

Tijaria Polypipes Limited

Ref: TPL/BSENSE/16-17/321

To
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 533629



DATE:- 6th September, 2016

To,
Listing Compliances,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Mumbai-400 051

Company Symbol: TIJARIA

Sub: Notice of 10th Annual General Meeting


Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attach herewith the Notice of the 10th Annual General Meeting of the Members of the Company scheduled to be held on Friday, 30th September, 2016.

Kindly take the same on record.

Thanking You,

Yours faithfully,


Tijaria Polypipes Limited
Ajay Jain
Managing Director
DIN 00114937

PIPING SOLUTIONS

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **10th Annual General Meeting** of the Members of **TIJARIA POLYPIPES LIMITED** will be held on Friday, September 30, 2016 at 11.30 a.m. at SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extension, Jaipur - 302 022 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016, the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vineet Jain Tijaria (DIN:00115029) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C), as Statutory Auditors
To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
“**RESOLVED** that pursuant to the provisions of Section 139 and 142 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to resolution passed by the Members at the 8th Annual General Meeting (AGM) held on September 30, 2014 in respect of appointment of the auditors, M/s Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C) till the conclusion of the 11th AGM to be held in the calendar year 2017, the Company hereby ratifies the appointment of M/s Agrawal Jain & Gupta, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 11th AGM of the Company to be held in the year 2017 on such remuneration for the financial year 2016-17 as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
“**RESOLVED** that pursuant to Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹30,000/- (Rupees Thirty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses for the year ended March 31, 2017 as approved by the Board of Directors of the Company, to be paid to M/s Bikram Jain & Associates, Cost Accountants, (FRN: 101610), for conducting Cost Audit of the applicable products of the Company be and is hereby ratified and confirmed.”
“**RESOLVED FURTHER** that the Board of Directors of the Company and / or any Committee thereof be and is hereby authorized to do all acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution”
5. **To re-appoint Mr. Alok Jain Tijaria (DIN: 00114937) as a Managing Director of the Company and fixation of remuneration:**
To Consider and if though fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED** that pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of the Central Government, Mr. Alok Jain Tijaria (DIN: 00114937) be and is hereby re-appointed as a Managing Director of the Company, for a further period of 3 years commencing from October 01, 2016 to September 30, 2019 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice.”
“**RESOLVED FURTHER** that subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration subject to the approval of the Central Government to Mr. Alok Jain Tijaria, notwithstanding that in any financial year during his tenure as a Managing Director, the Company has no profits or inadequate profits.”
“**RESOLVED FURTHER** that any Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”
6. **To re-appoint Mr. Vikas Jain Tijaria (DIN: 00114978) as Executive Director (Marketing) of the Company and fixation of remuneration:**
To Consider and if though fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED** that pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force) and subject to approval of the Central Government, Mr. Vikas Jain Tijaria (DIN: 00114978) be and is hereby re-appointed as Executive Director (Marketing) of the Company, for a further period of 3 years commencing from October 01, 2016 to September 30, 2019 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice.”

“**RESOLVED FURTHER** that subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration subject to the approval of the Central Government to Mr. Vikas Jain Tijaria, notwithstanding that in any financial year during his tenure as Executive Director (Marketing), the Company has no profits or inadequate profits.”

“**RESOLVED FURTHER** that any Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

7. To re-appoint Mr. Praveen Jain Tijaria (DIN: 00115002) as Executive Director (Production) of the Company and fixation of remuneration:

To Consider and if though fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of the Central Government, Mr. Praveen Jain Tijaria (DIN: 00115002) be and is hereby re-appointed as Executive Director (Production) of the Company, for a further period of 3 years commencing from October 01, 2016 to September 30, 2019 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice.”

“**RESOLVED FURTHER** that subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration subject to the approval of the Central Government to Mr. Praveen Jain Tijaria, notwithstanding that in any financial year during his tenure as Executive Director (Production), the Company has no profits or inadequate profits.”

“**RESOLVED FURTHER** that any Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

8. To appoint Mr. Vineet Jain Tijaria (DIN: 00115029) as a Whole Time Director and Chief Financial Officer of the Company and fixation of remuneration:

To Consider and if though fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of the Central Government, Mr. Vineet Jain Tijaria (DIN: 00115029) be and is hereby appointed and designated as a Whole Time Director and Chief Financial Officer of the Company, for a further period of 3 years commencing from October 01, 2016 to September 30, 2019 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice.”

“**RESOLVED FURTHER** that subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration subject to the approval of the Central Government to Mr. Vineet Jain Tijaria, notwithstanding that in any financial year during his tenure as a Whole Time Director and Chief Financial Officer, the Company has no profits or inadequate profits.”

“**RESOLVED FURTHER** that any Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

By Order of the Board of Directors

Place : Jaipur
Date : August 13, 2016

Alok Jain Tijaria
Managing Director

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. **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.

3. 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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive) for the purpose of Annual General Meeting.
5. 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.
6. 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.
7. 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.
8. 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.
9. Queries on accounts and operations may please be sent to the Company 7 days in advance of the 10th Annual General Meeting so that the answers may be made available at the meeting.
10. The Ministry of Corporate Affairs (MCA) vide circular no. 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.
11. As required by Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details of Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on Friday, September 30, 2016 are as under:

Mr. Vineet Jain Tijaria, aged 42 years is the co-founder of the Company. He is on the Board of Directors of the Company since incorporation. Mr. Vineet Jain Tijaria has a vast experience and knowledge in the HDPE/PVC pipe industries. By qualification, he is post graduate in commerce and immediately after studies, he started his career in the family business. Now, at Tijaria Polypipes Limited, Mr. Vineet Jain Tijaria look after the project expansion, modernisation and project financial matters, dealing with banks etc. Additionally, he looks after institutional sales. He was later elevated to the position of the Whole Time Director of the Company designated as Executive Director (Project) w.e.f. October 1, 2013. During year 2015-16, Mr. Vineet Jain Tijaria has attended five meetings of the Board of Directors. Currently, he is holding 12,95,988 equity shares of the Company. He is related with other Whole

Time Directors of the Company namely, Alok Jain Tijaria, Praveen Jain Tijaria and Vikas Jain Tijaria. He does not hold any directorship or membership of committees of the Board in any listed company. However, he is also director in one public limited company.

12. Electronic copy of the Notice of the 10th 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 10th 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.
13. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for the year 2015-16 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

14. **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 Limited (CDSL). The Company has appointed Mr. Vaibhav Jain, Chartered Accountant (ICAI Membership No. 410108, FRN 015159C) 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 Tuesday, September 27, 2016 and will end at 5:00 P.M on Thursday, September 29, 2016. 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 22, 2016, 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 22, 2016. 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <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	<p>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.</p> <ul style="list-style-type: none"> • 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 to 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 to 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 to helpdesk.evoting@cslindia.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@cslindia.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 witness not in the employment of the Company, if any, to the Chairman of the Company or the person authorized 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.

- v. Information pursuant to Regulation 36 of the Listing Regulations regarding appointment/ re-appointment of directors:

Name of the Director	Age (years)	Date of Appointment on the Board	Qualifications	Expertise in specific functional area	Number of shares held in the Company	Relationship with other Directors	No. of Directorship held in other public companies as on 31.03.2016	Chairmanship/ Membership of committees in other public Companies as on 31.03.2016
Mr. Alok Jain Tijaria (DIN: 00114937)	47	17.07.2006	Graduate	Over all Management	1596513	All are Brothers	Tijaria International Limited	NIL
Mr. Vikas Jain Tijaria (DIN: 00114978)	45	17.07.2006	Graduate	Marketing	1522425		Tijaria International Limited & Tijaria Industries Limited	NIL
Mr. Praveen Jain Tijaria (DIN: 00115002)	44	17.07.2006	Graduate	Production	1395246		Tijaria International Limited	NIL
Mr. Vineet Jain Tijaria (DIN: 00115029)	42	17.07.2006	Post Graduate	Project & Financial Functions	1295988		Tijaria International Limited	NIL

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

Item No. 4

In pursuance of Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment of the Cost Auditors and their remuneration as recommended by the Audit Committee requires approval by the Board of Directors. The remuneration also requires ratification by the Members.

On the recommendation of the Audit Committee, the Board considered and approved appointment of M/s Bikram Jain & Associates, Cost Accountants as cost auditor of the company at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses for the year ending March 31, 2017.

The Board seeks ratification of the aforesaid remuneration by the Members and accordingly requests their approval of the Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or

otherwise, in the said Resolution.

Item No. 5

The present term of office of Mr. Alok Jain Tijaria as a Managing Director of the Company will expire on September 30, 2016. The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on August 13, 2016 has subject to the approval of the Shareholders in the ensuing Annual General Meeting and approval of the Central Government, if applicable, re-appointed Mr. Alok Jain Tijaria (DIN: 00114937) as a Managing Director of the Company on terms and conditions as to the re-appointment and payment of remuneration for a period of 3 (three) years with effect from October 1, 2016. The Nomination and Remuneration Committee of the Company at their Meeting held on August 13, 2016 approved the remuneration payable to Mr. Alok Jain Tijaria after taking into account the financial position of the Company, trend, his experience, past performance, previous remuneration and keeping in view the interest of the Company and the shareholders, recommended remuneration and other perquisites which was subsequently accepted by the Board of Directors subject to the approval of the shareholders by way of Special Resolution and Central Government.

Mr. Alok Jain Tijaria is the Managing Director of the Company, a position he is holding since October 1, 2007. Mr. Alok Jain Tijaria is the co-founder of the Company. He is graduate in commerce. His present designation as Managing Director was last approved in the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013 for a period of three years. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the overall management of the Company.

Provisions of Section 197(3) of the Companies Act, 2013 provides that notwithstanding anything contained in sub-sections (1) and (2) of Section 197 but subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any Managing or Whole Time Director or Manager, by way of remuneration any sum except in accordance with the provisions of Schedule V and if it is not able to comply with such provisions, with the previous approval of the Central Government. Presently the Company is not able to comply one of the conditions stipulated in Section II (B) (ii) of Part II of Schedule V of the Companies Act, 2013 wherein it is provided that the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person. Since the Company's borrowings has turned into NPA due to non-payment of debts and interest payable thereon for a continuous period of thirty days in the preceding financial year, the Company can now pay remuneration to Mr. Alok Jain Tijaria under Schedule V with the prior approval of the Central Government.

The brief particulars of remuneration and terms and conditions of his re-appointment are as under:

Name and Designation: Mr. Alok Jain Tijaria, Managing Director

Period of Appointment: October 01, 2016 to September 30, 2019

Salary: ₹6,00,000/- (Rupees Six Lacs) per annum.

Annual Increment: Maximum sum of ₹ 6,00,000/- (Rupees Six Lacs) per annum which shall be decided by the Board of Directors on the basis of merit and performance.

Perquisites: Besides the above salary, Mr. Alok Jain Tijaria shall be entitled to Company's contribution to Provident Fund, gratuity payable as per the Company's Policy and encashment of leave at the end of his tenure as per the Company's Policy and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Other terms:

- a. Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred for company business purposes.
- b. Mr. Alok Jain Tijaria shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees thereof.
- c. Subject to the provisions of the Companies Act, 2013, Mr. Alok Jain Tijaria will be liable to retire by rotation.

Statement required pursuant to Section II of Schedule V of the Companies Act, 2013 is as follows:

1. General Information:

a. Nature of Industry:

The Company is in the manufacturing of mainly PVC/HDPE pipes, conduit pipes, sprinkler system and mink blankets.

b. Date or expected date of commencement of commercial production:

The Company is already in commercial production since 2006.

- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable.

- d. **Financial performance based on given indicators:**

The financial performance of the Company in brief is as under

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Turnover & other income	8742.35	7430.77
Profit (Loss) Before Tax	(1460.02)	(915.23)
Less: Current Tax	-	-
Less: Deferred Tax	-	-
Profit (Loss) After Tax	(1460.02)	(915.23)

- e. **Export performance and net foreign exchange earnings:**

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Total Foreign Exchange Earning	155.11	26.10
Total Foreign Exchange Outgo	175.78	0.48

- f. **Foreign Investments and Collaborations, if any:**

Not applicable.

2. Information about the appointee:

- a. **Background details:**

Mr. Alok Jain Tijaria is the Managing Director of the Company, a position he is holding since October 01, 2007. Mr. Alok Jain Tijaria is the co-founder of the Company. He is graduate in commerce. His present designation as Managing Director was last approved in the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013 for a period of three years with effect from October 01, 2013. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the overall management of the Company. He is also director in other group company.

- b. **Past remuneration:**

Mr. Alok Jain Tijaria is presently drawing remuneration of ₹ 50,000/- per month as approved by the shareholders in their Annual General Meeting held on September 27, 2013. However, prior to this, he was paid remuneration of ₹ 2,00,000/- per month. The present remuneration was fixed up at the same level in view of losses in the Company.

- c. **Recognition or awards:**

Not Applicable.

- d. **Job profile and his suitability:**

Mr. Alok Jain Tijaria is holding the position of Managing Director in the Company since October 01, 2007 and have rich business experience and expertise in managing Company's businesses, operations and finances. He is responsible for growth plans and corporate strategy. He sets Company's strategic direction while overseeing all operations and management. His continued guidance will help the Company in achieving new successes.

- e. **Remuneration proposed:**

Salary p.a.	₹ 6,00,000/-
Perquisites & incentives p.a. (excluding exempted)	-
Other Terms	The Board of Directors, which includes Nomination and remuneration Committee, are empowered from time to time to consider annual revision of the remuneration with such components as they may deem fit, during the tenure of the Managing Director, which in no case shall be more than maximum sum of ₹ 6,00,000/- p.a. (Rupees Six Lacs Only).

f. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

Considering the experience and knowledge of Mr. Alok Jain Tijaria and the responsibilities entrusted upon him, he is entitled to a higher remuneration in the similar nature of industry than recommended by the Board at present.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Alok Jain Tijaria directly holds 15,96,513 (6.76%) equity shares of the Company and being one of the promoters of the Company, holds 120,29,659 (50.91%) of the paid up capital indirectly. He is also related to Mr. Vikas Jain Tijaria, Executive Director (Marketing), Mr. Praveen Jain Tijaria, Executive Director (Production) and Mr. Vineet Jain Tijaria, Executive Director (Project). Except proposed remuneration as stated above, Mr. Alok Jain Tijaria does not have any other pecuniary relationship with the Company.

3. Other Information:

a. Reasons of loss or inadequacy of profits:

Due to diversification of business into textile which was not a core activity, the Company went into deep trouble. The debt and interest burden mounted up which led to further crisis. Had the company been in its original business activity i.e. manufacturing of HDPE/PVC Pipes, agricultural equipment etc., the Company would be in a sound and healthy position. Further slower growth of Indian as well as the global economy, increase in raw material costs, higher interest rate are other factors impacting profits.

b. Steps taken or proposed to be taken for improvement:

The Company has re-focused on its core business activities and also strengthened its sales and marketing departments which is resulting into sustainable gain. The Company has been able to maintain its top line and with the measures on cost cutting, faster realization of book debt, higher production levels and better price negotiation would improve bottom-line. Further, Company is taking steps in consultation with the term lenders to dispose off idle industrial land to reduce its debt burden.

c. Expected increase in productivity and profits in measurable terms:

At this stage it is difficult to quantify the effect of the measures being taken by the Company to improve its financial performance in measurable terms but as mentioned above the steps taken/proposed to be taken for improvement, the positive results will be visible by the end of the current financial year and in the next financial year.

4. Disclosures:

The remuneration payable to Mr. Alok Jain Tijaria has already been mentioned earlier. Corporate Governance Report forming part of the Annual Report mention the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to him. The respective tenure of Mr. Alok Jain Tijaria shall be governed by the resolution passed in the shareholder's meeting.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 requiring a special resolution for payment of remuneration as minimum remuneration subject to the Central Government approval.

Your Directors consider Mr. Alok Jain Tijaria's experience and expertise of great value to the Company and recommend the special resolution for approval.

Members are requested to treat the same as an abstract of the terms of appointment of Mr. Alok Jain Tijaria in terms of Section 190 of the Companies Act, 2013.

Except Mr. Alok Jain Tijaria and his relatives (to the extent of their shareholding interest in the Company) and other Directors namely Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria, none of other Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution set out at Item No. 5 of the Notice.

Your Directors recommend the resolution for your approval as a Special Resolution as set out in the Item No. 5 of the Notice convening the meeting.

Item No. 6

The present term of office of Mr. Vikas Jain Tijaria as Executive Director (Marketing) of the Company will expire on September 30, 2016. The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on August 13, 2016 has subject to the approval of the Shareholders in the ensuing Annual General Meeting and approval of the Central Government, if applicable, re-appointed Mr. Vikas Jain Tijaria (DIN: 00114978) as Executive Director (Marketing) of the

Company on terms and conditions as to the re-appointment and payment of remuneration for a period of 3 (three) years with effect from October 1, 2016. The Nomination and Remuneration Committee of the Company at their Meeting held on August 13, 2016 approved the remuneration payable to Mr. Vikas Jain Tijaria after taking into account the financial position of the Company, trend, his experience, past performance, previous remuneration and keeping in view the interest of the Company and the shareholders, recommended remuneration and other perquisites which was subsequently accepted by the Board of Directors subject to the approval of the shareholders by way of Special Resolution and Central Government.

Mr. Vikas Jain Tijaria is the Whole Time Director of the Company with effect from October 01, 2010. Mr. Vikas Jain Tijaria is the co-founder of the Company. He is graduate in commerce. In the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013, Mr. Vikas Jain Tijaria was designated as Executive Director (Marketing) for a period of three years with effect from October 01, 2013. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the marketing division of the Company.

Provisions of Section 197(3) of the Companies Act, 2013 provides that notwithstanding anything contained in sub-sections (1) and (2) of Section 197 but subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any Managing or WholeTime Director or Manager, by way of remuneration any sum except in accordance with the provisions of Schedule V and if it is not able to comply with such provisions, with the previous approval of the Central Government. Presently the Company is not able to comply one of the conditions stipulated in Section II (B) (ii) of Part II of Schedule V of the Companies Act, 2013 wherein it is provided that the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person. Since the Company's borrowings has turned into NPA due to non-payment of debts and interest payable thereon for a continuous period of thirty days in the preceding financial year, the Company can now pay remuneration to Mr. Vikas Jain Tijaria under Schedule V with the prior approval of the Central Government.

The brief particulars of remuneration and terms and conditions of his re-appointment are as under:

Name and Designation: Mr. Vikas Jain Tijaria, Executive Director (Marketing)

Period of Appointment: October 01, 2016 to September 30, 2019

Salary: ₹ 6,00,000/- (Rupees Six Lacs) per annum.

Annual Increment: Maximum sum of ₹ 6,00,000/- (Rupees Six Lacs) per annum which shall be decided by the Board of Directors on the basis of merit and performance.

Perquisites: Besides the above salary, Mr. Vikas Jain Tijaria shall be entitled to Company's contribution to Provident Fund, gratuity payable as per the Company's Policy and encashment of leave at the end of his tenure as per the Company's Policy and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Other terms:

- a. Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred for company business purposes.
- b. Mr. Vikas Jain Tijaria shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees thereof.
- c. Subject to the provisions of the Companies Act, 2013, Mr. Vikas Jain Tijaria will be liable to retire by rotation.

Statement required pursuant to Section II of Schedule V of the Companies Act, 2013 is as follows:

1. General Information:

a. Nature of Industry:

The Company is in the manufacturing of mainly PVC/HDPE pipes, conduit pipes, sprinkler system and mink blankets.

b. Date or expected date of commencement of commercial production:

The Company is already in commercial production since 2006.

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

d. Financial performance based on given indicators:

The financial performance of the Company in brief is as under:

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Turnover & other income	8742.35	7430.77
Profit (Loss) Before Tax	(1460.02)	(915.23)
Less: Current Tax	-	-
Less: Deferred Tax	-	-
Profit (Loss) After Tax	(1460.02)	(915.23)

e. Export performance and net foreign exchange earnings:

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Total Foreign Exchange Earning	155.11	26.10
Total Foreign Exchange Outgo	175.78	0.48

f. Foreign Investments and Collaborations, if any:

Not applicable.

2. Information about the appointee:

a. Background details

Mr. Vikas Jain Tijaria is the Whole Time Director of the Company with effect from October 1, 2010. Mr. Vikas Jain Tijaria is the co founder of the Company. He is graduate in commerce. His present designation as Executive Director (Marketing) was last approved in the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013 for a period of three years with effect from October 1, 2013. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the marketing division of the Company. He is also director in other group companies.

b. Past remuneration:

Mr. Vikas Jain Tijaria is presently drawing remuneration of ₹ 50,000/- per month as approved by the shareholders in their meeting held on September 27, 2013. However, prior to this, he was paid remuneration of ₹ 2,00,000/- per month. The present remuneration was fixed up at the same level in view of losses in the Company.

c. Recognition or awards:

Not Applicable.

d. Job profile and his suitability:

Mr. Vikas Jain Tijaria is holding the position of Executive Director (Marketing) in the Company since October 1, 2013 and have rich business experience and expertise in managing Company's businesses, operations and marketing. He is responsible for driving the sales, developing the dealer network to achieve the sales growth of the Company. Under his leadership, the brand 'Vikas' is a well-known name in the HDPE/PVC pipe industry. He sets Company's marketing policies while analyzing the market conditions. His continued guidance will help the Company in achieving new successes.

e. Remuneration proposed:

Salary p.a.	₹ 6,00,000/-
Perquisites & incentives p.a. (excluding exempted)	-
Other Terms	The Board of Directors, which includes Nomination and remuneration Committee, are empowered from time to time to consider annual revision of the remuneration with such components as they may deem fit, during the tenure of the Executive Director (Marketing), which in no case shall be more than maximum sum of ₹ 6,00,000/- p.a. (Rupees Six Lacs Only).

f. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

Considering the experience and expertise of Mr. Vikas Jain Tijaria and the responsibilities entrusted upon him, he is entitled to a higher remuneration in the similar nature of industry than recommended by the Board at present.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Vikas Jain Tijaria directly holds 15,22,425 (6.44%) equity shares of the Company and being one of the promoters of the Company, holds 121,03,747 (51.23%) of the paid up capital indirectly. He is also related to Mr. Alok Jain Tijaria, Managing Director, Mr. Praveen Jain Tijaria, Executive Director (Production) and Mr. Vineet Jain Tijaria, Executive Director (Project). Except proposed remuneration as stated above, Mr. Vikas Jain Tijaria does not have any other pecuniary relationship with the Company.

3. Other Information:

a. Reasons of loss or inadequacy of profits:

Due to diversification of business into textile which was not a core activity, the Company went into deep trouble. The debt and interest burden mounted up which led to further crisis. Had the company been in its original business activity i.e. manufacturing of HDPE/PVC Pipes, agricultural equipment etc., the Company would be in a sound and healthy position. Further slower growth of Indian as well as the global economy, increase in raw material costs, higher interest rate are other factors impacting profits.

b. Steps taken or proposed to be taken for improvement:

The Company has re-focused on its core business activities and also strengthened its sales and marketing departments which is resulting into sustainable gain. The Company has been able to maintain its top line and with the measures on cost cutting, faster realization of book debt, higher production levels and better price negotiation would improve bottom-line. Further, Company is taking steps in consultation with the term lenders to dispose off idle industrial land to reduce its debt burden.

c. Expected increase in productivity and profits in measurable terms:

At this stage it is difficult to quantify the effect of the measures being taken by the Company to improve its financial performance in measurable terms but as mentioned above the steps taken/proposed to be taken for improvement, the positive results will be visible by the end of the current financial year and in the next financial year.

4. Disclosures:

The remuneration payable to Mr. Vikas Jain Tijaria has already been mentioned earlier. Corporate Governance Report forming part of the Annual Report mention the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to him. The respective tenure of Mr. Vikas Jain Tijaria shall be governed by the resolution passed in the shareholder's meeting.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 requiring a special resolution for payment of remuneration as minimum remuneration subject to the Central Government approval.

Your Directors consider Mr. Vikas Jain Tijaria's experience and expertise of great value to the Company and recommend the special resolution for approval.

Members are requested to treat the same as an abstract of the terms of appointment of Mr. Vikas Jain Tijaria in terms of Section 190 of the Companies Act, 2013.

Except Mr. Vikas Jain Tijaria and his relatives (to the extent of their shareholding interest in the Company) and other Directors namely Mr. Alok Jain Tijaria, Mr. Praveen Jain Tijaria and Mr. Vineet Jain Tijaria, none of other Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution set out at Item No. 6 of the Notice.

Your Directors recommend the resolution for your approval as a Special Resolution as set out in the Item No. 6 of the Notice convening the meeting.

Item No. 7

The present term of office of Mr. Praveen Jain Tijaria as Executive Director (Production) of the Company will expire on September 30, 2016. The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on August 13, 2016 has subject to the approval of the Shareholders in the ensuing Annual General Meeting and approval of the Central Government, if applicable, re-appointed Mr. Praveen Jain Tijaria (DIN: 00115002) as Executive Director (Production) of the

Company on terms and conditions as to the re-appointment and payment of remuneration for a period of 3 (three) years with effect from October 1, 2016. The Nomination and Remuneration Committee of the Company at their Meeting held on August 13, 2016 approved the remuneration payable to Mr. Praveen Jain Tijaria after taking into account the financial position of the Company, trend, his experience, past performance, previous remuneration and keeping in view the interest of the Company and the shareholders, recommended remuneration and other perquisites which was subsequently accepted by the Board of Directors subject to the approval of the shareholders by way of Special Resolution and Central Government.

Mr. Praveen Jain Tijaria is the Whole Time Director of the Company with effect from October 01, 2010. Mr. Praveen Jain Tijaria is the co-founder of the Company. He is graduate in science. In the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013, Mr. Praveen Jain Tijaria was designated as Executive Director (Production) for a period of three years with effect from October 01, 2013. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the production division of the Company.

Provisions of Section 197(3) of the Companies Act, 2013 provides that notwithstanding anything contained in sub-sections (1) and (2) of Section 197 but subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any Managing or Whole Time Director or Manager, by way of remuneration any sum except in accordance with the provisions of Schedule V and if it is not able to comply with such provisions, with the previous approval of the Central Government. Presently the Company is not able to comply one of the conditions stipulated in Section II (B) (ii) of Part II of Schedule V of the Companies Act, 2013 wherein it is provided that the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding year before the date of appointment of such managerial person. Since the Company's borrowings has turned into NPA due to non-payment of debts and interest payable thereon for a continuous period of thirty days in the preceding year, the Company can now pay remuneration to Mr. Praveen Jain Tijaria under Schedule V with the prior approval of the Central Government.

The brief particulars of remuneration and terms and conditions of his re-appointment are as under:

Name and Designation: Mr. Praveen Jain Tijaria, Executive Director (Production)

Period of Appointment: October 01, 2016 to September 30, 2019

Salary: ₹ 6,00,000/- (Rupees Six Lacs) per annum.

Annual Increment: Maximum sum of ₹ 6,00,000/- (Rupees Six Lacs) per annum which shall be decided by the Board of Directors on the basis of merit and performance.

Perquisites: Besides the above salary, Mr. Praveen Jain Tijaria shall be entitled to Company's contribution to Provident Fund, gratuity payable as per the Company's Policy and encashment of leave at the end of his tenure as per the Company's Policy and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Other terms:

- a. Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred for company business purposes.
- b. Mr. Praveen Jain Tijaria shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees thereof.
- c. Subject to the provisions of the Companies Act, 2013, Mr. Praveen Jain Tijaria will be liable to retire by rotation.

Statement required pursuant to Section II of Schedule V of the Companies Act, 2013 is as follows:

1. General Information:

a. Nature of Industry:

The Company is in the manufacturing of mainly PVC/HDPE pipes, conduit pipes, sprinkler system and mink blankets.

b. Date or expected date of commencement of commercial production:

The Company is already in production since 2006.

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

d. Financial performance based on given indicators:

The financial performance of the Company in brief is as under:

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Turnover & other income	8742.35	7430.77
Profit (Loss) Before Tax	(1460.02)	(915.23)
Less: Current Tax	-	-
Less: Deferred Tax	-	-
Profit (Loss) After Tax	(1460.02)	(915.23)

e. Export performance and net foreign exchange earnings:

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Total Foreign Exchange Earning	155.11	26.10
Total Foreign Exchange Outgo	175.78	0.48

f. Foreign Investments and Collaborations, if any

Not applicable.

2. Information about the appointee:

a. Background details:

Mr. Praveen Jain Tijaria is the Whole Time Director of the Company with effect from October 01, 2010. Mr. Praveen Jain Tijaria is the co-founder of the Company. He is graduate in science. His present designation as Executive Director (Production) was last approved in the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013 for a period of three years with effect from October 01, 2013. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the production division of the Company. He is also director in other group company.

b. Past remuneration:

Mr. Praveen Jain Tijaria is presently drawing remuneration of ₹ 50,000/- per month as approved by the shareholders in their meeting held on September 27, 2013. However, prior to this, he was paid remuneration of ₹ 2,00,000/- per month. The present remuneration was fixed up at the same level in view of losses in the Company.

c. Recognition or awards:

Not Applicable.

d. Job profile and his suitability:

Mr. Praveen Jain Tijaria is holding the position of Executive Director (Production) in the Company since October 1, 2013 and have rich business experience and expertise in managing Company's businesses, operations and production. He is responsible for overall production activities of the Company. He has been successful in producing good quality of mink blankets approved in the overseas market. His continued guidance and deep knowledge of plant & machineries will help the Company in achieving new successes.

e. Remuneration proposed:

Salary p.a.	₹ 6,00,000/-
Perquisites & incentives p.a. (excluding exempted)	-
Other Terms	The Board of Directors, which includes Nomination and remuneration Committee, are empowered from time to time to consider annual revision of the remuneration with such components as they may deem fit, during the tenure of the Executive Director (Production), which in no case shall be more than maximum sum of ₹ 6,00,000/- p.a. (Rupees Six Lacs Only).

f. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

Considering the experience and knowledge of Mr. Praveen Jain Tijaria and the responsibilities entrusted upon him, he is entitled to a higher remuneration in the similar nature of industry than recommended by the Board at present.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Praveen Jain Tijaria directly holds 13,95,246 (5.90%) equity shares of the Company and being one of the promoters of the Company, holds 122,30,926 (51.77%) of the paid up capital indirectly. He is also related to Mr. Alok Jain Tijaria, Managing Director, Mr. Vikas Jain Tijaria, Executive Director (Marketing) and Mr. Vineet Jain Tijaria, Executive Director (Project). Except proposed remuneration as stated above, Mr. Praveen Jain Tijaria does not have any other pecuniary relationship with the Company.

3. Other Information:

a. Reasons of loss or inadequacy of profits:

Due to diversification of business into textile which was not a core activity, the Company went into deep trouble. The debt and interest burden mounted up which led to further crisis. Had the company been in its original business activity i.e. manufacturing of HDPE/PVC Pipes, agricultural equipment etc., the Company would be in a sound and healthy position. Further slower growth of Indian as well as the global economy, increase in raw material costs, higher interest rate are other factors impacting profits.

b. Steps taken or proposed to be taken for improvement:

The Company has re-focused on its core business activities and also strengthened its sales and marketing departments which is resulting into sustainable gain. The Company has been able to maintain its top line and with the measures on cost cutting, faster realization of book debt, higher production levels and better price negotiation would improve bottom-line. Further, Company is taking steps in consultation with the term lenders to dispose off idle industrial land to reduce its debt burden.

c. Expected increase in productivity and profits in measurable terms:

At this stage it is difficult to quantify the effect of the measures being taken by the Company to improve its financial performance in measurable terms but as mentioned above the steps taken/proposed to be taken for improvement, the positive results will be visible by the end of the current financial year and in the next financial year.

4. Disclosures:

The remuneration payable to Mr. Praveen Jain Tijaria has already been mentioned earlier. Corporate Governance Report forming part of the Annual Report mention the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to him. The respective tenure of Mr. Praveen Jain Tijaria shall be governed by the resolution passed in the shareholder's meeting.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 requiring a special resolution for payment of remuneration as minimum remuneration subject to the Central Government approval.

Your Directors consider Mr. Praveen Jain Tijaria's experience and expertise of great value to the Company and recommend the special resolution for approval.

Members are requested to treat the same as an abstract of the terms of appointment of Mr. Praveen Jain Tijaria in terms of Section 190 of the Companies Act, 2013.

Except Mr. Praveen Jain Tijaria and his relatives (to the extent of their shareholding interest in the Company) and other Directors namely Mr. Alok Jain Tijaria, Mr. Vikas Jain Tijaria and Mr. Vineet Jain Tijaria, none of other Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution set out at Item No. 7 of the Notice.

Your Directors recommend the resolution for your approval as a Special Resolution as set out in the Item No. 7 of the Notice convening the meeting.

Item No. 8

The present term of office of Mr. Vineet Jain Tijaria as Executive Director (Project) of the Company will expire on September 30, 2016. The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on August 13, 2016 has subject to the approval of the Shareholders in the ensuing Annual General Meeting and approval of the Central

Government, if applicable, appointed Mr. Vineet Jain Tijaria (DIN: 00115029) as Whole Time Director and Chief Financial Officer (“CFO”) of the Company on terms and conditions as to the appointment and payment of remuneration for a period of 3 (three) years with effect from October 1, 2016. The Nomination and Remuneration Committee of the Company at their Meeting held on August 13, 2016 approved the remuneration payable to Mr. Vineet Jain Tijaria after taking into account the financial position of the Company, trend, his experience, past performance, previous remuneration and keeping in view the interest of the Company and the shareholders, recommended remuneration and other perquisites which was subsequently accepted by the Board of Directors subject to the approval of the shareholders by way of Special Resolution and Central Government.

Mr. Vineet Jain Tijaria is the Whole Time Director of the Company with effect from October 01, 2010. Mr. Vineet Jain Tijaria is the co-founder of the Company. He is post-graduate in commerce. In the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013, Mr. Vineet Jain Tijaria was designated as Executive Director (Project) for a period of three years with effect from October 01, 2013. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the projects, finances and additionally in spearheading sales to BSNL and infra companies. The Board has recommended his appointment as Whole Time Director and Chief Financial Officer (“CFO”) of the Company.

Provisions of Section 197(3) of the Companies Act, 2013 provides that notwithstanding anything contained in sub-sections (1) and (2) of Section 197 but subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any Managing or WholeTime Director or Manager, by way of remuneration any sum except in accordance with the provisions of Schedule V and if it is not able to comply with such provisions, with the previous approval of the Central Government. Presently the Company is not able to comply one of the conditions stipulated in Section II(B)(ii) of Part II of Schedule V of the Companies Act, 2013 wherein it is provided that the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person. Since the Company's borrowings has turned into NPA due to non-payment of debts and interest payable thereon for a continuous period of thirty days in the preceding financial year, the Company can now pay remuneration to Mr. Vineet Jain Tijaria under Schedule V with the prior approval of the Central Government.

The brief particulars of remuneration and terms and conditions of his appointment are as under:

Name and Designation: Mr. Vineet Jain Tijaria, Whole Time Director and Chief Financial Officer

Period of Appointment: October 01, 2016 to September 30, 2019

Salary: ₹ 6,00,000/- (Rupees Six Lacs) per annum.

Annual Increment: Maximum sum of ₹ 6,00,000/- (Rupees Six Lacs) per annum which shall be decided by the Board of Directors on the basis of merit and performance.

Perquisites: Besides the above salary, Mr. Vineet Jain Tijaria shall be entitled to Company's contribution to Provident Fund, gratuity payable as per the Company's Policy and encashment of leave at the end of his tenure as per the Company's Policy and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Other terms:

- a. Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred for company business purposes.
- b. Mr. Vineet Jain Tijaria shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees thereof.
- c. Subject to the provisions of the Companies Act, 2013, Mr. Vineet Jain Tijaria will be liable to retire by rotation.

Statement required pursuant to Section II of Schedule V of the Companies Act, 2013 is as follows:

1. General Information:

a. Nature of Industry:

The Company is in the manufacturing of mainly PVC/HDPE pipes, conduit pipes, sprinkler system and mink blankets.

b. Date or expected date of commencement of commercial production:

The Company is already in production since 2006.

- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

- d. Financial performance based on given indicators:

The financial performance of the Company in brief is as under:

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Turnover & other income	8742.35	7430.77
Profit (Loss) Before Tax	(1460.02)	(915.23)
Less: Current Tax	-	-
Less: Deferred Tax	-	-
Profit (Loss) After Tax	(1460.02)	(915.23)

- e. Export performance and net foreign exchange earnings:

(₹ in Lacs)

Particulars	2015-16 (Audited)	2014-15 (Audited)
Total Foreign Exchange Earning	155.11	26.10
Total Foreign Exchange Outgo	175.78	0.48

- F. Foreign Investments and Collaborations, if any:

Not applicable.

2. Information about the appointee:

- a. Background details:

Mr. Vineet Jain Tijaria is the Whole Time Director of the Company with effect from October 1, 2010. Mr. Vineet Jain Tijaria is the co-founder of the Company. He is post-graduate in commerce. His present designation as Executive Director (Project) was last approved in the 7th Annual General Meeting of the members of the Company held on dated September 27, 2013 for a period of three years with effect from October 1, 2013. Over a period of time since his journey in the Company, he has gained valuable and rich experience in the projects, finances and additionally in spearheading sales to BSNL and infra companies. He is also director in other group company.

- b. Past remuneration:

Mr. Vineet Jain Tijaria is presently drawing remuneration of ₹ 50,000/- per month as approved by the shareholders in their meeting held on September 27, 2013. However, prior to this, he was paid remuneration of ₹ 2,00,000/- per month. The present remuneration was fixed up at the same level in view of losses in the Company.

- c. Recognition or awards:

Not Applicable.

- d. Job profile and his suitability:

Mr. Vineet Jain Tijaria is presently holding the position of Executive Director (Project) in the Company since October 1, 2013 and have rich business experience and expertise in managing Company's projects, finances and dealing with banks etc. Looking to his in-depth knowledge on company's projects, finances and operations, the Board has elevated to the position of Whole Time Director and Chief Financial Officer ('CFO') of the Company.

e. Remuneration proposed:

Salary p.a.	₹ 6,00,000/ -
Perquisites & incentives p.a. (excluding exempted)	-
Other Terms	The Board of Directors, which includes Nomination and remuneration Committee, are empowered from time to time to consider annual revision of the remuneration with such components as they may deem fit, during the tenure of the Whole time Director & Chief Financial Officer, which in no case shall be more than maximum sum of ₹ 6,00,000/- p.a. (Rupees Six Lacs Only).

f. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

Considering the experience and knowledge of Mr. Vineet Jain Tijaria and the responsibilities entrusted upon him, he is entitled to a higher remuneration in the similar nature of industry than recommended by the Board at present.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Vineet Jain Tijaria directly holds 12,95,988 (5.49%) equity shares of the Company and being one of the promoters of the Company, holds 1,23,30,184 (52.18%) of the paid up capital indirectly. He is also related to Mr. Alok Jain Tijaria, Managing Director, Mr. Vikas Jain Tijaria, Executive Director (Marketing), Mr. Praveen Jain Tijaria, Executive Director (Production). Except proposed remuneration as stated above, Mr. Vineet Jain Tijaria does not have any other pecuniary relationship with the Company.

3. Other Information:

a. Reasons of loss or inadequacy of profits:

Due to diversification of business into textile which was not a core activity, the Company went into deep trouble. The debt and interest burden mounted up which led to further crisis. Had the company been in its original business activity i.e. manufacturing of HDPE/PVC Pipes, agricultural equipment etc., the Company would be in a sound and healthy position. Further slower growth of Indian as well as the global economy, increase in raw material costs, higher interest rate are other factors impacting profits.

b. Steps taken or proposed to be taken for improvement:

The Company has re-focused on its core business activities and also strengthened its sales and marketing departments which is resulting into sustainable gain. The Company has been able to maintain its top line and with the measures on cost cutting, faster realization of book debt, higher production levels and better price negotiation would improve bottom-line. Further, Company is taking steps in consultation with the term lenders to dispose off idle industrial land to reduce the debt burden.

c. Expected increase in productivity and profits in measurable terms:

At this stage it is difficult to quantify the effect of the measures being taken by the Company to improve its financial performance in measurable terms but as mentioned above the steps taken/proposed to be taken for improvement, the positive results will be visible by the end of the current financial year and in the next financial year.

4. Disclosures:

The remuneration payable to Mr. Vineet Jain Tijaria has already been mentioned earlier. Corporate Governance Report forming part of the Annual Report mention the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to him. The respective tenure of Mr. Vineet Jain Tijaria shall be governed by the resolution passed in the shareholder's meeting.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 requiring a special resolution for payment of remuneration as minimum remuneration subject to the Central Government approval.

Your Directors consider Mr. Vineet Jain Tijaria's experience and expertise of great value to the Company and recommend the special resolution for approval.

Members are requested to treat the same as an abstract of the terms of appointment of Mr. Vineet Jain Tijaria in terms of Section 190 of the Companies Act, 2013.

Except Mr. Vineet Jain Tijaria and his relatives (to the extent of their shareholding interest in the Company) and other Directors namely Mr. Alok Jain Tijaria, Mr. Vikas Jain Tijaria and Mr. Praveen Jain Tijaria, none of other Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution set out at Item No. 8 of the Notice.

Your Directors recommend the resolution for your approval as a Special Resolution as set out in the Item No. 8 of the Notice convening the meeting.

By Order of the Board of Directors

Place : Jaipur
Date : August 13, 2016

Alok Jain Tijaria
Managing Director

Registered Office

112 (1st Floor), Krishna Square,
Subhash Nagar Shopping Centre,
Subhash Nagar, Jaipur, Rajasthan -302016
Telefax. 91-141-4032300
Email: - finance@tijaria-pipes.com
Website: - www.tijaria-pipes.com

Route Map to AGM Venue



Venue: Plot No. SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extn., Jaipur-302022, Rajasthan

TIJARIA POLYPIPES LIMITED

Regd. off: 112 (1st Floor), Krishna Square, Subhash Nagar Shopping Centre, Subhash Nagar, Jaipur (Raj.)-302016
 Telefax: 0141-4032300 Email: info@tijaria-pipes.com . Web: www.tijaria-pipes.com CIN:L25209RJ2006PLC022828

10th Annual General Meeting

Attendance Slip

Folio No.	
DP ID.	
Client ID No.	
No. of shares	

I certify that I am Registered Shareholder/Proxy for Registered Shareholder of Company holding..... shares.
 I hereby record my presence at the 10th Annual General Meeting of the Company on Friday, September 30, 2016 at 11.30 A.M. at SP-1-2316 RIICO Industrial Area, Ramchandrapura, Sitapura Extension, Jaipur-302022

..... Member's Folio/DP ID-Client ID No Member's/Proxy's Name in block letter Member's/Proxy's Signatures
--	--	--------------------------------------

Note:

1. Please complete the Folio/DP ID-Client No. and name, sign this Attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of Notice of Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant/RTA unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending AGM can print copy of this Attendance Slip.
3. Physical Copy of Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for a hard copy.

PROXY FORM

Name of Member (s)	
Registered address	
E-mail Id:	
Folio No./Client ID/DP ID.	

I/We, being the member (s) of shares of the above named company, hereby appoint

- (1) Name Address :
 E-mail Id..... Signature :, or failing him;
- (2) Name Address :
 E-mail Id..... Signature :, or failing him;
- (3) Name Address :
 E-mail Id..... Signature :, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 11.30A.M. at SP-1-2316 RIICO Industrial Area, Ramchandrapura, Sitapura Extension, Jaipur-302022 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Resolutions	Optional *	
		For	Against
>	Ordinary Business		
1	To Adopt Audited Financial Statements for the year ended March 31,2016 and Reports of the Director and Auditors thereon.		
2	To appoint Mr. Vineet Jain Tijaria (DIN:-00115029)who retires by rotation, offers himself for re-appointment.		
3	To ratify Appointment M/s Agarwal Jain & Gupta, Chartered Accountants, Jaipur as Statutory Auditors		
>	Special Business		
4	To ratify remuneration payable to Cost Auditor for the year 2016-17		
5	To consider & approve re-appointment of Mr. Alok Jain Tijaria as Managing Director of the Company and fixation of remuneration.		
6	To consider and approve re-appointment of Mr. Vikas Jain Tijaria as Executive Director (Marketing) of the Company and fixation of remuneration.		
7	To consider and approve re-appointment of Mr. Praveen Jain Tijaria as Executive Director (Production) of the Company and fixation of remuneration.		
8	To consider and approve appointment of Mr. Vineet Jain Tijaria as Whole Time Director and Chief Financial Officer of the Company and fixation of remuneration.		

Signed this _____ day of _____,2016

Signature of Shareholder

Signature of Proxy holder(s).....

Affix
revenue
stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at registered office of the Company at 112 (1stFloor), Krishna Square, Subhash Nagar Shopping Centre, Subhash Nagar, Jaipur (Rajasthan)-302016, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions and Notes, please refer to the Notice of 10th Annual General Meeting.
- 3.* It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in a manner as he/she thinks appropriate.
4. Please complete all details including details of members(s) in above box before submission.