

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the members of Tijaria Polypipes Limited will be held on Wednesday, September 25, 2019 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, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vineet Jain Tijaria, (DIN: 00115029), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors to fill casual vacancy:

To consider and, if thought fit, with or without modification(s), to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Amit Ramakant & Co., Chartered Accountants (Firm Registration No. 009184C) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Agrawal Jain & Gupta, Chartered Accountants (FRN.: 013538C)."

"RESOLVED FURTHER THAT M/s. Amit Ramakant & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable tax to conduct the audit for the financial year 2019-20."

SPECIAL BUSINESS

4. To Re-appoint Mr. Alok Jain Tijaria as a Managing Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, on the recommendation of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Alok Jain Tijaria (DIN: 00114937) as a Managing Director of the Company for the period of five years with effect from October 01, 2019 to September 30, 2024 on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To Re-appoint Mr. Vikas Jain Tijaria as a Whole-Time Director of the Company and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, on the recommendation of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Vikas Jain Tijaria (DIN: 00114978) as a Whole-Time Director of the Company for the period of five years with effect from October 01, 2019 to September 30, 2024 on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To Re-appoint Mr. Praveen Jain Tijaria as a Whole-Time Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, on the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Praveen Jain Tijaria (DIN:00115002) as a Whole-Time Director of the Company for the period of five years with effect from October 01, 2019 to September 30, 2024 on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To Re-appoint Mr. Vineet Jain Tijaria as a Whole-Time Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, on the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Vineet Jain Tijaria (DIN: 00115029) as a Whole-Time Director of the Company for the period of five years with effect from October 01, 2019 to September 30, 2024 on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To re-appoint Mr. Ravi Prakash Jain as an Independent Director and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ravi Prakash Jain

(DIN: 01388413), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

9. To re-appoint Mr. Vinod Patni as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vinod Patni (DIN: 05249134), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

10. Approval for payment of remuneration to Mr. Alok Jain Tijaria, Managing Director of the Company: To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT Pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the payment of following remuneration to Mr. Alok Jain Tijaria, Managing Director of the Company with effect from May 01, 2019:

S. No.	Particulars
1.	Basic / Consolidated Salary – 1, 00,000/- per month.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Medical Insurance Policy, premium not to exceed Rs. 1, 00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, and Leave etc. as applicable to the employees of the Company.

RESOLVED FURTHER THAT so long as Mr. Alok Jain Tijaria functions as the Managing Director of the Company, and draws the remuneration as mentioned in the foregoing resolution, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director,

the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

11. Approval for payment of remuneration to Mr. Vikas Jain Tijaria, Whole-time Director of the Company: To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT Pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the payment of following remuneration to Mr. Vikas Jain Tijaria, Whole-time Director of the Company with effect from May 01, 2019:

S. No.	Particulars
1.	Basic / Consolidated Salary – 1, 00,000/- per month.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Medical Insurance Policy, premium not to exceed Rs. 1, 00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, and Leave etc. as applicable to the employees of the Company.

RESOLVED FURTHER THAT so long as Mr. Vikas Jain Tijaria functions as the Whole-time Director of the Company, and draws the remuneration as mentioned in the foregoing resolution, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Whole-time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-time Director, the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

12. Approval for payment of remuneration to Mr. Praveen Jain Tijaria as Whole-time Director of the Company: To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT Pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the payment of following remuneration to Mr. Praveen Jain Tijaria, Whole-time Director of the Company with effect from May 01, 2019:

S. No.	Particulars
1.	Basic / Consolidated Salary – 1, 00,000/- per month.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Medical Insurance Policy, premium not to exceed Rs. 1, 00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, and Leave etc. as applicable to the employees of the Company.

RESOLVED FURTHER THAT so long as Mr. Praveen Jain Tijaria functions as the Whole-time Director of the Company, and draws the remuneration as mentioned in the foregoing resolution, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Whole-time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-time Director, the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

13. Approval for payment of remuneration to Mr. Vineet Jain Tijaria as Whole-time Director of the Company: To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT Pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the payment of following remuneration to Mr. Vineet Jain Tijaria, Whole-time Director of the Company with effect from May 01, 2019:

S. No.	Particulars
1.	Basic / Consolidated Salary – 1, 00,000/- per month.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Medical Insurance Policy, premium not to exceed Rs. 1, 00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, and Leave etc. as applicable to the employees of the Company.

RESOLVED FURTHER THAT so long as Mr. Vineet Jain Tijaria functions as the Whole-time Director of the Company, and draws the remuneration as mentioned in the foregoing resolution, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Whole-time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-time Director, the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.”


“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

14. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 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, 2020, be and is hereby ratified.”

Place: Jaipur
Date: 29.08.2019

By Order of the Board of Directors
For Tijaria Polypipes Limited


Ruchi Gupta
Company Secretary



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 19, 2019 to Wednesday, September 25, 2019 (both days inclusive) for the purpose of this Annual General Meeting.

4. M/s. Sharex Dynamic (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, M/s Sharex Dynamic (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 13th 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 13th 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 13th 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 13th Annual General Meeting and the Annual Report for the year 2018-19 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:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. Members have an option to vote through e-voting facility provided by Central Depository Services (India) Limited (CDSL). The Company has appointed Mr. Vinod Naredi, Practicing Company Secretary (ICSI Membership No. 20453, PCS 7994) to act as a Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual general Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Managing Director or a person authorized by him in writing who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tijaria-pipes.com and on the website of CDSL and communicated to the Stock Exchanges where the shares of the Company are listed.

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

The e-voting period will commence at 10:00 A.M. on Sunday, September 22, 2019 and will end at 5:00 P.M. on Tuesday, September 24, 2019. During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 18, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of electronic voting (remote e-voting), as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

In case of members receiving e-mail or the physical copy:

- a. Log on to the e-voting website www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab.
- c. Now, select the "Tijaria Polypipes Limited" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and sequence number in the PAN Field. In case the sequence number is less than 8 digits, enter the applicable number of 0's (Zeros) before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar and folio no. is 1 then enter RA00000001 in the PAN Field.
Date of Birth or Date of Incorporation or Bank Account Number	Enter the Bank Account Number or Date of Birth in (dd/mm/yyyy) format as recorded in your Demat account or in the company's records for the said Demat account or enter folio no. in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held by you as on cut-off date in the Bank Account Number field.

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for "TIJARIA POLYPIES LIMITED" on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.

- r. Note for Non-Individual members and custodians
 - i. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on at www.evotingindia.com and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed at helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts should be mailed at helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- t. The facility for voting, either through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- u. The Scrutinizer shall after the conclusion of the AGM submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution and invalid votes and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, if any, to the Chairman of the Company or the person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.

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

Item No. 3. Appointment of Statutory Auditors of the Company

M/s Agrawal Jain & Gupta, Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to pre-occupation in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Board subject to approval of Members in general meeting. Board in their meeting held on 29th August, 2019 proposed that M/s. Amit Ramakant & Co., Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Agrawal Jain & Gupta Chartered Accountants at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable tax.

Amit Ramakant & Co. is a youthful professional's team, multi-dimensional, energetic & smart professional services organization established in 1999. The firm has been in existence since last 20 years and has an excellent blend of youth and experience. It has vast and varied practice handling all types of professional activities. The guiding philosophy of the firm has been to render specialized services to clients through an approach, which is tailor-made to suit their individual requirements. To carry out efficiently and effectively, the professional assignments keeping in view the professional parameters laid down by the Institute of Chartered Accountants of India and to be growth oriented. The assignments are carried out with full confidentiality and secrecy of clients' information. With its diversified professional experience of over a period of more than 20 years the firm has developed the expertise and infrastructure to render excellent services.

M/s. Amit Ramakant & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4. Re-appointment Mr. Alok Jain Tijaria as a Managing Director of the Company

The Members at the 10th Annual General Meeting ('AGM') held on 30th September, 2016 approved the re-appointment of Mr. Alok Jain Tijaria as Managing Director of the Company for three years with effect from 01st October, 2016. Mr. Alok Jain Tijaria will complete their present terms on 30th September, 2019. The Board of Directors of the Company ('the Board') at the meeting held on 29th August, 2019, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. Alok Jain Tijaria as Managing Director of the Company, as set out in the resolution relating to their re-appointment, on the following remuneration and terms & condition:-

S. No.	Particulars
1.	Basic / Consolidated Salary – 1, 00,000/- per month.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Medical Insurance Policy, premium not to exceed Rs. 1, 00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, and Leave etc. as applicable to the employees of the Company.

Other terms and conditions:

(i). Mr. Alok Jain Tijaria, Managing Director of the company shall not be entitled to receive sitting fee for attending any meeting of Board of Directors and committees thereof.

Details of Mr. Alok Jain Tijaria whose re-appointment as Managing Directors is proposed at Item No. 4, are provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Alok Jain Tijaria, Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria, and their relatives, are interested in the Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 5 to 7. Re-appointment of Whole-time Directors:

The Members at the 10th Annual General Meeting ('AGM') held on 30th September, 2016 approved the re-appointment of Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria as a Whole-time Directors of the Company for three years with effect from 01st October, 2016. Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria shall complete their present terms on 30th September, 2019. The Board of Directors of the Company ('the Board') at the meeting held on 29th August, 2019, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria as Whole-time Directors of the Company, as set out in the respective Resolutions relating to their re-appointment, on the following remuneration, individually:-

S. No.	Particulars
1.	Basic / Consolidated Salary – 1, 00,000/- per month.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Medical Insurance Policy, premium not to exceed Rs. 1, 00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, and Leave etc. as applicable to the employees of the Company.

Other terms and conditions:

(i). Any whole-time Director of the company shall not be entitled to receive sitting fee for attending any meeting of Board of Directors and committees thereof.

Details of Directors whose re-appointment as Whole-time Directors is proposed at Item Nos. 5 to 7 , are provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Alok Jain Tijaria, Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria, and their relatives, are interested in the Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in respective Resolutions.

The Board recommends the resolutions for your approval.

Item Nos. 8 & 9: Re-appointment of Independent Directors

Mr. Ravi Prakash Jain (DIN: 01388413) and Mr. Vinod Patni (DIN: 05249134) were appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion of 13th Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, On the basis of report of performance evaluation of Independent Director, has recommended reappointment of Mr. Ravi Prakash Jain and Mr. Vinod Patni, being eligible for re- appointment as an Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ravi Prakash Jain and Mr. Vinod Patni and as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ravi Prakash Jain and Mr. Vinod Patni as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5-(five) consecutive years on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by

the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Ravi Prakash Jain and Mr. Vinod Patni are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Ravi Prakash Jain and Mr. Vinod Patni that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Ravi Prakash Jain and Mr. Vinod Patni fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Ravi Prakash Jain and Mr. Vinod Patni are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 8 & 9, are provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for appointment of Mr. Ravi Prakash Jain and Mr. Vinod Patni as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 8 & 9 of the accompanying Notice of the AGM. Mr. Ravi Prakash Jain and Mr. Vinod Patni are not related to any Director of the Company.

Item Nos. 10 to 13: Remuneration to Managing Director and Whole-time Directors of the Company

In accordance with provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company at their meeting held on 15th May, 2019 as recommended by the Nomination and Remuneration Committee, approved the payment of remuneration to Managing Director and Whole-time Directors of the Company namely, Mr. Alok Jain Tijaria (DIN: 00114937), to Mr. Vikas Jain Tijaria (DIN: 00114978), to Mr. Praveen Jain Tijaria (DIN: 00115002), and to Mr. Vineet Jain Tijaria (DIN: 00115029) with effect from 01st May, 2019, subject to the approval of shareholders in the ensuing General Meeting of the Company on the terms and conditions including remuneration individually, as mentioned below:

S. No.	Particulars
1.	Basic / Consolidated Salary – 1, 00,000/- per month.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Medical Insurance Policy, premium not to exceed Rs. 1, 00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, and Leave etc. as applicable to the employees of the Company.

Other terms and conditions:

Any whole-time Director of the company shall not be entitled to receive sitting fee for attending any meeting of Board of Directors and committees thereof.

The Board of Directors (which includes any committee thereof) are authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate,

provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

Accordingly, the Board recommends passing of the Special Resolution for Remuneration to Executive Directors of the Company which shall be effective from 1st May, 2019 for the approval by the shareholders of the Company.

Mr. Alok Jain Tijaria, Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria, and their relatives, are interested in the Resolutions relating to their respective payment of remuneration. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in their respective Resolutions.

Item Nos. 14: Ratification of Remuneration to Cost Auditors

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 15, 2019, appointed Bikram Jain & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost records of the Company for the Financial Year 2019-20 at a remuneration of INR 30,000 (Rupees Thirty Thousand only) and reimbursement of out of pocket expenses, at actuals incurred in connection with Cost Audit.

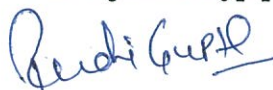
In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor requires ratification by the Members of the Company. Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 14 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 14 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. 14 of the Notice.

Place: Jaipur
Date: 29.08.2019

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



Ruchi Gupta
Company Secretary



Annexure-1

Profile of Directors seeking Appointment/Re-Appointment at the Annual General Meeting

Name of Directors	Mr. Alok Jain Tijaria	Mr. Vikas Jain Tijaria	Mr. Praveen Jain Tijaria	Mr. Vineet Jain Tijaria	Mr. Vinod Patni	Mr. Ravi Prakash Jain
Date of Birth	04.03.1968	19.11.1970	07.07.1971	03.11.1974	26.06.1959	09.09.1965
Age	51	48	47	44	59	53
Date of First Appointment	17.07.2006	17.07.2006	17.07.2006	17.07.2006	16.04.2012	13.02.2014
Expertise in specific functional area	Over all Management	Marketing	Production	Project & Financial Functions	Advocacy	Accounts, Finance & Taxation
Qualifications	Graduate	Graduate	Graduate	Post-Graduate	LLB	FCA, B.Com
Details of shares held in the company	1596513	1522425	1395546	1295988	NIL	NIL
Directorship held in other Listed companies (As on March 31, 2019)	NIL	NIL	NIL	NIL	NIL	NIL
Chairman/Member of the Committees of other Companies on which he is a Director as on 31.03.2019	NIL	NIL	NIL	NIL	NIL	NIL
Number of Board Meetings attended during the year 2018-19	8(eight) out of 8(eight)	8(eight)out of 8(eight)	8(eight) out of 8(eight)	8(eight)out of 8(eight)	8(eight)out of 8(eight)	8(eight)out of 8(eight)
Relationship with other directors	Alok Jain Tijaria, Vikas Jain Tijaria, Praveen Jain Tijaria and Vineet Jain Tijaria are brothers				NIL	NIL



