

Tijaria Polypipes Limited



Date: September 04, 2017

To
The Manager,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

To,
Listing Compliances,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Mumbai-400051

Scrip Code: 533629

Company Symbol: TIJARIA

Dear Sir,

Sub: Notice of 11th Annual General Meeting

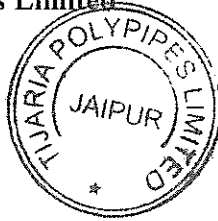
We enclosed herewith the Notice of 11th Annual General Meeting of the Company for the Financial Year 2016-17 to be held on Friday 29th day of September 2017 at SP-1-2316 RIICO Industries Area Sitapura Extension Jaipur 302022, Rajasthan

Please take the above information on records

Thanking you

Yours Faithfully
For Tijaria Polypipes Limited

Vasu Ajay Anand
Company Secretary



Registered Office

A-130 (5), Road No. 9D
Vishwakarma Industrial Area
Jaipur-302013

PIPING SOLUTIONS

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Alok Jain Tijaria
 Mr. Vikas Jain Tijaria
 Mr. Praveen Jain Tijaria
 Mr. Vineet Jain Tijaria
 Mr. Ravi Prakash Jain
 Mr. Vinod Patni
 Mr. Sanjeev Kumar Mishra
 Mrs. Abhilasha Jain
 Mr. Santosh Kumar (resigned on April 22, 2016)

Managing Director
 Executive Director (Marketing)
 Executive Director (Production)
 Whole Time Director & Chief Financial Officer

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Vasu Ajay Anand
 (w. e. f. 30 March, 2017)

CHIEF FINANCIAL OFFICER

Vineet Jain Tijaria
 Whole Time Director & Chief Financial Officer

AUDITORS

M/s Agrawal Jain & Gupta
 Chartered Accountants, Jaipur

REGISTERED OFFICE

A-130(E), Road No. 9D
 Vishwakarma Industrial Area
 Jaipur, Rajasthan -302013
 Tele No. 91-141-2333722
 Email: - investors@tijaria-pipes.com
 Website: - www.tijaria-pipes.com

BANKER

Bank of India

REGISTRAR AND SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited
 Unit-1, Luthra Ind. Premises, 1st Floor
 44-E, M Vasanti Marg, Andheri Kurla Road
 Safed Pool, Andheri (E), Mumbai - 400072

PLANT

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

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **11th Annual General Meeting** of the Members of **TIJARIA POLYPIPES LIMITED** will be held on Friday, September 29, 2017 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, 2017, the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Praveen Jain Tijaria (DIN: 00115002) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C), as Statutory Auditors and fix their remuneration

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 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2017-18 who shall hold office from the conclusion of this 11th Annual General Meeting until the conclusion of 16th Annual General Meeting (subject to annual ratification by the Members at the Annual General Meeting), on such remuneration, fee and out of pocket expenses as shall be fixed by the Board of Directors of the Company in consultation with Auditors.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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 GST as applicable and reimbursement of out of pocket expenses for the year ended March 31, 2018 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 consider and determine the fees for delivery of any document through a particular mode of delivery to a Member:**

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

“RESOLVED that pursuant to the provisions of Section 20 of the Companies Act, 2013 and applicable Rules, if any, made therein, the consent of Members of the Company be and is hereby accorded to the Board of Directors for service/delivery of document(s) to Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode as prescribed / may be prescribed under the Act and/or as desired by Member(s), from time to time.”

“RESOLVED FURTHER that upon request of Member(s) for delivery of any document(s) through a particular mode of delivery, the Company do serve/ deliver document(s) to such Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode and that the fees so charged shall be paid by the Member to the Company in advance.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution”.

6. Sale of undertaking under section 180(1)(a) of the Companies Act, 2013:

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 section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby granted to the Board of Directors to sell, lease or otherwise dispose of the fixed assets including land, building, miscellaneous plant & machinery and other assets at VKI Area and Daulatpura, Jaipur at a value approved by the term lender Bank of India.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the this resolution.”

7. Approval of Related Party Transaction:

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

“RESOLVED that pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby granted to the Board of Directors to enter into related party transactions, contracts or arrangements at a value which may be realized by the sale, lease otherwise dispose of the movable / immovable assets, as the Board may deem fit from time to time in the interest of the Company and subject to the approval of the term lender Bank of India, as per the details provided in the explanatory statement of the resolution annexed to the notice, during the financial year 2017-18 and thereafter in any financial year.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and execute all such documents, undertakings as may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

8. To maintain Register of Members and other statutory registers at a place other than the Registered Office of the Company:

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

“RESOLVED that pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, consent of the members be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture Holders, Index of Members/Debenture Holders if any, other Statutory Registers and the copies of all annual returns and copies of certificates and documents required to be annexed thereto at its office situated at SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extension, Jaipur - 302 022 with effect from 29 September, 2017 instead of at the Registered Office of the Company.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above matters.”

By Order of the Board of Directors

Place: Jaipur
Date: August 28, 2017

Vasu Ajay Anand
Company Secretary

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 Saturday, September 23, 2017 to Friday, September 29, 2017 (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 11th Annual General Meeting so that the answers may be made available at the meeting.
10. 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.
11. Electronic copy of the Notice of the 11th 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 11th 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.
12. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report for the year 2016-17 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
13. **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to

vote by electronic means. Members have an option to vote through e-voting facility provided by Central Depository Services (India) Limited (CDSL). The Company has appointed Mr. Tej Kumar Jain, Company Secretary (ICSI Membership No. 12076, PCS 11274) 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 26, 2017 and will end at 5:00 P.M on Thursday, September 28, 2017. 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 21, 2017, 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 21, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of electronic voting (remote e-voting), as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

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

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and sequence number in the PAN Field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's (Zeros') before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar and folio no. is 1 then enter RA00000001 in the PAN Field.

Date of Birth or Date of Incorporation or Bank Account Number	Enter the Bank Account Number or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company's records for the said demat account or enter folio no. in order to login. <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.
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- 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@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- t. The facility for voting, either through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- u. The Scrutinizer shall after the conclusion of the AGM submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution and invalid votes and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, if any, to the Chairman of the Company or the person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.

- v. 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 29, 2017 are as under:

Name of Director	Age (Year)	Date of Appointment on the Board	Qualifications	Expertise in Specific functional area	Number of shares held in the Company	Relations hip with other Directors	No of Directorship held in the other public companies as on 31.3.2017	Chairmanship / Membership of committees in other public companies as on 31.3.2017
Mr. Praveen Jain Tijaira (DIN 00115002)	45	17.07.2006	Graduate	Production	1395246	Brother of Alok Jain Tijaria, Vikas Jain Tijaria and Vineet Jain Tijaria.	Tijaria International Ltd.	NIL

- w. Brief information about the Auditors seeking re-appointment at the 11th Annual General Meeting (as proposed in Item No. 3 of the Notice)

The current auditors, viz. Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C) were last appointed by the Members at the 8th Annual General Meeting held on 30 September 2014 to hold the office of auditor from the conclusion of the 8th Annual General Meeting till the conclusion of this 11th Annual General Meeting.

As per the provisions of section 139 of the Companies Act, 2013, listed company can appoint an audit firm as auditors for two terms of five consecutive years. The current auditors, Agrawal Jain & Gupta, had completed first term of five years at this 11th Annual General Meeting of the Company. Now, the Board of Directors at its meeting held on 28th August, 2017, based on the recommendation of the Audit Committee, has recommended the re-appointment of Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C), as the statutory auditors of the Company for approval by the members.

Agrawal Jain & Gupta, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditors in terms of section 141 of the Act.

Agrawal Jain & Gupta, Chartered Accountants, will be appointed as the statutory auditors of the Company from the conclusion of this 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting, subject to ratification of their appointment by the members at every intervening annual general meeting on such terms and conditions as may be mutually agreed.

Agrawal Jain & Gupta (FRN: 013538C) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It was established in the year 2006 having its registered office in Jaipur and has three branch offices in India. It has valid Peer Review certificate.

None of the directors or key managerial personnel or their relatives are concerned or interested in the said resolution.

The Board commends the ordinary resolution set out in Item No. 3 of the Notice for approval by shareholders.

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 M/s Bikram Jain & Associates, Cost Accountants as cost auditor of the company at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand Only) plus GST as applicable and reimbursement of out of pocket expenses for the year ending March 31, 2018.

The Board seeks ratification of the aforesaid remuneration by the Members and accordingly requests their approval to 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

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any Member of the Company by sending to him/her by post or by registered post or by speed post or by Courier or by delivering at the address given by the Member or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document to him/her through a particular mode for which he /she shall pay such fees as may be determined by the Company in its Annual General Meeting.

Accordingly, consent of the Members is sought for passing the Resolution as set out in Item No. 5 of the Notice relating to service / delivery of documents including financial statements to the Members of the Company by way of a particular mode as per request received from concerned Member(s) on reimbursement of fees/expenses chargeable to the Company.

The Board recommends the resolution set forth in the Item No. 5 of the Notice for the approval of the Members as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' in any financial year is, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Company is presently passing through financial crunch and finding difficulties in meeting debt obligations in time with the Bank of India (the 'term lender'). In order to reduce the debts, the Board of Directors have proposed to sell the assets which are not in productive use. The term lender have first charge over these assets. The Board of Directors of the Company will exercise the powers to sell, lease or otherwise dispose of these assets at a price approved by the term lender. Therefore, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the approval of the members are sought by way of this special resolution so that Board of Directors may exercise the powers to sell, lease or otherwise dispose of the fixed assets including land, building, miscellaneous plant & machinery and other assets at VKI Area, and Daulatpura, Jaipur at an appropriate time with the approval of the term lender. The entire proceeds from the sale will be used for paying off the debts.

The Board recommends the resolution set forth in the Item No. 6 of the Notice for the approval of the Members as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

Section 188 of the Companies Act, 2013 provides that transactions entered into between related parties where the value of transaction is amounting to ten percent or more of the turnover / net worth of the Company or Rs. one hundred crore, whichever is lower, should be approved by an Ordinary Resolution passed by the shareholders of the Company.

The silent features of the related party transaction is as under:

Particulars	Information
Name of the Related Party	Tijaria Vinyl Private Limited. (TVPL)
Name of Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Alok Jain Tijaria, Vikas Jain Tijaria, Praveen Jain Tijaria and Vineet Jain Tijaria. (All are directors and shareholders in TVPL)
Material terms of the transaction	Property situated in VKI Area, Jaipur and shareholding in the Company is mortgaged/pledged to the term lender, Bank of India. The proceeds from these assets either by sale/transfer or otherwise dispose of will be used to settle the debts of the Company under the terms of the loan agreement.
Monetary Value	Value as realized depending upon market conditions and approved by the term lender, Bank of India.
Whether the transaction has been approved by the Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the Members to take a decision on the proposed resolution	N.A.

Particulars	Information
Name of the Related Party	Tijaria Industries Limited. (TIL)
Name of Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Alok Jain Tijaria, Vikas Jain Tijaria, Praveen Jain Tijaria and Vineet Jain Tijaria. (Vikas Jain Tijaria is the director in TIL while all are shareholders in the Company.)
Material terms of the transaction	Property situated in Daulatpura, Jaipur and shareholding in the Company is mortgaged/non-disposal undertaking to the term lender, Bank of India. The proceeds from these assets either by sale/transfer or otherwise dispose of will be used to settle the debts of the Company under the terms of the loan agreement.
Monetary Value	Value as realized depending upon market conditions and approved by the term lender, Bank of India.
Whether the transaction has been approved by the Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the Members to take a decision on the proposed resolution	N.A.

Since the proposed transaction may exceed the limit as prescribed under Section 188 of the Companies Act, 2013, the Board has thought it appropriate to obtain approval of the members of the Company by way of this resolution.

The proposed transaction will reduce the debt burden of the Company and the Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

Copy of documents referred in the resolution may be inspected at the registered office of the Company at any time during business hours of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 7 of the Notice for the approval of the Members of the Company by way of an Ordinary Resolution.

Except as stated in above table including their relatives, no other Director or KMP or their relatives are in any way, concerned or interested, financially or otherwise, in the this resolution.

Item No. 8

Under the provisions of Section 88 of the Companies Act, 2013, certain documents such as the register of members, register of debenture holders, index of members / debenture holders, register and index of any other security holders, Register of Renewed and Duplicate Shares / Debentures / other Security Certificates and copies of all annual returns together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013 and other related books (referred to as 'Registers' etc.), are required to be maintained at the registered office Company unless a special t is passed in a general meeting authorizing the keeping of the register at any other place within the city, town or village in which the registered office of the Company is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside. In the interest of operational and administrative convenience, it is proposed to maintain the Registers, Annual Returns etc. at the Company's office situated at SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extension, Jaipur - 302 022, a place other than the registered office of the Company with effect from 29th September, 2017.

Approval of the Shareholders is required under Section 94 of the Companies Act, 2013 for effecting the change in the place at which the Registers etc. are to be kept. The Board recommends the special resolution set out under Item No. 8 of the Notice for approval by the shareholders.

None of the Directors and Key managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No. 8 of the Notice.

By Order of the Board of Directors

Place: Jaipur
Date: August 28, 2017

Vasu Ajay Anand
Company Secretary

Registered Office
A-130(E), Road No. 9D
Vishwakarma Industrial Area
Jaipur, Rajasthan -302013
Tele No. 91-141-2333722
Email: - investors@tijaria-pipes.com
Website: - www.tijaria-pipes.com

TIJARIA POLYPIPES LIMITED

Regd. off: A-130(E), Road No 9D, Vishwakarma Industrial Area, Jaipur 302013 Tele No.: 0141-2333722
 Email: info@tijaria-pipes.com . web: www.tijaria-pipes.com; CIN: L25209RJ2006PLC022828,

11th 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 11th Annual General Meeting of the Company held on Friday, September 29, 2017 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
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NOTES:

- 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 11th Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 11.30 A.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, 2017 and the Reports of the Directors and Auditors thereon.		
2	To Appoint Mr. Praveen Jain Tijaria (DIN:00115002) who retires by rotation, offers himself for re-appointment.		
3	To Re-appointment M/s Agarwal Jain & Gupta, Chartered Accountants,		

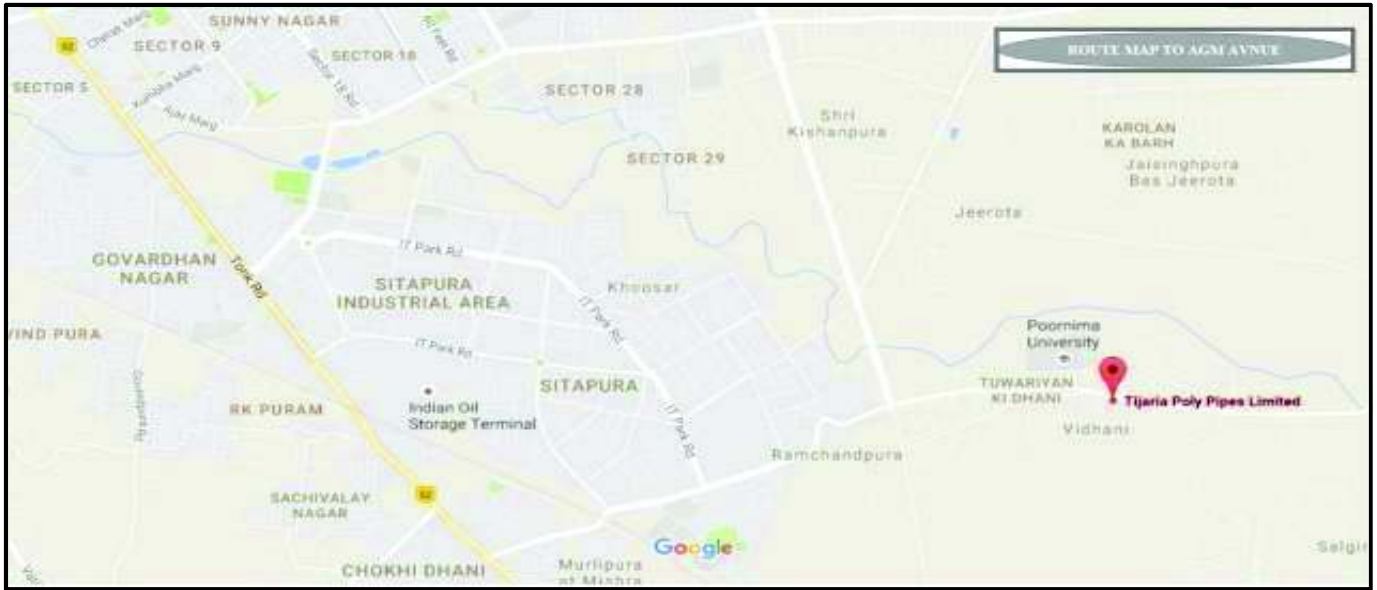
	Jaipur as Statutory Auditors and fix their remuneration.		
➤	Special Business-	For	Against
4	To ratify remuneration payable to Cost Auditor for the financial year 2017-18		
5	To consider and determine the fees for delivery of any document through a particular mode of delivery to a Member.		
6	To approve sale of undertaking u/sec. 180(1)(a) of the Companies Act, 2013.		
7	To approve related party transactions.		
8	To maintain register of members and other statutory registers at a place other than the registered office of the Company.		

Affix
revenue
stamp

Signed this ___ day of _____, 2017
 Signature of Shareholder
 Signature of Proxy holder(s).....

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at registered office of the Company at A-130(E), Road No 9D, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, not less than 48 hours before the commencement of the Meeting.
- 2) For the Resolutions and Notes, please refer to the Notice of 11th 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.



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