rashmye*

HELD AT.....ON.....TIME.....

The Chairperson then invited the Members to express their views or seek information. Some Members raised few queries which were replied by the Chairperson to the satisfaction of the Members.

The Chairperson thereupon stated that since question and answer was over and everybody had exercised his/her voting right, I once again convey my thanks to all of you and declare the meeting closed and it will be deemed to be concluded with the declaration of the results.

Shri Shyam Sunder Agrawal, Company Secretary proposed a vote of thanks to the Chair.

The Company received the Scrutinizers Report regarding Poll at the 6th Annual General Meeting on 29th September, 2014 at 11 A.M..

Presented herein below is the item wise combined results of the eVoting and the Poll at the AGM.

ITEM NO. 1

ORDINARY RESOLUTION

APPROVAL AND ADOPTION OF THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2014 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED AS ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Directors’ Report (including Report on Corporate Governance and Management Discussion) and the Report of the Auditors thereon placed before this meeting be and are hereby received, approved and adopted.”

TOTAL PAID UP SHARES	2,38,20,000	
	No. of Votes	%ages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly, the Chairman declared that the Resolution is PASSED as an ORDINARY RESOLUTION unanimously.

CHAIRMAN'S
INITIALS *Rashmi*

HELD AT.....ON.....TIME.....

ITEM NO. 2 :**ORDINARY RESOLUTION****APPOINTMENT OF SMT. RASHMI DEVI AGRAWAL AS A DIRECTOR WHO RETIRES BY ROTATION**

“RESOLVED THAT Smt. Rashmi Devi Agrawal, a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to determination by retirement by rotation.”

TOTAL PAID UP SHARES		2,38,20,000
	No. of Votes	%tages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared **PASSED** as **ORDINARY RESOLUTION** unanimously.

ITEM NO. 3 :**ORDINARY RESOLUTION****APPOINTMENT OF AUDITORS**

“RESOLVED THAT M/s. Pankaj Somaiya & Associates LLP, Chartered Accountants, Burhanpur (M.P.) (Firm Registration Number **010081C**), the retiring Auditors pursuant to provisions of Section 139 of the Companies Act, 2013 be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors”.

TOTAL PAID UP SHARES		2,38,20,000
	No. of Votes	%tages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared **PASSED** as **ORDINARY RESOLUTION**.

CHAIRMAN'S
INITIALS *Rashmi*

HELD AT..... ON..... TIME.....

ITEM NO. 4:**ORDINARY RESOLUTION**

TO APPOINT SHRI CHAKRADHAR BHARAT CHHAYA (DIN:00968966) AS AN INDEPENDENT DIRECTOR UNDER SECTION 149 OF COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to provisions of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 and Clause 49 of the Listing Agreement Shri Chakradhar Bharat Chhaya (DIN:00968966) who was appointed as Director w.e.f. August 14, 2008 and is continuing as Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, and in respect of whom Company has received a notice in writing under section 160 of Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby formally appointed as Independent Director on the Board not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term up to conclusion of the 11th Annual General Meeting of the Company in the calendar year 2019."

TOTAL PAID UP SHARES		2,38,20,000
	No. of Votes	%tages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared **PASSED** as **ORDINARY RESOLUTION.**

ITEM NO. 5 :**ORDINARY RESOLUTION**

TO APPOINT SHRI. SHANTILAL BADERA (DIN:02295033) AS AN INDEPENDENT DIRECTOR U/S 149 OF COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to provisions of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 and Clause 49 of the Listing Agreement Shri Shantilal Badera (DIN:02295033) who was appointed as Director w.e.f. August 14, 2008 and is continuing as Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and in respect of whom Company has received a notice in writing under section 160 of Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby formally appointed as Independent Director on the Board not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term up to conclusion of the 11th Annual General Meeting of the Company in the calendar year 2019."

CHAIRMAN'S
INITIALS *Rashmi*

HELD AT.....ON.....TIME.....

TOTAL PAID UP SHARES	2,38,20,000	
	No. of Votes	%tages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared PASSED as ORDINARY RESOLUTION.

ITEM NO. 6 :**ORDINARY RESOLUTION****TO APPOINT SHRI SUNIL KUMAR MAHESHWARI (DIN:03304103) AS AN INDEPENDENT DIRECTOR U/S 149 OF COMPANIES ACT, 2013.**

"RESOLVED THAT pursuant to the provisions of section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 and Clause 49 of the Listing Agreement Shri Sunil Kumar Maheshwari (DIN:03304103) who was appointed as Director w.e.f. November 22, 2010 and is continuing as Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and in respect of whom Company has received a notice in writing under section 160 of Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby formally appointed as Independent Director on the Board not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term up to conclusion of the 11th Annual General Meeting of the Company in the calendar year 2019."

TOTAL PAID UP SHARES	2,38,20,000	
	No. of Votes	%tages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared PASSED as ORDINARY RESOLUTION.

ITEM NO. 7 :**ORDINARY RESOLUTION****APPROVE CERTAIN POWERS TO BOARD OF DIRECTORS UNDER SECTION 180 (1) (A) OF COMPANIES ACT, 2013.**CHAIRMAN'S INITIALS *Rashmi*

HELD AT..... ON..... TIME.....

“RESOLVED THAT in supersession of the resolution passed under section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 28th September, 2011 and pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013 as amended from time to time the consent of the Company be and is hereby accorded to creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 250 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings;

“RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

TOTAL PAID UP SHARES	2,38,20,000	
	No. of Votes	%tages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared **PASSED** as **SPECIAL RESOLUTION**.

ITEM NO. 8 :

ORDINARY RESOLUTION

APPROVE CERTAIN POWERS TO BOARD OF DIRECTORS UNDER SECTION 180 (1) (C) OF COMPANIES ACT, 2013.

CHAIRMAN'S
INITIALS *Rachm*

HELD AT.....ON.....TIME.....

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include a Committee of the Board) for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board, notwithstanding that the sum or sums of monies to be so borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ` 250.00 Crores (Rupees Two Hundred Fifty Crores only) over and above the paid up capital of the Company and its free reserves;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary desirable, expedient, usual or proper to give full effect to this resolution."

TOTAL PAID UP SHARES	2,38,20,000	
	No. of Votes	%ages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared **PASSED** as **SPECIAL RESOLUTION**.

ITEM NO. 9 :

SPECIAL RESOLUTION

APPROVE REMUNERATION OF COST AUDITOR UNDER SECTION 148 OF COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

CHAIRMAN'S
INITIALS *Ra & Mx*

HELD AT.....ON.....TIME.....

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."

TOTAL PAID UP SHARES		2,38,20,000
	No. of Votes	% on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared **PASSED** as **SPECIAL RESOLUTION**.

ITEM NO. 10 :

SPECIAL RESOLUTION

APPROVE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, If any and Companies (Meetings of the Board and its Powers) Rules, 2014 consent of the Company be and is hereby accorded for entering into related party transactions by the Company in 2014-15 up to the maximum per annum amounts as appended below:

Amt in Crore

Name of Related Party	Transactions defined u/s 188 (1) of Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property	Appointment to any office or place of profit
Shree vasudeo Industries	100	2	0.2	-	-
Shree Padmavati Irrigation Private Limited	5	2	-	-	-
Tapti Pipes & Products Limited FZE	20	-	-	-	-
Texmo Petrochemicals Private Limited	5	-	-	-	-

CHAIRMAN'S INITIALS *Rashmi*

HELD AT.....ON.....TIME.....

Mr. Sanjay Agrawal	-	-	0.25	1	-
Mrs. Rashmi Devi Agrawal	-	-	0.25	-	-
Mr. Vijay Prasad pappu	-	-	-	0.15	-
Mr. Satyendra Rathi	-	-	-	0.15	-

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof or any person authorized by the Board, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer and vesting of the Business Undertakings and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds to give effect to this resolution.”

TOTAL PAID UP SHARES		2,38,20,000
	No. of Votes	%ages on Votes polled
Total Votes Polled(eVoting and Poll)	82,41,841	
No. of Votes polled in Favour and %age thereof	82,41,012	99.99%
No. of Votes polled Against and %age thereof	829	0.01%

Accordingly the Resolution is declared PASSED as SPECIAL RESOLUTION.

The Chairman declare the 6th Annual General Meeting as concluded consequent upon announcement of the results.



 CHAIRPERSON

Place: Burhanpur
 Date: 01/10/2014

CHAIRMAN'S
 INITIALS