

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 14th Annual General Meeting of the members of Tijaria Polypipes Limited will be held on Monday, September 14, 2020 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, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Praveen Jain Tijaria, (DIN: 00115002), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s Amit Ramakant & Co., Chartered Accountants, Jaipur (009184C), as statutory Auditor and fix their remuneration:

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

**“RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditor) Rules 2014, other applicable provisions, if any, 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), and pursuant to recommendation of the Audit Committee and Board of Directors of the company, M/s Amit Ramakant & Co., Chartered Accountants (Firm Registration No. 009184C) be and are hereby re-appointed as Statutory Auditors of the Company for the Financial year 2020-21 who shall hold office from the conclusion of this 14<sup>th</sup> Annual General Meeting until the conclusion of 19<sup>th</sup> Annual General Meeting (up to the financial year 2024-25) of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

**“RESOLVED FURTHER THAT**, Mr. Alok Jain Tijaria (DIN: 00114937), Managing Director of the Company, be and is hereby authorized to file ADT-1 with the ROC and to do all such acts, deeds, things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**SPECIAL BUSINESS**

4. To regularise of Additional Director, Ms. Khushi Nagrath (DIN: 08602928) by appointing her as Independent Director of the Company:

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

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), Ms. Khushi Nagrath (DIN: 08602928), who was appointed as an Additional Director in the category of Independent Director with effect **from 11th November, 2019** on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 as recommended by the Nomination & Remuneration Committee, who held office up to the date of this Annual General Meeting of the Company and in respect of whom, now the company has received the notice in writing about her willingness for the position of Independent Director, be and is hereby appointed as **an Independent Director** of the Company for 5 (five) consecutive years for a term starting from November 11, 2019 to November 11, 2024.

**RESOLVED FURTHER THAT**, Mr. Alok Jain Tijaria (DIN: 00114937), Managing Director of the Company, be and is hereby authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. To regularise of Additional Director, Mr. Ankit Jain (DIN: 008785682) by appointing her as Independent Director of the Company:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), Mr. CA ANKIT JAIN (DIN: 008785682), who was appointed as an Additional Director in the category of Independent Director with effect **from 14<sup>TH</sup> August, 2020** on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 as recommended by the Nomination & Remuneration Committee, who held office up to the date of this Annual General Meeting of the Company and in respect of whom, now the company has received the notice in writing about her willingness for the position of Independent Director, be and is hereby appointed as an **Independent Director** of the Company for 5 (five) consecutive years for a term starting from **14<sup>TH</sup> August, 2020 to 14<sup>TH</sup> August, 2025**.

**RESOLVED FURTHER THAT**, Mr. Alok Jain Tijaria (DIN: 00114937), Managing Director of the Company, be and is hereby authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 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, 2021, be and is hereby ratified.”

7. To request for re-structure of Loans associated with bank of India and extending the Moratorium period of Loans and in this regard, pass the following resolution as a **Special Resolution**:

**RESOLVED THAT**, for further strengthen the business operating structure, consent of shareholders of the company be and is hereby accorded to Board of directors for carrying out the re-structuring the loan associated with Bank of India and accordingly to take the necessary actions/decision incidental thereto

“**FURTHER RESOLVED THAT**, looking at the condition of COVID-19 era, consent of the shareholders of the company be and is hereby accorded to board of directors for requesting to all the bankers associated with the

Company to maintain the healthy banking relations between the two and to fight the drastic situation of this COVID-19 by the way of extending the moratorium period of Term Loan or in any other way, which will be convenient with both the concerns.

**RESOLVED FURTHER THAT**, Board of the Directors of the Company, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

**8.** To append in the Object Clause of the Company:

“**RESOLVED THAT**, pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Rajasthan, to append following sub clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

- (4)** “To carry on business as manufacturers, producers, growers, fabricators, processors, refiners, stockists, agents, importers, exporters, traders, whole sellers, distributors, concessionaires, marketers, dealers of U.V. Stabilizers, hand sanitizers, all type of Mask (including 3 Ply & N-95), and PPE Kit (Personal Protective Equipment’s for protection of healthcare workers) and all sorts of storage or packing material connected with or required for any or more of the above mentioned items and products.”

**FURTHER RESOLVED THAT**, Mr. Alok Jain Tijaria (DIN: 00114937), Managing Director of the Company, be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Rajasthan.”

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

**Date: 20<sup>th</sup> August, 2020**

**Place: Jaipur**

**Sd/-  
Ankita Khandelwal  
(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 Tuesday, September 08, 2020 to Monday, September 14, 2020 (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 14<sup>th</sup> 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 14<sup>th</sup> 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 14<sup>th</sup> 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 14<sup>th</sup> Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the Company's website [www.tijaria-pipes.com](http://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](mailto: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 e-voting period will commence at 10:00 A.M. on Friday, September 11, 2020 and will end at 5:00 P.M on Sunday, September 13, 2020. 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. Monday, 07<sup>th</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 Monday, 07<sup>th</sup> September, 2020.

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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM/EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below:
  - 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:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details 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 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, your ‘initial password’ is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address.
  - 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.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [vinodnaredi@gmail.com](mailto:vinodnaredi@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

**Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the

Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

**Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

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

**Item No. 3. Appointment of Statutory Auditor of the company**

M/s 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 for the Financial Year 2020-21 and thereafter, to hold office from the conclusion of this 14<sup>th</sup> Annual General Meeting until the conclusion of 19<sup>th</sup> Annual General Meeting (up to the Financial Year 2024-25) of the Company 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. Appointment of Ms. Khushi Nagrath as Independent Director**

The Board had, based on the recommendations of the Board Nomination and Remuneration Committee ("BNRC"), appointed Ms. Khushi Nagrath (DIN: 08602928) as an Additional Director of the Company with effect from November 11, 2020. In terms of Section 161(1) of the Act, Ms. Khushi Nagrath holds office upto the date of this AGM and is eligible for appointment as a Director. Based on the recommendations of the BNRC and subject to the approval of the Members, Ms. Khushi Nagrath will also be appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years commencing from November 11, 2019



to November 11, 2024, in accordance with the provisions of Section 149 read with Schedule IV of the Act. Profile of the director is attached herewith for your reference.

Ms. Khushi Nagrath has consented to act as Director of the Company and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR. In terms of Regulation 25(8) of the SEBI LODR, Ms. Khushi Nagrath has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20th June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Ms. Khushi Nagrath is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Khushi Nagrath has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Khushi Nagrath fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR for her appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Khushi Nagrath as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice. A brief profile of Ms. Khushi Nagrath, including details of current directorships forms part of this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the SEBI LODR and other applicable regulations, the appointment of Ms. Khushi Nagrath as an Independent Director for five consecutive years commencing from November 11, 2019 is now placed for the approval of the Members by an Ordinary Resolution. Ms. Khushi Nagrath would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where she is a Member. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

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

#### **Item No. 5. Appointment of Mr. Ankit Jain as Independent Director**

The Board had, based on the recommendations of the Board Nomination and Remuneration Committee ("BNRC"), appointed Mr. Ankit Jain (DIN: 008785682) as an Additional Director of the Company with effect from August 14<sup>TH</sup> 2020. In terms of Section 161(1) of the Act, Mr. Ankit Jain holds office upto the date of this AGM and is eligible for appointment as a Director. Based on the recommendations of the BNRC and subject to the approval of the Members, Mr. Ankit Jain will also be appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years commencing from August 14, 2020 to August 14, 2025, in accordance with the provisions of Section 149 read with Schedule IV of the Act. Profile of the director is attached herewith for your reference.

Mr. Ankit Jain has consented to act as Director of the Company and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR. In terms of Regulation 25(8) of the SEBI LODR, Mr. Ankit Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20th June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Ankit Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Ankit Jain has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Ankit Jain fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR for her appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Ankit Jain as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice. A brief profile of Mr. CA ANKIT JAIN, including details of current directorships forms part of this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the SEBI LODR and other applicable regulations, the appointment of Mr. Ankit Jain as an Independent Director for five consecutive years commencing from August 14, 2020 is now placed for the approval of the Members by an Ordinary Resolution. Mr. Ankit Jain would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a Member. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

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

#### **Item No. 6: Ratification of Remuneration to Cost Auditors**

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on Tuesday, June 30, 2020, appointed Bikram Jain & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost records of the Company for the Financial Year 2020-21 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. 5 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 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. 5 of the Notice.

**Item No. 7: Requesting for extending the Moratorium period of Term Loan**

The board of Directors in their meeting held on 14/08/2020 had resolved to request from banks for restructuring the Loan amount associated with the respective banks due to inability of paying the loan amount on due date in this COVID-19 pandemic. Now, the board wants to get the permission from the shareholders of the Company for discussing with the Banks officials in order to restructuring or rescheduling the respective loans and finding out the ways for it.

Any of the director is authorized to make the decisions and actions for implementing this extension.

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

**Item No. 8: Change in the Object Clause of the Company**

The board of Directors in their meeting held on 14/08/2020 has resolved to propose to shareholders for their approval in the Annual General meeting for alteration in object clause to facilitate your company to enlarge its operation and to broaden its business. Your company is to append following new Object clause by inserting clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company as under:

**“To carry on business as manufacturers, producers, growers, fabricators, processors, refiners, stockists, agents, importers, exporters, traders, whole sellers, distributors, concessionaires, marketers, dealers of U.V. Stabilizers, hand sanitizers, all type of Mask (including 3 Ply & N-95), and PPE Kit (Personal Protective Equipment’s for protection of healthcare workers) and all sorts of storage or packing material connected with or required for any or more of the above mentioned items and products.”**

The directors are recommending to pass the resolution under Item No. 7 of the accompanying notice for approval of the members of the Company. Copy of the altered MOA of the company will be available at the registered office of the Company for the inspection of members during the Business hours.

None of the directors of the Company and their relatives are concerned or interested in passing of above resolution.

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

**Date: 20<sup>th</sup> August, 2020  
Place: Jaipur**

**Sd/-  
Ankita Khandelwal  
(Company Secretary)**

### Annexure-1

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

Name of Directors	Mr. Praveen Jain Tijaria	Ms. Khushi Nagrath	Mr. Ankit Jain
Date of Birth	07.07.1971	10.09.1979	29.05.1984
Age	47	40	36
Date of First Appointment	17.07.2006	11.11.2019	14.08.2020
Expertise in specific functional area	Production	Management	Accounting
Qualifications	Graduate	Graduate	Chartered Accountant
Details of shares held in the company	1395546	NIL	NIL
Directorship held in other Listed companies (As on March 31, 2019)	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
Number of Board Meetings attended during the year 2018-19	6 (Six) Meetings	1(One) Meeting	NIL
Relationship with other directors	He has brother relationship with Mr. Alok Jain Tijaria, Vikas Jain Tijaria and Mr. Vineet Jain Tijaria.	She doesn't have any relationship with rest of the Directors of the Company.	He doesn't have any relationship with rest of the Directors of the Company.