

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the members of Tijaria Polypipes Limited will be held on Wednesday, September 29, 2021 at 11:30 AM at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vikas Jain Tijaria, (DIN: 00114978), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.”

4. To sell, lease, transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the company to Related Party u/s 180(1)(a) of the Companies Act, 2013 and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with relevant Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to such other approvals, sanctions, consents and permissions as may be required, consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) to sell, lease, transfer or otherwise dispose-off its whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings to M/s Vasaa Industries, a Partnership Firm (A related party of the Company) at arm’s length basis, to be discharged in form of cash and/or kind, on such terms and conditions and with such modifications as the Board may deem fit and appropriate in the interest of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms and conditions of aforesaid sell, lease, transfer or otherwise dispose-off transaction with M/s Vasaa Industries, a Partnership Firm, to execute deed and any other necessary documents with effect from such date and in such manner as may be decided by the Board and to do all such acts, deeds and things as may be required in this regard to give effect to this resolution.”

5. To sell, transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the company to Purchaser/third party u/s 180(1)(a) of the Companies Act, 2013 and in this regard, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with relevant Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to such other approvals, sanctions, consents and permissions as may be required, consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) to sell, transfer or otherwise dispose-off its whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings to a prospective buyer or third party for a consideration as determined by Independent Valuer or such higher value, to be discharged in form of cash and/or kind, on such terms and conditions and with such modifications as the Board may deem fit and appropriate in the interest of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms and conditions of aforesaid sell, transfer or otherwise dispose-off transaction, to execute deed and any other necessary documents with effect from such date and in such manner as may be decided by the Board and to do all such acts, deeds and things as may be required in this regard to give effect to this resolution.”

6. Approval of Related Party Transaction u/s 188 (1) (a) & (c) of the Companies Act, 2013 and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Vasaa Industries (a Partnership Firm), related party of the company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale, purchase or supply of any goods or materials and leasing of property of any kind under section 188 (1) (a) and (c) of Companies Act, 2013, on such terms and conditions as the Board of Directors may deem fit, up to an approximate aggregate value of 20.00 Crore for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

Date: 02nd September, 2021

Place: Jaipur

**By Order of the Board of Directors
For Tijaria Polypipes Limited**

**Sd/-
Alok Jain Tijaria
(Managing Director)**

NOTES:

The Explanatory Statement pursuant to sub-section (1) of Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting power. A member holding more than 10% of the total share capital of the company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

2. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of this Annual General Meeting.

4. M/s Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) for Physical Shares and is also the depository interface of the company with both CDSL and NSDL.
5. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd to provide efficient and prompt services. Members holding shares in physical form are requested to intimate such changes to Registrar. Non-resident Indian members are requested to inform the company or its RTA or to the concerned DP's, the change in the residential status on return to India for permanent settlement and the particulars of NRE/NRO account with a bank in India, if not furnished earlier.
6. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
8. Queries on accounts and operations may please be sent to the Company 7 days in advance of the 15th Annual General Meeting so that the answers may be made available at the meeting.
9. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.
10. Electronic copy of the Notice of the 15th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 15th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the 15th Annual General Meeting and the Annual Report for the year 2020-21 will also be available on the Company's website www.tijaria-pipes.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@tijaria-pipes.com

12. Voting through Electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the

Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The instructions for members for e-voting are as under:

The remote e-voting period begins on September 26, 2021 at 10:00 A.M. and ends on September 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to

	<p>enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.
How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period..
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vinodnaredi@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **Mr. Manish Sharma** at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by email to investors@tijaria-pipes.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@tijaria-pipes.com.

3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

Item No. 3: Ratification of Remuneration to Cost Auditors

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on Monday, June 28, 2021, appointed M/s Avnesh Jain & Co., Cost Accountants as Cost Auditor of the Company to audit the cost records of the Company for the Financial Year 2021-22 at a remuneration of INR 20,000 (Rupees Twenty Thousand only) and reimbursement of out of pocket expenses, at actuals incurred in connection with Cost Audit.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor requires ratification by the Members of the Company. Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 3 of the Notice, for approval of Members.

None of the Directors or Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 3 of the Notice.

Item No. 4: To sell, lease, transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the company to Related Party:

Section 180(1)(a) of the Companies Act, 2013 ("the Act") requires that the Board of Directors shall not without the consent of the members obtained by special resolution sell, transfer, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Having regard to the definition of the term "Undertaking" and the term "substantially the whole of the undertaking" contained in Section 180(1)(a) of the Act, this proposed lease transaction, if done, would attract the provisions of Section 180(1)(a) of the Act and lease of substantially whole of the undertaking of the Company shall require approval of members of the Company by way of Special Resolution.

The key details of the above mentioned transactions are as follows with related Party:

S.No.	Particulars	Details
1.	Name of the related party	M/s Vasaa Industries
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Alok Jain Tijaria, Managing Director Mr. Vikas Jain Tijaria, Whole-Time Director Mr. Praveen Jain Tijaria, Whole-Time Director Mr. Vineet Jain Tijaria, Whole-Time Director
3.	Nature of relationship;	Group Firm/Concern (Partnership Firm)
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	It is proposed to lease land and Plant & Machineries of the Company situated at Pipe & Blanket Unit, SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extn., Jaipur-302022, Rajasthan to M/s Vasaa Industries, a group partnership Firm which constitutes whole of the undertaking of the Company under section 180(1)(a) of the Companies Act, 2013, at arms' Length basis. The key details for the same are as follows: (a) (1)Lease Property: Building along with Plant & Machinery of Pipe Unit and Laboratory Equipment's (2) Lease period: 5 Years (3) Lease rent: 80,000/- per month (b) (1)Lease Property: Building along with Plant & Machinery of Blanket Unit (2) Lease rent: 20000/- per month plus Rs. 1.00 per K.G. of Production Quantity.

Accordingly, Special Resolution as set out in the Item No: 4 of the accompanying Notice is placed for the approval of Members of the Company. The Board of Directors recommends this resolution as a Special Resolution for approval of the Members.

Mr. Alok Jain Tijaria, Managing Director, Mr. Vikas Jain Tijaria, Whole-Time Director, Mr. Praveen Jain Tijaria, Whole-Time Director and Mr. Vineet Jain Tijaria, Whole-Time Director and their relatives are related with the Partners of M/s Vasaa Industries.

None of the other Independent Directors and Key Managerial Personnel (KMP) and their relatives are, in any way, interested or concerned, financially or otherwise in the said proposed resolution except to the extent of their shareholding, if any.

Item No. 5: To sell, transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the company to Purchaser/Third party:

Section 180(1)(a) of the Companies Act, 2013 ("the Act") requires that the Board of Directors shall not without the consent of the members obtained by special resolution sell, transfer, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Having regard to the definition of the term "Undertaking" and the term "substantially the whole of the undertaking" contained in Section 180(1)(a) of the Act, this proposed lease transaction, if done, would attract the provisions of Section 180(1)(a) of the Act and lease of substantially whole of the undertaking of the Company shall require approval of members of the Company by way of Special Resolution.

The company is planning to sale, transfer or otherwise dispose of the Plant & Machineries of Yarn and Blanket Unit along with plant & machineries to a prospective third party or best buyer as the Board of Director decides after due consideration.

Accordingly, Special Resolution as set out in the Item No: 5 of the accompanying Notice is placed for the approval of Members of the Company. The Board of Directors recommends this resolution as a Special Resolution for approval of the Members.

None of the Directors and Key Managerial Personnel (KMP) and their relatives are, in any way, interested or concerned, financially or otherwise in the said proposed resolution except to the extent of their shareholding, if any.

ITEM NO. 6: Approval of Related Party Transaction;

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with M/s Vasaa Industries, a Partnership Firm is likely to exceed the said threshold limit, and is expected to be around 20.00 Crore during the financial year 2021-22.

Accordingly, transaction(s) entered into with M/s. Vasaa Industries, a Partnership Firm comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s Vasaa Industries in the financial year 2021-22.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Vasaa Industries are as follows:

(A)

S.No.	Particulars	Details
1.	Name of the related party	M/s Vasaa Industries
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Alok Jain Tijaria, Managing Director Mr. Vikas Jain Tijaria, Whole-Time Director Mr. Praveen Jain Tijaria, Whole-Time Director Mr. Vineet Jain Tijaria, Whole-Time Director
3.	Nature of relationship;	Group Firm/Concern (Partnership Firm)
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	It is proposed to lease land and Plant & Machineries of the Company situated at Pipe & Blanket Unit, SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extn., Jaipur-302022, Rajasthan to M/s Vasaa Industries, a group partnership Firm which comes within the meaning of Related Party transaction(s) in terms of provisions of the Act. The key details for the same are as follows: Section 188(1) (c): leasing of property of any kind; (1) Lease Property: Building along with Plant & Machinery of Pipe Unit and Laboratory Equipment's

		(2) Lease period: 5 Years (3) Lease rent: 80,000/- per month (a) (1) Lease Property: Building along with Plant & Machinery of Blanket Unit (2) Lease rent: 20,000/- per month plus Rs. 1.00 per K.G. of Production Quantity Section 188(1) (a): sale, purchase or supply of any goods or materials; Sale of Raw Material Stock, WIP Stock and Finished Goods Stock of Blanket and Pipes Unit at Arm Length basic.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution.	None

Accordingly, Ordinary Resolution as set out in the Item No: 6 of the accompanying Notice is placed for the approval of Members of the Company. The Board of Directors recommends this resolution as an ordinary Resolution for approval of the Members.

Mr. Alok Jain Tijaria, Managing Director, Mr. Vikas Jain Tijaria, Whole-Time Director, Mr. Praveen Jain Tijaria, Whole-Time Director and Mr. Vineet Jain Tijaria, Whole-Time Director and their relatives are related with the Partners of M/s Vasaa Industries.

None of the other Independent Directors and Key Managerial Personnel (KMP) and their relatives are, in any way, interested or concerned, financially or otherwise in the said proposed resolution except to the extent of their shareholding, if any.

**By Order of the Board of Directors
For Tijaria Polypipes Limited**

Date: 02nd September, 2021

Place: Jaipur

**Sd/-
Alok Jain Tijaria
(Managing Director)**

PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Directors	Mr. Vikas Jain Tijaria
Date of Birth	19.11.1970
Age	50 years
Date of First Appointment	17.07.2006
Expertise in specific functional area	Marketing Expertise
Qualifications	Graduate
Details of shares held in the company	1522425
Directorship held in other Listed companies (As on March 31, 2021)	NIL
Chairman/Member of the Committees of other Companies on which he is a Director as on 31.03.2021	NIL
Number of Board Meetings attended during the year 2020-21	9 (Nine) Meetings
Relationship with other directors	He has brother relationship with Mr. Alok Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria.