

CORPORATE GOVERNANCE REPORT

Name of entity: Tijaria Polypipes Limited

Quarter Ending: 31st March, 2021

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 | 0 |
| 6 | Mr. | Vinod Patni | 05249134/ ABEPP155N | NE(ID) | 26-06-1959 | 16-04-2012 | 25-09-2019 | - | 60 | 1 | 1 | 2 | 0 |
| 7 | Mrs. | Khushi Nagrath | 08602928/ AKBPN4913E | NE(ID) | 10-09-1979 | 11-11-2019 | 14-09-2020 | - | 60 | 1 | 1 | 1 | 1 |
| 8 | Mr. | Ankit Jain | 08785682/ AFDPJ1897A | NE(ID) | 29-05-1984 | 14-08-2020 | 14-09-2020 | - | 60 | 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 | 08785682 | Ankit Jain | Non-Executive - Independent Director | Chairperson | 14-08-2020 | |
| 2 | 05249134 | Vinod Patni | Non-Executive - Independent Director | Member | 16-04-2012 | |
| 3 | 01388413 | Ravi Prakash Jain | Non-Executive - Independent Director | Member | 13-02-2014 | |

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 | |
| 4 | 01388413 | Ravi Prakash Jain | Non-Executive - Independent Director | Member | 13-02-2014 | |

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 | |
| 4 | 05249134 | Vinod Patni | Non-Executive - Independent Director | Member | 16-04-2012 | |

| 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 | 15-10-2020 | | Yes | 8 | 4 |
| 2 | 11-11-2020 | 26 | Yes | 7 | 3 |
| 3 | 25-11-2020 | 13 | Yes | 8 | 4 |
| 4 | 03-12-2020 | 07 | Yes | 8 | 4 |
| 5 | 12-02-2021 | 70 | 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 | 11-11-2020 | | Yes | 3 | 3 |
| 2 | Audit Committee | 12-02-2021 | 92 | Yes | 3 | 3 |
| 3 | Nomination & Remuneration Committee | 03-12-2020 | | Yes | 3 | 3 |
| 4 | Stakeholders Relationship Committee | 12-02-2021 | | Yes | 3 | 3 |
| 5 | Independent Directors Committee | 12-02-2021 | | Yes | 3 | 3 |

| 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 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | 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

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here | Web address |
|----|---|----------------------------------|---|-----------------------|
| 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 | Yes | | www.tijaria-pipes.com |
| 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 | NA | | |
| 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) | NA | | |
| 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] | ADD NOTES | | |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------|-------------------------------|--|
| 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) | NA | |
| 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) | NA | |
| 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) | NA | |
| 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 | |
| 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

ADD NOTES'

Annexure II

III. Affirmations

| Sr | Particulars | Compliance status (Yes/No/NA) |
|---|--|--|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
| Any other information to be provided | | <div style="border: 1px solid black; border-radius: 10px; background-color: #f4a460; padding: 5px; display: inline-block;">Add Notes</div> |

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | Ankita Khandelwal |
| 2 | Designation | Company Secretary & Compliance Officer |
| 3 | Date | 15-04-2021 |
| 4 | Place | Jaipur |