

# CORPORATE GOVERNANCE REPORT

Name of entity: Tijaria Polypipes Limited  
Quarter and Year Ending: 31<sup>st</sup> March, 2020

Annexure I													
I. Composition of Board of Directors													
Disclosure of notes on composition of board of directors explanatory													
Whether the listed entity has a Regular Chairperson								Yes					
Whether Chairperson is related to MD or CEO								Yes					
Sr	Title	Name of the Director	DIN/PAN	Category of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr.	Alok Jain Tijaria	00114937/ABJPJ3116C	ED-MD	04-03-1968	17-07-2006	25-09-2019	-	60	1	0	0	0
2	Mr.	Vikas Jain Tijaria	00114978/ABTPJ8056D	ED	19-11-1970	17-07-2006	25-09-2019	-	60	1	0	0	0
3	Mr.	Praveen Jain Tijaria	00115002/ABTPJ8112G	ED	07-07-1971	17-07-2006	25-09-2019	-	60	1	0	0	0
4	Mr.	Vineet Jain Tijaria	00115029/ABTPJ8166C	ED	03-11-1973	17-07-2006	25-09-2019	-	60	1	0	0	0
5	Mr.	Ravi Prakash Jain	01388413/AAUPJ987D	NE(ID)	09-09-1965	13-02-2014	25-09-2019	-	60	1	1	2	1
6	Mr.	Vinod Patni	05249134/ABEPP155N	NE(ID)	26-06-1959	16-04-2012	25-09-2019	-	60	1	1	1	0
7	Mr.	Devendra	07779352/	NE(ID)	03-10-1991	29-01-2018	29-01-2018	-	60	1	1		

		Sharma	HHFPS178A									2	0
8	Mrs.	Khushi Nagrath	08602928/ AKBPN4913E	NE(ID)	10-09-1979	11-11-2019	11-11-2019	-	11	1	1	1	1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	01388413	Ravi Prakash Jain	Non-Executive - Independent Director	Chairperson	13-02-2014	
2	05249134	Vinod Patni	Non-Executive - Independent Director	Member	16-04-2012	
3	07779352	Devendra Sharma	Non-Executive - Independent Director	Member	14-02-2018	

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	05249134	Vinod Patni	Non-Executive - Independent Director	Chairperson	16-04-2012	
2	08602928	Khushi Nagrath	Non-Executive - Independent Director	Member	11-11-2019	
3	07779352	Devendra Sharma	Non-Executive - Independent Director	Member	14-02-2018	

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	08602928	Khushi Nagrath	Non-Executive - Independent Director	Chairperson	11-11-2019	
2	01388413	Ravi Prakash Jain	Non-Executive - Independent Director	Member	13-02-2014	
3	07779352	Devendra Sharma	Non-Executive - Independent Director	Member	14-02-2018	

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00114937	Alok Jain Tijaria	Executive Director	Chairperson	15-05-2019	
2	00115002	Praveen Jain Tijaria	Executive Director	Member	15-05-2019	
3	01388413	Ravi Prakash Jain	Non-Executive - Independent Director	Member	15-05-2019	

III. Meeting of Board of Directors					
Disclosure of notes on meeting of board of directors explanatory					
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	11-11-2019		Yes	8	4
2	17-01-2020	66	Yes	8	4

IV. Meeting of Committees						
Disclosure of notes on meeting of committees explanatory						
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2019		Yes	3	3
2	Audit Committee	17-01-2020	66	Yes	4	4

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any Comments/observations/advice of Board of Directors may be mentioned here:	

## Annexure II

**I. Disclosure on Website in the terms of Listing Regulations**

S.No.	Item	Compliance status (Yes/No/NA)	Company Remark	Website
1	Details of business	Yes		www.tijaria-pipes.com
2	Terms and conditions of appointment of independent directors	Yes		www.tijaria-pipes.com
3	Composition of various committees of board of directors	Yes		www.tijaria-pipes.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.tijaria-pipes.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	NA		
6	Criteria of making payments to non-executive directors	Yes		www.tijaria-pipes.com
7	Policy on dealing with related party transactions	Yes		www.tijaria-pipes.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.tijaria-pipes.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tijaria-pipes.com
11	email address for grievance redressal and other relevant details	Yes		www.tijaria-pipes.com
12	Financial results	Yes		www.tijaria-pipes.com
13	Shareholding pattern	Yes		www.tijaria-pipes.com
14	Details of agreements entered into with the media companies and/or their associates	NA		

15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.tijaria-pipes.com
18	Credit rating or revision in credit rating obtained	Yes		www.tijaria-pipes.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.tijaria-pipes.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tijaria-pipes.com
21	Materiality Policy as per Regulation 30	Yes		www.tijaria-pipes.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.tijaria-pipes.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tijaria-pipes.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## II. Disclosure on Website in the terms of Listing Regulations

S.No.	Particulars	Regulation Number	Compliance status (Yes/No/N/A)	Company Remark
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2.	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3.	Meeting of Board of directors	17(2)	Yes	
4.	Quorum of Board meeting	17(2A)	Yes	
5.	Review of Compliance Reports	17(3)	Yes	
6.	Plans for orderly succession for appointments	17(4)	Yes	
7.	Code of Conduct	17(5)	Yes	
8.	Fees/compensation	17(6)	Yes	
9.	Minimum Information	17(7)	Yes	
10.	Compliance Certificate	17(8)	Yes	
11.	Risk Assessment & Management	17(9)	Yes	
12.	Performance Evaluation of Independent Directors	17(10)	Yes	
13.	Recommendation of Board	17(11)	Yes	
14.	Maximum number of Directorships	17A	Yes	
15.	Composition of Audit Committee	18(1)	Yes	
16.	Meeting of Audit Committee	18(2)	Yes	

17.	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22.	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23.	Meeting of Risk Management Committee	21(3A)	NA	
24.	Vigil Mechanism	22	Yes	
25.	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27.	Approval for material related party transactions	23(4)	Yes	
28.	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31.	Annual Secretarial Compliance Report	24(A)	Yes	
32.	Alternate Director to Independent Director	25(1)	Yes	
33.	Maximum Tenure	25(2)	Yes	
34.	Meeting of independent directors	25(3) & (4)	Yes	
35.	Familiarization of independent directors	25(7)	Yes	
36.	Declaration from Independent Director	25(8) & (9)	Yes	

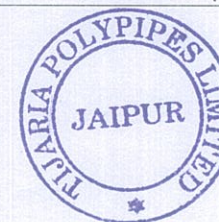


35.	Familiarization of independent directors	25(7)	Yes	
36.	Declaration from Independent Director	25(8) & (9)	Yes	
37.	D & O Insurance for Independent Directors	25(10)	NA	
38.	Memberships in Committees	26(1)	Yes	
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other Information to be provided				

### III. Affirmations:

S.No.	Particulars	Compliance status (Yes/No/NA)
	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied:	Not Applicable

Sr	Subject	Compliance status
1	Name of signatory	Alok Jain Tijaria
2	Designation	Managing Director
3	Date	14-05-2020
4	Place	Jaipur



*Alok Jain*