Tijaria Polypipes Limited

TIJARIA®
AN ISO-9001:2008 CERTIFIED COMPANY
NATIONAL AWARD WINNER

Date: January 31, 2018

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 Extraordinary General Meeting

We enclosed herewith the Notice of Extraordinary General Meeting of the Company to be held on Friday 23th day of February 2018 at SP-1-2316 RIICO Industries Area, Sitapura Extension, Jaipur, Rajasthan 302022,

Please take the above information on records

Thanking you

Yours Faithfully
For Tijaria Polypipes Limited

Vasu Ajay Anand
Company Secretary

PIPING SOLUTIONS

Regd. Office : 112, First Floor, Krishana Square, Subhash Nagar Shopping Centre, Jaipur - 302 016, Rajasthan, INDIA
(TeleFax):- +91-141-4032300 • Email: info@tijaria-pipes.com, vikas@tijaria-pipes.com Web: www.tijaria-pipes.com
CIN - L25209RJ2006PLC022828

TIJARIA

Tijaria Polypipes Limited

Reg. office: A-130(E) Road No. 9D Vishwakarma Industrial Area Jaipur Rajasthan 302013
Telefax: 0141-4032300,CIN: L25209RJ2006PLC022828. Website. www.tiajria-pipes.com.
Email. investors@tijaria-pipes.com

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Member Tijaria Polypipes Limited will be held on Friday 23rd February 2018 at 4.30 p.m at plant address Sp-1-2316 RIICO industrial Area, Ramchandrapura Sitapura Exten, Jaipur, Rajasthan 302022totransactthefollowingbusinesses:

Special Business:

1. To consider and determine for Increase in Authorised Share Capital and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any ,of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorised Share Capital of the Company be and is share by increased from ₹ 25,00,00,000/- (Rupees Twenty-five Crore) divided into 2,500,00,00(Two Crores Fifty Lack)Equity shares of₹10/-(Rupee Ten Only) each to ₹**49,00,00,000**/- (Rupees Forty Nine Crore)divided into 4,90,00,000 (Twenty Four Crore Ninety Lakh) Equity shares of ₹ 10/- (Rupee Ten Only) each by creation of additional 2,40,00,000(Two Crore Forty Lakh) Equity Shares of ₹ 10/- (Rupee Ten only) each ranking pari passu in all respect with the existing Equity Shares."

RESOLVEDFURTHERTHAT for the purpose of giving effect to this resolution the Board (which expression shall also include a duly authorised Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.

2. To consider the Alteration of Capital Clause contained in the Memorandum of Association, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment the retoor re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting "Clause V" of the Memorandum of Association of the Company with the following new clause:

"(V) The Authorised Share Capital of the Company is ₹ 49,00,00,000/- (Rupees Forty Nine Crore) divided into 4,90,00,000 (Four Crore Ninety Lakh) Equity shares of ₹ 10/- (Rupee Ten Only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, in such manner as may for the time being be provided by the Articles of Association of the Company."

RESOLVEDFURTHERTHAT any Director and/or Company Secretary of the Company or any other Officer (s)/Authorised Representative(s) of the Company be and is here by authorised to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or arise in regard to or in connection with any such matter as they may in their absolute discretion, deem fit to give effect to the resolution."

3. To consider the issue of Securities and if deemed fit,to pass the following Resolution as a Special Resolution:

"RESOLVEDTHAT pursuant to the provisions of the Sections 41, 42, 62 and 71, and other applicable provisions, if any, ofthe Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act , 1956 to the extent that such provisionsoftheCompaniesAct,1956 have not been superseded by the Companies Act, 2013 (the" Companies Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India

or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009, as amended (the "SEBI ICDR Regulations"), the Listing Agreements entered into with the respective Stock Exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "FCCB Scheme"), as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with therules, regulations, guidelines, notification, circulars and clarifications issued from time to time by the Government of India("GOI"),the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Jaipur, Rajasthan (the"ROC"),the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may here in after constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted),either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 10/- each (Rupees Ten Only) (the "Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") Foreign Currency Convertible Bonds ("FCCBs") and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non- convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public and /or private offerings and/or preferential allotment basis, including without limitation through a Qualified Institutional Placement ("QIP") in accordance with Chapter VIII of SEBI ICDR Regulations, or any combination thereof or by issue of prospect us and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations)("QIBs")in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, in dividuals or otherwise),venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company(collectively referred to as the "investors"),as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rupees 30 Crores (Rupees Thirty Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc.As may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/ or other advisor(s) for such issue. The number and/ or price of Securities shall be appropriately adjusted for corporate actions such as bonus, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (Twelve)months from the date of approval of the shareholders of the Company by way of special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with the applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law

on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on a fully paid basis, and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous year.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decided to open the proposed issue of the Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations)are issued to QIBs under Chapter VIII if the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities becomes entitle to apply for the equity shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the convertible securities.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/ guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case maybe, and the pricing of any Equity Shares issued up on the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, and

b) Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank paripassu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of the governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon the conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking paripassu with the existing Equity Shares in all respect.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

RESOLVEDFURTHERTHAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s),determining the form and manner of the issue, including the class of investors whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments, and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provision of the Companies Act in respect of any Securities as may be required either on paripassu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the Lead Managers, or Other Authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or

approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodian, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVEDFURTHERTHAT subject to applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

4. To consider to issue Convertible Warrants to Promoter/Promoter Group of the Company on preferential basis, and if thought fit, to pass the following resolution as a Special Resolution:

"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, 2011asamendedtheForeignExchangeManagementAct,1999, as amended and the rules, regulations, notifications and circulars issuedthereunderandtheconsolidatedFDIPolicydatedJune10, 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 provisions of SEBI (ICDR) 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) Regulationsis,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 constaituted and authorised Committee of Directors or any one or more Directors/ officials of the company to give effect to this Resolution."

By Order of the Board of Directors
Tijaria Polypipes Limited

Place: Jaipur
Date: January 29, 2018

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, February 17, 2018 to Friday, February 23, 2018 (both days inclusive) for the purpose of Extraordinary 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. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.

10. Electronic copy of the Notice of the Extra Ordinary 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 Extraordinary General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.tijaria-pipes.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@tijaria-pipes.com
12. **Voting through Electronic means:**

    In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. Members have an option to vote through e-voting facility provided by Central Depository Services (India) Limited (CDSL). The Company has appointed Mr. 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 Extraordinary 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, February 20, 2018 and will end at 5:00 P.M on Thursday, February 22, 2018. 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. February 16, 2018, 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 February 16, 2018. 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. • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and sequence number in the PAN Field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's (Zeros') before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar and folio no. is 1 then enter RA00000001 in the PAN Field.
Date of Birth or Date of Incorporation or Bank Account Number	Enter the Bank Account Number or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company's records for the said demat account or enter folio no. in order to login. • In case both the details are not recorded with the Depository or the Company, please enter the number of shares held by you as on cut-off date in the Bank Account Number field.

h. After entering these details appropriately, click on "SUBMIT" tab.

i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k. Click on the EVSN for "TIJARIA POLYPIES LIMITED" on which you choose to vote.

l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

q. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.

r. Note for Non–Individual members and custodians

   i. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on 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 EOGM. 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 EOGM.

u. The Scrutinizer shall after the conclusion of the EOGM 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 EOGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.

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

As required by Section 102 of the Companies Act, 2013 (hereinafter referred as "the Act") the following Explanatory Statement sets out the material facts relating to the Special Business under Item no. 1 to 4 of the accompanying Notice Dated 29 January 2018

Item No. 1& 2

In order to broad base Capital Structure of the Company due to expansion of its capacity and to meet funding requirements of the Company and to enable the Company to issue further shares on a QIP/ Preferential basis, it is proposed to increase Authorised Share Capital of the Company from ₹ 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crores Fifty Lack Crore) Equity shares of ₹ 10/- (Rupee Ten only) each to ₹ 49,00,00,000/- (Rupees Forty Nine Crore) divided into 4,90,00,000(Four Corer Ninety Lakh Equity shares of ₹ 10/- (Rupee Ten only) each by creation of additional 2,40,00,000 (Two Crores Forty Lakh) Equity Shares of ₹ 10/- each ranking paripassu with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital clause in the Memorandum of Association of the Company be altered accordingly. The proposed increase of authorised Share Capital requires the approval of members of the Company in Extraordinary General Meeting under Sections 13, 61 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day, between 10.00 a.m. to 4.00 p.m.

Accordingly upon the increase in Authorised Share Capital, capital clause in the Memorandum of Association is proposed to be altered by way of Special Resolutions at item no. 2.

The Board of Directors recommends the resolutions as set out at item no. 1 & 2 for Members approval.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except to the extent of their shareholding in the Company.

ITEM NO. 3

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act 2013, any offer or issue of securities on the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The Listing agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Shareholders in an Extraordinary General Meeting decide otherwise.

Your Directors draw your attention to the fact that the Company requires additional capital in the future to meet the needs of its growing business, development of infrastructure for future growth,capital expenditure ,expansion/modernization of existing business including for long term working capital requirements ,repayment/servicing of existing debts, and for other approved general corporate objectives/purposes from time to time , and to augment the company's capital base and financial position. While it is expected that the internal generation of funds would partially finance the need for funds ,equity and debt raising would be another source of funds ,it is proposed to create ,offer,issue and allot securities as stated in the resolution at such price or prices , at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and whenever necessary in consultation with lead managers, either in one or more foreign currencies or equivalent Indian Rupees inclusive of such premium as may be determined by the Board . The Company intends to issue securities for an aggregate amount not more that Rupees

Crores (Rupees Thirty Crore Only) or its equivalent in one or more foreign currencies. This is an enabling Resolution and the Company will issue new securities, subject to applicable law and necessary compliances.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended (the "SEBI ICDR Regulations") as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above without the need for fresh approval from the shareholders.

Basis for Justification of Price:

The pricing of Securities to be issued to Qualified Institutional Buyers pursuant to chapter VIII of the SEBI ICDR Regulations shall be determined by the Board to such a price not being less than the price calculated in accordance with Chapter VIII the SEBI ICDR Regulations. The " Relevant date" for this purpose, in case of allotment of Equity Shares , will be the date when the Board decides to open the issue ,or, in case of convertible securities , either the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under the Chapter VIII of the SEBI ICDR Regulations . The resolution enables the Board of Directors to. In accordance with applicable laws, offer a discount of not more than 5% or such percentage under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Lead manger (s) appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable provision of law. The Equity Shares allotted or arising out of conversion of any securities will be listed on recognized Stock Exchanges subject to obtaining regulatory approvals. The offer /issue /allotment /conversion/redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing agreement entered into with the Stock Exchanges.

Section 62 of the Companies Act, 2013 and the provisions of listing agreements entered into with the stock exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to any person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries that may be appointed in relation to the issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules and regulations or guidelines.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except to the extent of their shareholding in the Company.

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	Pre issue 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 Jain Tijaria	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	Tijaria Industries 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.

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 'relevant

date'. 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 29day 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 & Managing Director • Promoter • Brother of Mr.Vikas Jain Tijaria& Mr. Praveen Jain Tijaria& Mr. Vineet Jain Tijaira.	1596513
Vikas Jain Tijaria	• Executive Director • Promoter • Brother of Mr.Alok Jain Tijaria& Mr. Praveen Jain Tijaria& Mr. Vineet Jain Tijaira.	1522425
Praveen Jain	• Executive Director • 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 Jain Tijaria	300
Sonal Jain Tijaria	• Spouse of Mr. Vineet Jain Tijaria	300
Reema Jain	• Spouse of Mr. Vikas Jain Tijaria	300
Purnima Jain	• Spouse of Mr. Praveen Jain Tijaria	300
Tijaria Industries Ltd	• Company under Same Management	6504030
Tijaira Vinyl Pvt Ltd	• Company under Same Management	1310770

By Order of the Board of Directors
Tijaria Polypipes Limited

Place: Jaipur
Date: January 29, 2018

Vasu Ajay Anand
Company Secretary

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,

Extraordinary 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 Extraordinary General Meeting of the Company held on Friday, February 23, 2018 at 04.30P.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

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 Extraordinary General Meeting (EOGM) 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 EOGM can print copy of this Attendance Slip.
3) Physical Copy of Notice of Extraordinary 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 Extraordinary General Meeting of the Company, to be held on Friday, 23 February 2018 at 04.30P.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 *	
➢	**Special Business-**	**For**	**Against**
1.	To consider and determine for increase in Authorized Share Capital		

2.	To consider the Alteration of Capital Clause contained in the Memorandum of Association of the Company		
3.	To consider the issue of Securities		
4.	To consider to the Issue Convertible Warrants to Promoter/ Promoter Group of the Company on preferential Basis		

Affix revenue stamp

Signed this ____day of _____, 2018
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 Extraordinary 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, SitapuraExtn.Jaipur-302022, Rajasthan