TEXMO®©
PIPES AND PRODUCTS LIMITED
AN ISO : 9001 CERTIFIED COMPANY

Texmo/Sec/2026-27/10 **May 30, 2026**

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

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 31st March, 2026

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 31st March, 2026.

Kindly take the same on your record.

Thanking You
Yours Faithfully

For **Texmo Pipes and Products Limited**

AJAY SHRIVASTAVA
Digitally signed by AJAY SHRIVASTAVA
Date: 2026.05.30 17:04:13 +05'30'

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
Phone: 0731- 3587752 **Cell:** 09425059136
email: csdineshgupta@gmail.com

SECRETARIAL COMPLIANCE REPORT OF TEXMO PIPES AND PRODUCTS LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2026

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Texmo Pipes And Products Limited (CIN: L25200MP2008PLC020852)** (hereinafter referred as **"the Listed entity"**), having its Registered Office at 98, Bahadarpur Road, Burhanpur (M.P.) 450331. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations & opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2026, has complied with the statutory provisions listed hereunder and also that the listed entity 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:

a. all the documents and records made available to us through virtual data and explanation provided by **Texmo Pipes And Products Limited (CIN: L25200MP2008PLC020852).**
b. the filings/ submissions made by the listed entity to the stock exchanges,
c. website of the listed entity,
d. any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of:

a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and,
b. 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:-

a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the audit period)**;
c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period)**;

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e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**(Not applicable to the Company during the audit period)**;
f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021**(Not applicable to the Company during the audit period)**;
g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
j. other regulations as applicable

and circulars/ guidelines issued thereunder;
and based on the above examination, I hereby report that, during the Review Period:

(a) 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)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

(b) The Listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company had received a Show Cause Notice ref. SEBI/HO/EAD-8/KS/VC/17934/2019 dated 16.07.2019 from the Office of Adjudicating	31.03.2023	Section 21 of SCRA read with Clauses 36(7) and 50 Of the Listing Agreement	The Adjudicating Officer of SEBI passed an ORDER NO. Order/VV/NK/2022-23/17383-17389 on 28.06.2022 imposed penalty under Section 23E	Being aggrieved, the Company filed an appeal before Hon'ble Securities Appellate Tribunal (SAT) which vide Order dated 30.09.2022 quashed/set aside	Being aggrieved by order of SAT, SEBI filed a civil appeal

	Officer, SEBI pertaining to GDR issue of the Company. The company has filed a reply against the said notice on 08.03.2021. Accordingly, a hearing before the Ld. Adjudicating Officer has been held on 18.05.2022. The Adjudicating Officer of SEBI passed an ORDER NO. Order/VV/NK/ 2022-23/17383-17389 on 28.06.2022 imposed penalty under Section 15HA of SEBI Act of Rs. 10.00 Crore on the company and Rs. 87.00 Lacs on Directors/others and under Section 23E of SCRA of Rs. 25.00 Lacs on the company. Thereafter, the company has filed appeal with Hon'ble Securities Appellate Tribunal (SAT) against the said order on 05.08.2022. Order passed on 30.09.2022 which was published by the Hon'ble Tribunal on its website on October 06, 2022 substantially reducing penalty on the Company from Rs. 10.25 Crores to Rs. 25 Lacs only. The said reduced penalty has been duly paid.			of the Securities Contracts (Regulation) Act, 1956 ("SCRA") of Rs. 25.00 Lacs on the company.	the said penalty of Rs. 25.00 Lacs of SEBI. The company has filed counter affidavit dated 05.02.2025 before Hon'ble Supreme Court of India. No hearing was held during the financial year 2025-26	on 02.12.2022 before Hon'ble Supreme Court of India. 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 subjudice before the Hon'ble Supreme Court.

2.	The Company had received a Show Cause Notice ref. EFD/DRA-1/SM/RK/TEXMO/9461 /2019/1 dated 11.04.2019 from the Office of General Manager, Enforcement Department, Whole Time Member (WTM), SEBI pertaining to GDR issue of the Company. The company and other notices filed their respective replies on 08.03.2021 and 20.08.2022. Accordingly, a hearing before SEBI has been held on 23.08.2022. The WTM of SEBI passed an ORDER NO. QJA/AA/IVD/ID4/ 24247 /2022-23 on 28.02.2023 (received on 15.03.2023) in exercise of powers conferred upon it under sections 11(1), 11 (4) and 11B (1) the Securities and Exchange Board of India Act, 1992 that : 1. The company is restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being	31.03.2023	Section 11B read with 11(l) and l1(4) of Securities and Exchange board of India Act, 1992	The WTM of SEBI passed an ORDER NO. QJA/AA/IVD/ID4/ 24247 /2022-23 on 28.02.2023 (received on 15.03.2023) in exercise of powers conferred upon it under sections 11(1), 11 (4) and 11B (1) the Securities and Exchange Board of India Act, 1992 that : 1. The company is restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of this order. 2. The company is directed to continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year. To furnish a Certificate from a Chartered Accountant of ICAI along with necessary documentary	The company has filed appeal dated 12.10.2023 on 14.10.2023 before Securities Appellate Tribunal, Mumbai 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. Hon'ble Securities Appellate Tribunal (SAT) has passed an order dated 24.10.2024 (received on 05.11.2024) in which it has set aside the Orders of SEBI thereby remitting to SEBI to pass fresh directions in accordance with law and directing the appellant to produce documents before the SEBI within a period of 4 weeks from the date of Order. Also, a review application has been filed by SEBI before the Hon'ble Securities Appellate Tribunal (SAT), wherein SAT has passed an Order dated 17.12.2024 (Downloaded from Website on 23.12.2024) in which it has modified its earlier Order dated 24.10.2024 only to	The Company in respect of the same has filed an Appeal before the Hon'ble SAT, Mumbai within the prescribed timeline. After various hearings and orders, the matter is pending before the said authority.

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	associated with the securities market in any manner, whatsoever, for a period of 3 years from the date of this order. 2. The company is directed to continue to pursue measures to bring back the outstanding amount of USD 3.49 million, the GDR proceeds into its bank account in India within a period of one year. To furnish a Certificate from a Chartered Accountant of ICAI along with necessary documentary evidences, certifying the compliance of this direction. 3. Shri Sanjay Agrawal, Managing Director, Shri Vijay Prasad Pappu, Whole-time Director, Shri Shanti Lal Badera, Independent Director (at the time of event) and Shri Rishabh Kumar Jain, Company Secretary (at the time of event) shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or			evidences, certifying the compliance of this direction. 3. Shri Sanjay Agrawal, Managing Director, Shri Vijay Prasad Pappu, Whole-time Director, Shri Shanti Lal Badera, Independent Director (at the time of event) and Shri Rishabh Kumar Jain, Company Secretary (at the time of event) shall be restrained from accessing the Indian securities market, and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds, directly or indirectly, or being associated with the securities market in any manner, whatsoever for a period of 03, 03, 01 and 01 year respectively.	the extent of quashing the directions issued against the company and its concerned directors in various paras of impugned Order dated 28.02.2023 On the basis of submission of documents by the company before Quasi Judicial Authority (QJA), SEBI it has passed an Order dated 20.02.2025 (received on 25.02.2025), in which it has relaxed the debarment of the company, Mr. Sanjay Kumar Agrawal and Mr. Vijay Prasad Pappu to access the capital market till the period already undergone. Also directed the company to call back the book entry loan from the accounts of Tapti Pipes & Products Limited FZE i.e. outstanding amount of GDR proceeds and credit the same in its bank account in India within a period of three months under supervision of its Audit Committee. In respect of the same, the company has filed an Appeal dated 11.04.2025 before the Hon'ble SAT, Mumbai within the	

	indirectly, or being associated with the securities market in any manner, whatsoever for a period of 03, 03, 01 and 01 year respectively.				prescribed timeline. Various hearing was held during the financial year 2025-26 & SEBI has filed its reply on 02.09.2025.	

(c) I hereby report that during the review period, the compliance status of the Listed entity with the following requirements:-

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards :** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Company has complied with the requirements of Secretarial Standard 1 and Secretarial Standard 2 respectively in respect of meetings of the Board and its Committees and General meetings of Members as notified by the Central government under Section 118(10) of the Act.
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	-
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes Yes Yes	-
4.	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013	Yes	-

	as confirmed by the listed entity		
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA Yes	The Company does not have any material subsidiary as on 31.03.2026 and the Company has complied with the requirement with respect to disclosures of other subsidiaries.
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	-
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained	Yes NA	- All related party transactions are on the basis of prior approval of Audit Committee
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	Yes	-
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes (except as stated under observation/remarks Column)	The company has made entries in database. However, due to inadvertence, lack of knowledge and administrative oversight the entries were made incorrectly. The discrepancies were not intended to conceal, suppress, alter, or misrepresent any information relating to the sharing of Unpublished

			Price Sensitive Information (UPSI). Thereafter, the entries were rectified in appropriate manner. The management of the company has ensured that it shall follow strict adherence towards timely capture of events and proper maintenance of the database in coming years.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	Yes	1. In respect of the Order No. Order/VV/NK/ 2022-23/17383-17389 on 28.06.2022 passed by Adjudicating Officer of SEBI in which it has imposed penalty under Section 23E of the Securities Contracts (Regulation) Act, 1956 ("SCRA") of Rs. 25.00 Lacs on the company and the same is pending before the Hon'ble Supreme Court of India. The company has filed counter affidavit dated 05.02.2025 before Hon'ble Supreme Court of India. No hearing was held during the financial year 2025-26 and the matter is still pending before the said authority. 2. In respect of the SEBI Order No. QJA/AA/IVD/ID4/24247 /2022-23 dated 28.02.2023. Hon'ble Securities Appellate Tribunal (SAT) has passed an order dated 24.10.2024 (received on 05.11.2024) in which it has set aside the Orders of SEBI thereby remitting to SEBI to pass fresh directions in accordance with law and directing the appellant to produce documents before the SEBI within a period of 4 weeks from the date of Order.

DINESH KUMAR GUPTA
Practicing Company Secretary

			Also, a review application has been filed by SEBI before the Hon'ble Securities Appellate Tribunal (SAT), wherein SAT has passed an Order dated 17.12.2024 (Downloaded from Website on 23.12.2024) in which it has modified its earlier Order dated 24.10.2024 only to the extent of quashing the directions issued against the company and its concerned directors in various paras of impugned Order dated 28.02.2023 On the basis of submission of documents by the company before Quasi Judicial Authority (QJA), SEBI it has passed an Order dated 20.02.2025 (received on 25.02.2025), in which it has relaxed the debarment of the company, Mr. Sanjay Kumar Agrawal and Mr. Vijay Prasad Pappu to access the capital market till the period already undergone. Also directed the company to call back the book entry loan from the accounts of Tapti Pipes & Products Limited FZE i.e. outstanding amount of GDR proceeds and credit the same in its bank account in India within a period of three months under supervision of its Audit Committee. In respect of the same, the company has filed an Appeal dated 11.04.2025 before the Hon'ble SAT, Mumbai within the prescribed timeline. Various hearing was held during the financial year

			2025-26 & SEBI has filed its reply on 02.09.2025. The matter is still pending before the concerned authorities.
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries :** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	The statutory auditors have not resigned in the financial year 2025-26.
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	No additional non-compliance has been observed during the Review Period

**Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'.*

I further report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations-**Not Applicable**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore
Date: 28.05.2026

DINESH KUMAR GUPTA
FCS 5396
CP 4715
Practicing Company Secretary

Dinesh Kumar Gupta
Practicing Company Secretary
FCS No.: 5396 C P No.: 4715
UDIN: F005396H000526092
Peer Review Certificate No.: 6623/2025
Unique Identification No.: I2002MP298100