DATE:- 30th April, 2018

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

Scrip Code: 533629

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

Company Symbol: TIJARIA

Sub Allotment of 50,00, 000Convertible warrants to Promoter and promoter Group

Dear Sir/ Madam,

We would like to inform you that Board of Director of the Company in their meeting held on 05 April 2018 has allotted 50,00,000 Convertible warrants of Rs. 14.50/- to promoter and promoters Group pursuant to approval of member of the Company 23rd February 2018 and in – principal approval letter from BSE and NSE dated 27th March 2018 & 15th March 2018.

Pursuant to Section 42 of Companies Act, 2013 rule 14(3) of Companies (Prospectus and allotment of Securities) Rule, 2014 please find enclosed private placement offer document in form PAS-4 and list of allotees in Form PAS-5 as issued by the Company.

Kindly acknowledge receipt and oblige.

Thanking You,
Yours faithfully,

For Tijaria Polypipes Limited

Vasu Ajay Anand
Company Secretary

Regd. Office:
A-130 (E), Road No. 9-D, Vishwakarma Industrial Area
Jaipur-302013 (Raj.) India
Tel : 0141-2333722 • E-mail: info@tijaria-pipes.com
CIN - L25209RJ2006PLC022828

Works:
SP-1-2316, RIICO Industrial Area
Ramchandrapura, Sitapura Extn.
Jaipur-302022 (Raj.) India.

FORM PAS-4

PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

1. GENERAL INFORMATION

a. Name :TIJARIA POLYPIPES LIMITED
Registered office :A-130(E), ROAD NO 9D VISHWAKARMA INDUSTRIAL AREA JAIPUR RJ 302013
Corporate office : SP-1-2316 RIICO Industrial Area RamchandrapuraSitapuraExten. Jaipur 302022
Telfax no. : 91-141-2333722
Email ID : finance@tijaria-pipes.com
Website : www.tijaria-pipes.com

b. Date of incorporation of the Company :17/07/2006

c. Business carried on by the company, and subsidiaries with the details of branches or units, if any
The Company is engaged in the manufacturing of HDPE/PVC pipes, agricultural implements under the brand name "Vikas" and "Tijaria", mink blankets. The major customers of the company in pipe division are industries belonging to the infrastructure, irrigation, telecom sectors. Company's mink blanket are sold mainly in Haryana, Punjab States.

The Company does not have any subsidiary, branches or joint ventures.

d. Brief particulars of the management of the company:

The Company is managed by its Board of Directors which is headed by Mr. Alok Jain Tijaria, Managing Director of the Company. He is assisted by three Executive Directors designated as head of production, marketing and finance departments. Company Secretary and Compliance Officer look after all the legal compliances, listing regulations. At middle and ground level, employees are very well experienced and associated with the Company since a long time.

e. Names, addresses, DIN and occupations of the directors:

Name	Address	DIN	Occupation
Alok Jain Tijaria	F-32, Tijaria Kunj,Ghiya Marg, Bani Park, Jaipur-302016	00114937	Business

Vikas Jain Tijaria	F-32, Tijaria Kunj,Ghiya Marg, BaniPark, Jaipur-302016	00114978	Business
Praveen Jain Tijaira	F-32, Tijaria Kunj,Ghiya Marg, Bani Park, Jaipur-302016	00115002	Business
Vineet Jain Tijaira	F-32, Tijaria Kunj,Ghiya Marg, Bani Park, Jaipur-302016	00115029	Business
Ravi Prakash Jain	21/187 Kaveri Path Mansrover, Jaipur Rajasthan -302020	01388413	Business (Professional)
Vinod Patni	21/87 Kavari Path Mansarover Jaipur-302020	05249134	Advocate
Abhilasha Jain	80/37, Patel Marg Mansarover Jaipur-302020	06955963	Service
Devendra Sharma	H.No.16 Ganesh Vihar Colony, Sanganer, Jaipur 302029	07779352	Service

f. Management's perception of risk factors:

Company's operations in the current year and from the last six years have been in losses and management don't perceive that these losses may be wiped out in the near future.

Company's raw material for pipe division is one of a petro product, the price of which is very unpredictable and fluctuating depending upon the exchange rate and crude prices.

Company's raw material supply is from few suppliers. Any discontinuation or disruption of supply of raw material by these few suppliers may adversely impact business operations and financial conditions of the Company.

Company's credit facilities has been restructured by the Bank of India due to non-payment of dues. Any further requirement of working capital would be difficult to meet which may adversely impact business operations and financial conditions of the Company.

Company's customers are from infrastructure, telecom and irrigation sectors. Any slow-down in these sectors may adversely impact financial condition of the Company.

The credit facilities with Bank of India are not presently being rated by any independent credit rating agency.

There is legal case pending before Economic Offence Court, Jaipur against the directors and company for violations of the provisions of section 63, 68 and 628 of the Companies Act, 1956 which may adversely affect the business operations and financial conditions of the Company.

g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –

i. Statutorydues; - Company is regular in paying statutory dues.

ii. Debentures and interestthereon; - Company has not issued any debentures.

iii. Deposits and interestthereon; - Company has not taken any deposits.

iv. Loan from any bank or financial institution and interestthereon.

Company has availed working capital and term loan facility (referred to as 'credit facility) from Bank of India, Jaipur. The present credit facility has been classified by the Bank as 'NPA'. The Bank, thus, restructured the entire credit facility vide sanction letter dated 18.01.2017 wherein the repayment of the loan shall commence from 1 April, 2018 and interest is being served by the Company regularly except few payments.

h. Details of the compliance officer of the company for the private placement offer process:

Name	Vasu Ajay Anand
Designation	Company Secretary and Compliance Officer
Address	3/16, Telephone Exchange Building,VyashokaMohalla,Sanganer, Jaipur 302029
Phone no.	9351902300
Email ID	finance@tijaria-pipes.com

2. PARTICULARS OF THE OFFER

a. Date of passing of board resolution : January 29,2018

b. Date of passing of resolution in the general meeting authorizing the offer of securities : February 23,2018

c. Kinds of securities offered:
50,00,000 number of convertible warrants of Rs. 10 each being offered at a price of Rs. 14.50 each aggregating Rs. 7,25,00,000/-.

d. Price at which the security is being offered including the premium, if any,along with justification of the price
Convertible Warrants of Rs. 10 each are being offered at a price of Rs. 14.50 each including premium of Rs. 4.50 each.
The issue price has been determined in accordance with the pricing formula given in Regulation 76 of the SEBI (issue of Capital and Disclosure Requirements) Regulations, 2009. The price determined by the Valuer is Rs. 14.45 each.

e. Name and address of the valuer who performed valuation of the security offered:

Name of Valuer	T K Jain & Co. Company Secretaries M. No. 12076; CP No. 11274
Address	A-3, Ashok Vihar, Girdhar Marg, Malviya Nagar Jaipur 302017

f. Amount which the company intends to raise by way of securities : Rs.7,25,00,000/-

g. Terms of raising of securities:

The securities are being issued pursuant to section 62(1)(c), 42 and other applicable provisions of the Companies Act, 2013 on private placement basis to promoter and promoter group. The holder of the convertible warrants shall be entitled to apply for and get allotted one equity share of Rs. 10 each fully paid-up against each warrant within a period of 18 months from the date of allotment of convertible warrants. Persons entitled to apply for convertible warrants shall pay 25% of the consideration on or before the allotment of the warrants and the balance 75% consideration shall be paid at the time of exercising the option of conversion into equity shares of the company. Option of applying for conversion into equity shares shall lapse at the expiry of 18 months from the date of allotment and in that case, 25% consideration paid shall be forfeited. Other terms shall be as per the special resolution passed by the shareholders in their EGM on dated 23 Feb., 2018.

Duration, if applicable:
The duration of convertible warrants shall be 18 Months from the date of allotment. This will be the maximum duration within which the holder of the convertible warrants shall be entitled to get it converted into equity shares.

Rate of dividend or rate of interest : Not Applicable
Mode of payment and repayment : by banking channel

h. Proposed time schedule for which the offer is valid:

The offer is valid for a period of 15days from the date of approval obtained from both Stock Exchanges, namely BSE and NSE. In our case, we have obtained approval from NSE and BSE on Dated March, 15 2018 and March 27, 2018 respectively. Accordingly the offer is valid upto April 11, 2018.

i. Purposes and objects of the offer:
This object of the offer is for other general corporate purposes.

j. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;

S. No.	Name of the proposed allottees	Category	No. of equity shares to be issued	Pre issue shareholding	%	Post issue shareholding	%
1.	Vardhaman Jain Tijaria	Promoter	10,00,000	0	0	10,00,000	3.49

2.	Arhiant Jain Tijaira	Promoter	5,00,000	0	0	5,00,000	1.75
3.	Ramesh Jain Tijariya	Promoter	10,00,000	0	0	10,00,000	3.49
4.	Vratika Jain Tijaria	Promoter	5,00,000	0	0	5,00,000	1.75
5.	Tijaria Industries Limited	Promoter	20,00,000	6,504,030	27.53	8,504,030	29.71

This is being fully subscribed by the promoter and promoter group entities.

k. Principle terms of assets charged as security, if applicable: Not Applicable

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons:

- This offer has been proposed for promoter and promoter group entities to increase their stake in the company. Further, capital infused by the promoters in the company will be used for other general corporate purpose.

ii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed

Securities and Exchange Board of India (referred to as 'SEBI') in their interim order dated 28/12/2011 had imposed ban on dealing in securities market for a period of seven years. The order of SEBI was challenged before Securities Appellate Authority (referred to as 'SAT'). The ld. SAT reduced the condition of seven years into five years vide order dated 29/06/2016and the period of five years has already expired. The other conditions with respect to the refund of moneys etc. imposed vide interim order date 28/12/2011 was also waived in ld. SAT order dated 29/06/2016.

iii. Remuneration of directors (during the current year and last three financial years);

Particulars	**2017-18 (up to Feb, 18)**	**2016-17**	**2015-16**	**2014-15**

Remuneration of Directors:				
- Promoter	NIL	12,00,000	24,00,000	24,00,000
- Independent	94,000	76,000	64,000	80,000

*(*Remuneration of MD, WTD and Sitting fee of Independent Director)*

iv Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided:

Enclosed as **Annexure – A**

v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark:

Not applicable

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not),fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries.

There was no enquiry inspections or investigation initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of circulation of offer letter.

However, details of prosecution filed(whether pending or not), fines imposed, compounding of offences in the last three year immediately preceding the year of the offer letter are as under:

Sl. No.	**Particulars**	**Penalties / Punishment / Compounding of Offences**		
		Against Company	**Against Directors**	**Against Officers in Default**
1.	Section 292(1)(c) of the Companies Act, 1956	Tijaria Polypipes Limited	Promoter Directors of the Company	Company Secretary of the Company
	Brief description	Received ICD in excess of limit sanctioned in the Board meeting in the year 2011-12.		
	Details of penalty / punishment / compounding fee imposed	Penalty imposed and deposited.		

	Authority (RD / NCLT/ Court)	Economic Offence Court, Jaipur		
	Appeal made, if any.	No appeal Filed.		
2.	Section 58A of the Companies Act, 1956	Tijaria Polypipes Limited	Promoter Directors of the Company	Company Secretary of the Company
	Brief description	Acceptance of unsecured loan from directors where declaration was not properly stamped in the year 2010-11.		
	Details of penalty / punishment / compounding fee imposed	Penalty imposed and deposited.		
	Authority (RD / NCLT/ Court)	Economic Offence Court, Jaipur		
	Appeal made, if any.	No appeal Filed.		
3.	Section 292A (11) of the Companies Act, 1956	Tijaria Polypipes Limited	Promoter Directors of the Company	-
	Brief description	Conditions of constitution of Audit Committee was not complied in the year 2008-09		
	Details of penalty / punishment / compounding fee imposed	Penalty imposed and deposited.		
	Authority (RD / NCLT/ Court)	Economic Offence Court, Jaipur		
	Appeal made, if any.	No appeal Filed.		
4.	Section 211 (3A), 3(B) & 3(C) of the Companies Act, 1956 r/w AS-3 of ICAI	Tijaria Polypipes Limited	Promoter Directors of the Company	-
	Brief description	Non-compliance of AS-3 in the year ended 2007-08 and 2008-09.		
	Details of penalty / punishment / compounding fee imposed	Penalty imposed and deposited.		
	Authority (RD / NCLT/ Court)	Economic Offence Court, Jaipur		
	Appeal made, if any.	No appeal Filed.		
5.	Section 211 (3A), 3(B) & 3(C) of the Companies Act, 1956 r/w AS-18 of ICAI	Tijaria Polypipes Limited	Promoter Directors of the Company	-
	Brief description	Non-compliance of AS-18 in the year ended 2007-08 and 2008-09.		
	Details of penalty / punishment / compounding fee imposed	Penalty imposed and deposited.		
	Authority (RD / NCLT/ Court)	Economic Offence Court, Jaipur		
	Appeal made, if any.	No appeal Filed.		

Further, there is legal case pending before Economic Offence Court, Jaipur against the directors and company for violations of the provisions of section 63, 68 and 628 of the Companies Act, 1956.

vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company:
Not applicable

4. FINANCIAL POSITION OF THE COMPANY

(a) the capital structure of the company-

(i) (a) Authorized Share Capital

4,90,00,000 Equity Shares of Rs. 10 each aggregating Rs. 49,00,00,000/-

Issued, Subscribed & paid up Capital
2,36,26,579 equity shares of Rs. 10 each aggregating Rs. 23,62,65,790/-

(b) Size of present offer :
50,00,000 Convertible Warrants of Rs. 10 each at a price of Rs. 14.50 each

(c) Paid up Capital

(A) After the offer	:	NIL
(B) After Conversion of convertible Instrument s (if applicable)	:	Rs. 28,62,65,790/-
(C) Share Premium Accounts		
Before the offer	:	Rs. 556,490,320
After the offer	:	Rs. 578,990,320

(ii) Details of theexisting sharecapital ofthe Company:				
Date of Allotments	No. of Equity share allotted	Face Value	Issue Price	Form of Consideration
17.07.2006	1937124	10	10	Subscribers to theMOA
27.03.2007	100000	10	45	Cash
29.01.2008	2068010	10	60	Cash
18.08.2008	4105134	10	NIL	Bonus
21.07.2010	4105134	10	NIL	Bonus
17.08.2010	1307690	10	65	Cash
15.09.2010	3080	10	65	Cash
12.09.2011	10000407	10	60	Cash
Total	23626579			

(b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;

Head	**2016-17**	**2015-16**	**2014-15**
Profit Before tax	(209,183,692.92)	(146,002,598.92)	(91,523,266.55)
Provision for tax	-	-	-
Profit After tax	(209,183,692.92)	(146,002,598.92)	(91,523,266.55)

(c) Dividends declared by the company in respect of the said three financial years;

interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid):
Nodividends declared during last 3 Years.

Interest Coverage Ratio

	2016-17	2015-16	2014-15
A. Cash Profit after plus interest paid	-111345490.6	-28049699.4	43772669.45
B. Interest Paid	67346402.0	84503846.49	81615744.51
A/B	-1.65	-0.33	0.54

(d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

Particulars	As at 31st March, 2017 (Audited)	As at 31st March, 2016 (Audited)	As at 31st March, 2015 (Audited)
EQUITY AND LIABILITIES			
Shareholders' fund			
Share Capital	2362.66	2362.66	2362.66
Reserves & Surplus	1079.01	3170.85	4630.88
Non- current Liabilities			
Long term Borrowings	4397.45	2380.21	2832.56
Other non-current liabilities	24.89	24.91	50.82
Current Liabilities			
Short-term Borrowings	2316.77	2953.07	2105.65
Trade Payables	912.73	747.88	1069.89
Other Current Liabilities	390.07	1433.63	1499.97
Short-term Provisions	17.43	10.79	2.62
Total	**11501.01**	**13084.00**	**14555.05**
ASSETS			
Non-current Assets			
Fixed Assets			
Capital Work-In-Progress	-	129.60	118.06
Intangible Assets under development	-	6.59	6.59
Tangible Assets	5771.22	6541.16	7567.45
Long-term loans and advances	469.41	583.63	548.25
Other non-current assets	398.69	255.92	225.55
Current Assets			
Inventories	1869.00	2716.72	2396.00
Trade Receivables	2660.83	2479.04	3167.02
Cash and cash equivalents	196.12	44.92	129.80
Short-Term Loans and Advances	86.42	243.08	271.55
Other Current Assets	49.32	83.34	124.78
Total	**11501.01**	**13084.00**	**14555.05**

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter:
Annexure – B

(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company: No

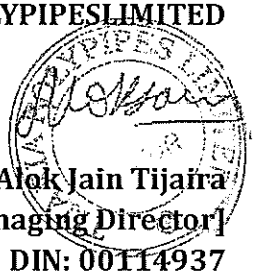
5. A DECLARATION BY THE DIRECTORS THAT-

a. the company has complied with the provisions of the Act and the rules made there under;
b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution number 09dated January 29, 2018 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

By Order of the Board
For TIJARIA POLYPIPESLIMITED



Alok Jain Tijaira
[Managing Director]
DIN: 00114937

Date: March 28, 2018
Place:Jaipur

Attachments:-

1. Annexure –ATransaction with related parties
2. Annexure- BAudited Cash Flow Statement
4. Annexure –CCopy of Shareholders Resolution

20. **Related Party Transactions :**
As per Accounting Standard-18 on "Related Party Disclosures", the transactions entered into with the related parties are disclosed below which were entered in the ordinary course of business:

1. **Key Management Personnel**
   a. Mr. Alok Jain Tijaria - Managing Director
   b. Mr. Vikas Jain Tijaria - Whole Time Director
   c. Mr. Praveen Jain Tijaria - Whole Time Director
   d. Mr. Vineet Jain Tijaria - Whole Time Director
   e. Mr. Vinod Sharma – Chief Financial Officer
   f. Mr. Satish Sharma – Company Secretary & Compliance Officer
2. **Companies under the same Management**
   a. Tijaria Industries Limited
   b. Tijaria International Limited
   c. Tijaria Vinyl Private Limited

(Amount in ₹)

Transaction with Related Party				
Description	Key Management Personnel		Companies controlled by Key Management Personnel & Their Relatives	
	For the year ended		For the year ended	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Remuneration/Salary	27,14,217	24,00,000	-	-
Rent Expenses	1,20,000	2,65,500		1,20,000
Loans & Advances Received		-		-
Loans & Advances paid		-		-
Unsecured Loan Received	4,05,18,284	1,64,46,000		27,50,000
Unsecured Loan paid	3,58,24,490	1,13,78,462	7,48,934	50,500
Dividend Paid		-		-
Outstanding Balance at the year end -		-		-
(Dr)/Cr		-		-
Loans & Advances		-		-
Unsecured Loan	1,46,53,794	99,60,000	2,26,84,835	2,34,33,769
Rent Payable	10,000	-		-
Remuneration/Salary Payable	23,69,942	-		-

21. All the figures are rounded off to the nearest rupee and the previous year figures have been reclassified in accordance with current year requirements.
Signature to Note 1 to 26 annexed to and forming part of the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date.

For and on behalf of the Board of Directors

For AGRAWAL JAIN & GUPTA
Chartered Accountants
FRN : 013538C

CA Nitesh Agrawal
Partner
M.No. 406155

Place : Jaipur
Date : 27.05.2015

Alok Jain Tiraria
Managing Director
DIN : 00114937

Vinod Sharma
Chief Financial Officer

Vineet Jain Tiraria
Executive Director
DIN : 00115029

Satish Sharma
Company Secretary

20. Related Party Transactions:

As per Accounting Standard-18 on "Related Party Disclosures", the transactions entered into with the related parties are disclosed below which were entered in the ordinary course of business:

1. **Companies under the Same Management:**
   a. Tijaria Industries Limited
   b. Tijaria International Limited
   c. Tijaria Vinyl Private Limited
2. **Key Management Personnel:**
   a. Mr. Alok Jain Tijaria - Managing Director
   b. Mr. Vikas Jain Tijaria - Whole Time Director
   c. Mr. Praveen Jain Tijaria – Whole Time Director
   d. Mr. Vineet Jain Tijaria - Whole Time Director
   e. Mr. Vinod Sharma – Chief Financial Officer
   f. Mr. Satish Sharma – Company Secretary & Compliance Officer
   g. Mr. Pankaj Kumar Jain – Chief Financial Officer
3. **Relatives to Key Management Personnel:**
   a. Mr. Ramesh Jain Tijaria
   b. Mr. Vardhman Jain Tijaria

(Amount in ₹)

Transaction with Related Party						
Description	Key Management Personnel		Companies controlled by Key Management Personnel & their relatives		Relatives of Key Management Personnel	
	For the year ended		For the year ended		For the year ended	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Remuneration/Salary	45,98,981	27,14,217	-	-	-	-
Rent Expenses	1,20,000	1,20,000	-	-	-	-
Sales	-	-	69,052	-	67,48,532	-
Unsecured Loan paid	5,49,09,794	3,58,24,490	1,86,028	7,48,934	-	-
Unsecured Loan Received	5,31,06,000	4,05,18,284	12,00,000	-	-	-
Outstanding Balance at the year end -						
(Dr)/Cr						
Remuneration/Salary	(1,53,207)	-	-	-	-	-
Remuneration/Salary	5,56,990	23,69,942	-	-	-	-
Rent Payable	30,000	10,000	-	-	-	-
Sales	-	-	-	-	2,00,642	-
Unsecured Loan	1,28,50,000	1,46,53,794	2,36,98,807	2,26,84,835	-	-

21. All the figures are rounded off to the nearest rupee and the previous year figures have been reclassified in accordance with current year requirements.
Signature to Note 1 to 24 annexed to and forming part of the Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date.

For and on behalf of the Board of Directors

For AGRAWAL JAIN & GUPTA
Chartered Accountants
FRN : 013538C

CA Nitesh Agrawal
Partner
M.No. 406155

Place : Jaipur
Date : May 30, 2016

Alok Jain Tiraria
Managing Director
DIN : 00114937

Vineet Jain Tiraria
Executive Director
DIN : 00115029

20. **Related Party Transactions:**

As per Accounting Standard-18 on "Related Party Disclosures", the transactions entered into with the related parties are disclosed below which were entered in the ordinary course of business:

a. Companies under the Same Management:

Tijaria Vinyl Private Limited
Tijaria Industries Limited

b.Key Managerial Personnel:

Mr. Alok Jain Tijaria - Managing Director
Mr. Vikas Jain Tijaria –Executive Director (Marketing)
Mr. Praveen Jain Tijaria – Executive Director (Production)
Mr. Vineet Jain Tijaria - Whole Time Director & Chief Financial Officer
Mr. Vasu Ajay Anand – Company Secretary & Compliance Officer

c. Relatives to Key Managerial Personnel:

Mr. Ramesh Jain Tijaria
Mr. Vardhman Jain Tijaria

(Amount in ₹)

Transaction with Related Party						
Description	Key Managerial Personnel		Companies controlled by Key Managerial Personnel & their relatives		Relatives of Key Managerial Personnel	
	For the year ended		For the year ended		For the year ended	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Remuneration/Salary	12,00,000.00	45,98,981.00	-	-	-	-
Rent Expenses	1,10,000.00	1,20,000.00	-	-	-	-
Sales	-	-	-	69,052.00	25,31,831.02	67,48,532.00
Purchase	-	-	-	-	7,571.00	-
Unsecured Loan paid	2,46,15,499.63	5,49,09,794.00	1,000.00	1,86,028.00	-	-
Unsecured Loan Received	3,06,00,000.00	5,31,06,000.00	-	12,00,000.00	-	-
Outstanding Balance at the year end -						
Remuneration/Salary payable	13,48,312.00	4,03,783.00	-	-	-	-
Rent Payable	1,39,000.00	30,000.00	-	-	-	-
Receivables	-	-	-	-	20,20,202.02	2,00,642.00
Unsecured Loan	1,88,34,500.37	1,28,50,000.00	2,36,97,807.00	2,36,98,807.00	-	-

21. All the previous year figures have been reclassified in accordance with current year requirements.

Signature to Note 1 to 25 annexed to and forming part of the Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date.

By Order of the Board of Directors

For Agrawal Jain & Gupta
Chartered Accountants
Firm No. 013538C

Vineet Jain Tijaria
Whole Time Director & CFO
DIN: 00115029

Alok Jain Tijaria
Managing Director
DIN: 00114937

CA. Nitesh Agrawal
Partner
Membership No. 406155
Place: Jaipur

Vasu Ajay Anand
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in ₹)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
A: Cash flow from operating activities		
Net profit/ (loss) before tax and extraordinary items	(209,183,692.92)	(146,002,598.79)
Adjustments for:		
Depreciation	97,838,202.34	117,952,899.38
(Profit)/loss on sale of fixed asset	(516.47)	470,999.89
Interest and borrowing cost	71,829,152.34	91,027,474.72
Operating profit before working capital changes	**(39,516,854.71)**	**63,448,775.20**
Adjustments for:		
(Increase)/decrease in trade receivables	(18,178,959.56)	68,798,098.43
(Increase)/decrease in inventories	84,771,388.13	(32,070,740.28)
(Increase)/decrease in other current and non current assets	(10,874,843.47)	1,107,278.31
(Increase)/decrease in long term and short term loans and advances	27,087,389.40	(690,813.00)
Increase/(decrease) in trade payables, other current and non current liabilities and provisions	(87,208,178.18)	(40,610,571.56)
Cash generated from operating activities	**(4,403,203.68)**	**(3,466,748.10)**
Tax paid		-
Net cash from/(used in) operating activities	**(43,920,058.39)**	**59,982,027.10**
B: Cash flow from investing activities		
Purchase of fixed assets & intangible assets including WIP	(9,073,606.20)	(18,711,670.24)
Proceeds from sale of fixed assets	1,849,288.17	1,762,588.73
Net cash from/(used in) investing activities	**(7,224,318.03)**	**(16,949,081.51)**
C: Cash flow from financing activities		
Repayment of long term borrowing	201,723,628.48	(45,235,322.98)
Repayment of short term borrowing	(63,630,018.03)	84,741,355.86
Interest & borrowing costs	(71,829,152.34)	(91,027,474.72)
Net cash from/(used in) financing activities	**66,264,458.11**	**(51,521,441.84)**
Net increase/ (decrease) in cash and cash equivalents	15,120,081.69	(8,488,496.25)
Cash and cash equivalents at the beginning	4,491,891.01	12,980,387.26
Cash and cash equivalents at the end	**19,611,972.70**	**4,491,891.01**
Notes to cash flow statement for the year ended March 31, 2017		
A: Cash and cash equivalents include the following balance sheet items:		
Cash in hand	815,840.00	1,071,316.00
Balances with banks		
In current accounts	18,796,132.70	3,420,575.01
Total	19,611,972.70	4,491,891.01

B: The above cash flow statement has been prepared under the indirect method as set out in accounting standard - 3 on cash flow statement.

For Agrawal Jain & Gupta

Chartered Accountants
FRN: 013538C

CA Nitesh Agrawal
Partner
M. No. 406155

Place: Jaipur
Date: May 29, 2017

For and on behalf of the Board of Directors

Alok Jain Tijaria
Managing Director
DIN: 00114937

Vineet Jain Tijaria
Whole time Director &
Chief Financial Officer
DIN: 00115029

Vasu Ajay Anand
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
A: Cash flow from operating activities		
Net profit/ (loss) before tax and extraordinary items	(146,002,598.79)	(91,523,266.55)
Adjustments for:		
Depreciation	117,952,899.38	135,295,936.00
(Profit)/loss on sale of fixed asset	470,999.89	(41,421,810.21)
Interest and borrowing cost	91,027,474.72	84,303,602.95
Operating profit before working capital changes	**63,448,775.20**	**86,654,462.19**
Adjustments for:		
(Increase)/decrease in trade receivables	68,798,098.43	(38,036,452.18)
(Increase)/decrease in inventories	(32,070,740.28)	(85,608,608.72)
(Increase)/decrease in other current and non current assets	1,107,278.31	17,815,659.84
(Increase)/decrease in long term and short term loans and advances	(690,813.00)	41,287.60
Increase/(decrease) in trade payables, other current and non current liabilities and provisions	(40,610,571.56)	137,412,021.64
Cash generated from operating activities	**(3,466,748.10)**	**31,623,908.18**
Tax paid	-	-
Net cash from/(used in) operating activities	**59,982,027.10**	**118,278,370.37**
B: Cash flow from investing activities		
Purchase of fixed assets & intangible assets including WIP	(18,711,670.24)	(14,990,727.00)
Proceeds from sale of fixed assets	1,762,588.73	125,073,975.50
Net cash from/(used in) investing activities	**(16,949,081.51)**	**110,083,248.50**

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
C: Cash flow from financing activities		
Proceeds from long term borrowing	-	-
Proceeds from short term borrowing	-	-
Repayment of long term borrowing	(45,235,322.98)	(40,470,654.12)
Repayment of short term borrowing	84,741,355.86	(96,607,019.30)
Interest & borrowing costs	(91,027,474.72)	(84,303,602.95)
Net cash from/(used in) financing activities	**(51,521,441.84)**	**(221,381,276.37)**
Net increase/ (decrease) in cash and cash equivalents	(8,488,496.25)	6,980,342.50
Cash and cash equivalents at the beginning	12,980,387.26	6,000,044.76
Cash and cash equivalents at the end	**4,491,891.01**	**12,980,387.26**

Notes to cash flow statement for the year ended March 31, 2016

A: Cash and cash equivalents include the following balance sheet items:

Cash in hand	1,071,316.00	1,846,727.04
Balances with banks		
In current accounts	3,420,575.01	11,133,660.22
Total	**4,491,891.01**	**12,980,387.26**

B: The above cash flow statement has been prepared under the indirect method as set out in accounting standard - 3 on cash flow statement.

For and on behalf of the Board of Directors

For AGRAWAL JAIN & GUPTA
Chartered Accountants
FRN : 013538C

CA Nitesh Agrawal
Partner
M.No. 406155

Alok Jain Tiraria
Managing Director
DIN : 00114937

Vineet Jain Tiraria
Executive Director
DIN : 00115029

Place : Jaipur
Date : May 30, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(Amount in ₹)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
A) Cash Flow from Operating Activities		
Net Profit/(Loss) before tax and extraordinary items	(9,15,23,266.55)	(10,19,26,025.00)
Adjustments for :		
Depreciation	13,52,95,936.00	10,42,74,206.00
(Profit)/loss on sale of fixed asset	(4,14,21,810.21)	-
Interest and borrowing costs	8,43,03,602.95	8,85,33,932.00
Operating Profit before Working Capital Changes	**8,66,54,462.19**	**9,08,82,113.00**
Adjustments for :		
(Increase)/decrease in trade receivables	(3,80,36,452.18)	14,59,93,336.00
(Increase)/decrease in inventories	(8,56,08,608.72)	(1,62,32,919.00)
(Increase)/decrease in other current and non current assets	1,78,15,659.84	14,19,857.00
(Increase)/decrease in long term and short term loans and advances	41,287.60	7,10,836.00
Increase/(decrease) in trade payables, other current and non current Liabilities and provisions	13,74,12,021.64	(13,75,37,782.00)
Cash generated from Operations	**3,16,23,908.18**	**(56,46,673.00)**
Tax paid (Including TDS)		
Net Cash from/(used in) Operating Activities	**11,82,78,370.37**	**8,52,35,440.00**
B) Cash Flow from Investing Activities		
Purchase of fixed assets & intangible assets including wip	(1,49,90,727.00)	(16,52,32,462.00)
Proceeds from sale of fixed assets	12,50,73,975.50	-
Net Cash from/(used in) Investing Activities	**11,00,83,248.50**	**(16,52,32,462.00)**

(Amount in ₹)

C) Cash Flow from Financing Activities		
Proceeds from long term borrowing	-	17,31,10,745.00
Proceeds from short term borrowing	-	5,31,39,860.00
Repayment of long term borrowing	(4,04,70,654.12)	(5,87,94,031.00)
Repayment of short term borrowing	(9,66,07,019.30)	(18,93,528.00)
Interest & borrowing costs	(8,43,03,602.95)	(8,85,33,932.00)
Net Cash from/(used in) Financing Activities	**(22,13,81,276.37)**	**7,70,29,114.00**
Net Increase /(Decrease)in Cash and Cash Equivalents	69,80,342.50	(29,67,908.00)
Cash and Cash Equivalents at the beginning	60,00,044.76	89,67,953.00
Cash and Cash Equivalents at the end	**1,29,80,387.26**	**60,00,045.00**

Notes to Cash Flow Statement for the year ended March 31, 2015

a) Cash and Cash Equivalents include the following Balance Sheet items:

Cash in hand	18,46,727.04	5,84,332.00
Balances with banks		
- In Current Accounts	1 ,11,33,660.22	54,15,713.00
	1 ,29,80,387.26	**60,00,045.00**

b) The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard - 3 on Cash Flow Statement.

For and on behalf of the Board of Directors

For AGRAWAL JAIN & GUPTA
Chartered Accountants
FRN : 013538C

CA Nitesh Agrawal
Partner
M.No. 406155

Alok Jain Tiraria
Managing Director
DIN : 00114937

Vineet Jain Tiraria
Executive Director
DIN : 00115029

Vinod Sharma
Chief Financial Officer

Satish Sharma
Company Secretary

Place : Jaipur
Date : 27.05.2015

Tijaria Polypipes Limited

TIJARIA®
AN ISO-9001:2000 CERTIFIED COMPANY
NATIONAL AWARD WINNER

Date: March 16, 2018

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF TIJARIA POLYPIPES LIMITED HELD ON FRIDAY, 23RD FEBRUARY, 2018 AT 4.30 PM AT SP-1-2316, RIICO INDUSTRIAL AREA, RAMCHANDRAPURA, SITAPURA EXTENSION, JAIPUR 302022

Item No. 4: Issue of Convertible warrants to Promoter/Promoter Group of the Company on preferential basis.

"**RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force) (the "Act") to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956 (as amended) (without reference to the provisions that have caused to have effect upon notification of provisions of the Act) and in accordance with the enabling Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011as amended the Foreign Exchange Management Act,1999, as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy dated June10, 2016(the "Foreign Exchange Regulations"),as amended and any other rules/ regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permission sand sanctions and which terms may be agreed to by the Board of Directors of the Company (the "Board", which term includes a duly constituted and authorized committee)and all such other approvals, consent of the Members of the Company be and is here by accorded to the Board to create, issue, offer and allot, in one or more tranches, up to maximum of 1,00,00,000 (One Crore) convertible warrants (the "Warrants") on a preferential basis to the members of the Promoter and/or Promoter Group of the Company ("Warrant Holder(s)" /"Proposed Allottee(s)), as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of `10/- (the "Equity Shares") each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at such price as may be arrived at in accordance with the SEBI (ICDR) Regulations and the Foreign Exchange Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the

Regulations (including Chapter VII thereof), the Foreign Exchange Regulations or other applicable laws in this respect.

RESOLVED FURTHER THAT the resultant Equity Shares to be allotted on conversion of Warrants in terms of this Resolution shall rank paripassu in all respects with the existing Equity Shares of the Company and shall be subject to Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms and conditions:

- The "relevant date" for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations,beingthedate30(thirty)days prior to the date of passing of this Resolution by the Members of the Company in Extraordinary General Meeting;

- The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI (ICDR) Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution in the Extraordinary General Meeting to approve the proposed preferential issue;

- In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 25% (Twenty Five Per cent) of the consideration payable against the Warrants, shall be paid by the Warrant Holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Per Cent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant;

- The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants;

- The Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s);

- If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited;

- In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;

- Upon exercise by Warrant Holder the option of conversion of any or all of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;

- The Warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and

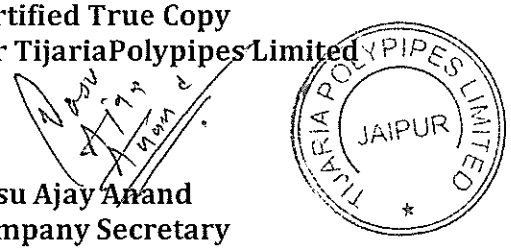
- The Warrants and Equity Shares allotted pursuant to conversion of such Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVEDFURTHERTHAT for the purpose of giving effect to above resolution, the Board and such other persons as maybe authorized by the Board, on behalf of the Company be and is here by authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and up on conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/ officials of the company to give effect to this Resolution."

Certified True Copy
For TijariaPolypipes Limited



Vasu Ajay Anand
Company Secretary

Add: SP-1-2316, RIICO Ind. Area
Ramchandrapura, SitapuraExtn.
Jaipur

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

Item No. 4

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the "Act") and other applicable provisions, if any, and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of Special Resolution is required for allotment of Warrants on preferential basis to Promoter / Promoter Group of the Company.

The relevant disclosures as required in terms of the Companies Act and SEBI (ICDR) Regulations are as under:

A. Object(s)of the issue through preferential issue:

The object of raising the equity share capital by issuing Warrants to the Promoter and / or Promoter Group is to other general corporate purposes. It is therefore proposed to offer maximum 1,00,00,000 (One Crores Warrants of `10/- each to the Promoter / Promoter Group of the Company on a preferential basis.

B. Proposal of the Promoters / Promoter Group of the Company to subscribe to the preferential issue:

The preferential issue of Warrants is being made to persons/entities belonging to the 'Promoter or Promoter Group' of the Company viz Mr.Alok Jain Tijaria is Chairman & Managing Director and Promoter, Mr. Vikas Jain Tijaria is the Executive Director and Promoter and Mr. Praveen Jain is the Executive Director Promoter, Mr. Vineet Jain Tijaria is Whole Time Director and CFO and Promoter, Tijaira Polypipes Limited Promoter and Other Promoter Group of the Company.

The shareholding pattern before and after the Preferential Issue would be as under:

	Pre-issue Shareholding Pattern as on 31 December 2017		Post-issue Shareholding after issue of Equity Shares under proposed preferential issue*	
Category	Total No. of Shares	% of Total Capital of Company Share the	Total Shares No. of Share	% of Total Share Capital of the Company
Shareholding of Promoters and Promoter Group				
Indian				
Alok Jain Tijaira	1596513	6.757	3346513	6.882
Vikas Jain Tijaira	1522425	6.444	3272425	6.730

Praveen Jain	1395246	5.905	3145246	6.468
Vineet Jain Tijaira	1295988	5.485	3045988	6.264
Anu Jain Tijaria	300	-	150300	0.309
Reema Jain	300	-	150300	0.309
Sonal Jain Tijaria	300	-	150300	0.309
Purnima Jain	300	-	300	0.001
Vardhman Jain Tijaria	0	-	200000	0.411
Arihant Jain Tijaira	0	-	50000	0.103
Ramesh Jain Tijaria	0	-	300000	0.617
Bodies Corporate	--	--	--	--
TIJARIA VINYL PVT LTD	1310770	5.548	1310770	2.696
TIJARIA INDUSTRIES LTD	6504030	27.528	8504030	17.488
Sub Total				
Foreign	--	--	--	--
Total Promoters & Promoters Group Shareholding (A)	13626172	57.673	23626172	48.587
Public Shareholding				
Institutions				
Financial Institutions/ Banks	0	0	0	0
Central govt./ State govt.	0	0	0	0
Qualified Institution Buyer	0	0	15000000	30.847
Non Institutions				
Bodies Corporate	0	0	0	0
Individual (Public)	9037451	38.251	9037451	18.585
NBFC	8000	0.034	8000	0.016
NRIs/OCBs				
Others	954956	4.042	954956	1.964
Total Public Shareholding (B)	10000407	42.327	25000407	51.413
GRAND TOTAL	23626579	100	48626579	100

*Assuming exercise by proposed allottees for conversion of all the Warrants.

C. The time within which the preferential allotment shall be completed:

The Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

D. Identity of the proposed allottees and percentage of post preferential issue capital that may be held:

The names of the allottees of the equity warrants proposed to be allotted and the percentage of the post preferential issue capital that may be held by them:

	Name of the proposed allottees	Category	Instruments to be allotted	No. of equity shares/ warrants to be issued	Preissue shareholding	%	Post issue shareholding	%
1	Alok Jain Tijaira	Promoter	Warrant	17,50,000	15,96,513	6.757	33,46,513	6.840
2	Vikas Jain Tijaira	Promoter	Warrant	17,50,000	15,22,425	6.444	32,72,425	6.688
3	Praveen Jain	Promoter	Warrant	17,50,000	13,95,246	5.905	31,45,246	6.428
4	Vineet Jain Tijaira	Promoter	Warrant	17,50,000	12,95,988	6.757	30,45,988	6.264
5	Anu Jain Tijaria	Promoter	Warrant	1,50,000	300	-	1,50,300	0.309
6	Reema Jain	Promoter	Warrant	1,50,000	300	-	1,50,300	0.309
7	Sonal Jain Tijaira	Promoter	Warrant	1,50,000	300	-	1,50,300	0.309
8	Vardhman JainTijaria	Promoter	Warrant	2,00,000	0	-	2,00,000	0.411
9	Arihant Jain Tijaira	Promoter	Warrant	50,000	0	-	50,000	0.103
10	Ramesh Jain Tijaira	Promoter	Warrant	3,00,000	0	-	3,00,000	0.617
11	TijariaIndustries Limited	Promoter	Warrant	20,00,000	65,04,030	27.528	85,04,030	17.488

*The pre preferential percentage of shareholding has been calculated on the basis of present equity share capital of company.

**The post preferential percentage of shareholding has been calculated on the basis of post emerging equity share capital of company assuming full conversion of all warrants to be allotted under present allotment.

TIJARIA POLYPIPES LIMITED JAIPUR

E. The details of the natural persons, who are the ultimate beneficial owners and having ultimate control over the companies to which the shares of the company proposed to be allotted are as follows:

Name and address of the Proposed Allottee	Category (Promoter / Non - Promoter)	Names of Untimate Beneficial Owners of the Proposed Allottee(s)	Address of Ultimate Beneficial Owners of the Proposed Allottees
Tijaria Industries Limited A-130(E), ROAD NO. 9 D V.K.I.AREA, JAIPUR RJ 302013	Promoter	Maya Jain Tijaria	F-32 Ghiya Marg, Bani Park Jaipur 302016 Rj

F. Pricing of the preferential issue:

The pricing of the Equity Shares to be allotted on conversion of Warrants to the entities/persons belonging to the Promoter Group of the Company on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

1) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 (twenty six) weeks preceding the relevant date; or

2) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 2 (two) weeks preceding the 'relevantdate'. The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations.

The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

G. Relevant Date:

The relevant date for the purpose of pricing shall be Wednesday, 24th January, 2018, being the date which is 30 (thirty) days prior to the date of passing of Special Resolution by the Members of the Company in Extraordinary general Meeting to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.

H. Auditors' Certificate:

The price at which the Warrants would be issued to companies belonging to Promoter Group of the Company cannot be exactly determined before issue of this Notice to the shareholders as the same depends on the average of the market prices prevailing in the preceding 2 (two) weeks or (26)

(twenty six weeks) of the 'relevant date' as per Regulation 76 of the SEBI (ICDR) Regulations. Auditors' certificate as required under Regulation 73(2) SEBI (ICDR) Regulations will be available for inspection at the registered office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday and public holidays from the Relevant Date (i.e. 24th January 2018) up to the last date for voting under (i.e.22 February 2018) and shall also be available at the date of declaration of result of the Extraordinary General Meeting.

I. Lock in Period:

- The Equity Shares to be allotted on a preferential basis to Promoters, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the ICDR Regulations.

- The Equity Shares allotted on a preferential basis to the Investor shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 78(2) of the ICDR Regulations.

- The entire pre-preferential allotment shareholding of Promoters and the Investor, if any, shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations

J. The time within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

K. Undertaking to re-compute the price, if required:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

L. Undertaking to put Equity Shares under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees

M. Basis of valuation of shares:

The Company is a listed company, hence the price of warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and hence the price of the Equity share is not required to be determined by a registered valuer.

N. Earlier allotment on preferential basis:

During the Financial Year 2017-18, the Company has not allotted any share/warrant on preferential basis.

O. Auditors Certificate

A copy of the certificate from M/s. Agarwal Jain & Gupta Co., Chartered Accountants, the statutory auditors of the Company, certifying that the above preferential issue of warrants is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 11.00 a.m. to 1.00 p.m., except on holidays, up to the date of the Extra Ordinary General Meeting. Copies of the above mentioned statutory auditor's certificate shall also be laid before the Extraordinary General Meeting.

The Board recommends the resolution as set out at Item No. 4 for approval of the shareholders as a Special Resolution. The Board at its meeting held on 29thday of January 2018 has approved the issue of Warrants on preferential basis and of Equity Shares on conversion of such Warrants on a Preferential Basis in the manner stated above subject to approval of the shareholders by way of Special Resolution.

None of the directors, Key Managerial Personnel or any Relative of any of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the above resolution except following:

Name of Relative	Nature of Relation/Interest	No. of Shares held
Alok Jain Tijaria	• Chairman & ManagingDirector • Promoter • BrotherofMr.VikasJainTijaria &Mr. Praveen Jain Tijaria& Mr. Vineet Jain Tijaira.	1596513
Vikas Jain Tijaria	• ExecutiveDirector • Promoter • Brother of Mr.Alok Jain Tijaria&Mr.Praveen Jain Tijaria& Mr. Vineet Jain Tijaira.	1522425
Praveen Jain	• ExecutiveDirector • Promoter • Brother of Mr.Alok Jain Tijaria&Mr.Vikas Jain Tijaria& Mr. Vineet Jain Tijaira.	1395246
Vineet Jain Tijaira	• Whole Time Director &CFO • Promoter • Brother of Mr.Alok Jain Tijaria&Mr.Praveen Jain Tijaria& Mr. Vikas Jain Tijaira.	1295988
Anu Jain Tijaria	• Spouse of Mr. Alok JainTijaria	300
Sonal Jain Tijaria	• Spouse of Mr. Vineet JainTijaria	300
Reema Jain	• Spouse of Mr. Vikas JainTijaria	300
Purnima Jain	• Spouse of Mr. Praveen JainTijaria	300
Tijaria Industries Ltd	• Company under SameManagement	6504030
Tijaira Vinyl Pvt Ltd	• Company under SameManagement	1310770

Tijaria Polypipes Limited

AN ISO-9001:2000 CERTIFIED COMPANY
NATIONAL AWARD WINNER

Certified True Copy
For TijariaPolypipes Limited

Vasu Ajay Anand
Company Secretary

Add: SP-1-2316, RIICO Ind. Area
Ramchandrapura, SitapuraExtn.
Jaipur

In continuation to above, a corrigendum to the explanatory statement of Item No. 4 of the Notice was duly informed to the members of the Company. The contents of the corrigendum was as under:

This Corrigendum to the Notice of Extra Ordinary General Meeting of the company scheduled to be held on February 23, 2018 is being issued by the company for the attention of the shareholders of the company and this Corrigendum should be read in continuation of and in conjunction with Notice of Extra Ordinary General Meeting dated January 29 2018 sent to the shareholders of the company on January 312018, unless otherwise specified.

Capitalized terms used but not defined in this Corrigendums hall have the same meaning assigned to such terms in the Notice of Extra Ordinary General Meeting dated January 29,2018 ,unless otherwise defined.

The shareholders of Tijaria Polypipes Limited are requested to note that the developments/amendments with respect to and inconnection with Notice of Extra Ordinary General Meeting dated January 29, 2018 are as under:

ItemNo.4 under Explanatory Statement of Notice of Extra Ordinary General Meeting dated January 29, 2018 should be read as under:

- **ProposaloftthePromoters/PromoterGroupoftheCompanytosubscribetothepreferentialissue:** The proposed preferential issue of Warrants is being made to persons/entities belonging to the 'Promoteror Promoter Group' of the Company viz Mr. Vardhaman Jain Tijaria, Promoter, Mr.Arihant Jain Tijaria is Promoter and Mr.Ramesh Jain Tijariya is Promoter, Ms. Vratika Jain Tijaira is Promoter, Tijaira Industries Limited Promoter and Other Promoter Group of the Company.

	Pre-issue Shareholding Pattern as on 31 December 2017		Post-issue Shareholding after issue of Equity Shares under proposed preferential issue*	
Category	Total No. of Shares	% of Total Capital of Company Share The	Total Shares No. of Share	% of Total Share Capital of the Company

		The		
Shareholding of Promoters and Promoter Group				
Indian				
Alok Jain Tijaria	1,596,513	6.76	1,596,513	3.66
Vikas Jain Tijaria	1,522,425	6.44	1,522,425	3.49
Praveen Jain	1,395,246	5.91	1,395,246	3.20
Vineet Jain Tijaria	1,295,988	5.49	1,295,988	2.97
Reema Jain	300	0.00	300	0.00
Purnima Jain	300	0.00	300	0.00
Sonal Jain Tijaria	300	0.00	300	0.00
Anu Jain Tijaria	300	0.00	300	0.00
Ramesh Jain Tijariya	-	-	1,000,000	2.29
Vardhaman Jain Tijaria	-	-	1,000,000	2.29
Arhiant Jain Tijaira	-	-	500,000	1.15
Vratika Jain Tijaria	-	-	500,000	1.15
Bodies Corporate	--		--	
Tijaria Vinyl Pvt Ltd	1,310,770	5.55	1,310,770	3.00
Tijaria Industries Ltd	6,504,030	27.53	8,504,030	19.49
Sub Total	**13,626,172**	**57.67**	**18,626,172**	**42.69**
Public Shareholding				
Institutions				
Institutions				
Financial Institutions/ Banks	-	-	-	-
Central govt./ State govt.	-	-	-	-
Qualified Institution Buyer	-	-	15,000,000	34.38
Non Institutions				
Bodies Corporate	-	-	-	-
Individual (Public)	9,037,451	38.25	9,037,451	20.72
NBFC	8,000	0.03	8,000	0.02
NRIs/OCBs				
Others	954,956	4.04	954,956	2.19
Total Public Shareholding (B)	**10,000,407**	**42.33**	**25,000,407**	**57.31**
GRAND TOTAL	**23,626,579**	**100.00**	**43,626,579**	**100.00**

TIJARIA POLYPIPES LIMITED JAIPUR

Tijaria Polypipes Limited

TIJARIA®
AN ISO-9001:2000 CERTIFIED COMPANY
NATIONAL AWARD WINNER

Certified True Copy
For Tijaria Polypipes Limited

Vasu Ajay Anand
Company Secretary

TIJARIA POLYPIPES LIMITED JAIPUR

Add: SP-1-2316, RIICO Ind. Area
Ramchandrapura, SitapuraExtn.
Jaipur

FORM PAS.5

(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014)

Record of a private placement offer to be kept by the company

Name of the Company : Tijaira Polypipes Limited
Registered Office of the Company: A-130(E), ROAD NO 9D VISHWAKARMA INDUSTRIAL AREA Jaipur RJ 302013 IN
CIN : L25209RJ2006PLC022828

DETAILS OF PRIVATE PLACEMENT OFFER:

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private Placement Offer Letter:

- Extra Ordinary General Meeting; February 23,2018
- NSE granted approval vide letter dated 15/03/2018
- BSE granted approval vide letter dated 27/03/2018

Amount of the offer:

- Rs. 7,25,00,000 (5000000 Convertible Warrants Rs 14.50 Per Share Warrants)

Date of circulation of private placement offer letter:

- Dated March 28, 2018

Following details (in a tabulate statement) of the persons to whom private placement offer letter has been circulated :-

S.No	Name	Father Name / Authorized	Address/ Registered Office	Email Id and Phone No.
1.	Vardhaman Jain Tijaria	Alok Jain Tijaria	F-32 Ghiya Marg Bani Park Jaipur 302016	vardhman@tijaria-pipes.com & 8290820000
2.	Arhiant jain Tijaria	Vikas Jain Tijaria	F-32 Ghiya Marg Bani Park Jaipur 302016	arihant@tijaria-pipes.com & 8290830000
3.	Ramesh Jain Tijariya	Daulatram Jain Tijaria	F-32 Ghiya Marg Bani Park Jaipur 302016	rameshjaintijaria @gmail.com & 8290950000
4.	Vratika Jain Tijaria	Alok Jain Tijaria	F-32 Ghiya Marg Bani Park Jaipur 302016	vratikafortune 1@gmail.com & 8290850000
5.	Tijaria Industries Limited	Vikas Jain Tijaria (Authorized Representative)	A-130(E), ROAD NO. 9 D V.K.I.AREA, JAIPUR RJ 302013	vikas@tijaria-pipes.com & 8290200000

For and on the behalf of Board
Tijaria Polypipes Limited

TIJARIA POLYPIPES LIMITED

Alok Jain Tijaira
Director
DIN: 00114937