

Tijaria Polypipes Limited



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Sixth Annual General Meeting** of the Members of **TIJARIA POLYPIPES LIMITED** will be held at SP-1-2315-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extension, Jaipur -302022, on Monday, the 17th day of September, 2012 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2012 and Audited Statement of Profit and Loss for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Alok Jain Tijaria who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Santosh Kumar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED that Mr. Anand Prakash Jain, who was appointed as an Additional Director of the Company by the Board and who holds office under section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

"RESOLVED that Mr. Vinod Patni, who was appointed as an Additional Director of the Company by the Board and who holds office under section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

"RESOLVED that Mr. Sanjeev Kumar Mishra, who was appointed as an Additional Director of the Company by the Board and who holds office under section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received notice under Section 257 of the

Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

RESOLVED that pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 1956 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, approval of the members of the Company be and is hereby accorded by ratifying the variation in utilization of and in deployment schedule, of IPO proceeds, and all items and conditions of the documents/agreements /contracts specified in the prospectus dated 12.09.2011 and the Board of Directors (hereinafter called the "Board" which term shall include any committee authorised to exercise its powers including the powers conferred by this resolution), be and is hereby authorised to vary the terms, all items and conditions of the documents/agreements /contracts specified/ referred to in the prospectus dated September 12, 2011 filed by the company with the Registrar of Companies, Rajasthan, Jaipur (the prospectus) including to vary and /or revise the utilisation of the proceeds from the initial public offering (IPO) of equity shares made in pursuance of the said prospectus including but not limited to change in allocation, purposes, or in amount or in schedule of deployment.

RESOLVED further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters, and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any other officer(s) / authorised representative(s) of the Company to give effect to the aforesaid resolution.

By Order of the Board
For Tijaria Polypipes Limited


(Alok Jain Tijaria)
Managing Director

Date : 14th August, 2012
Place : Jaipur

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. A blank form of proxy is enclosed which, if used, should be returned to the Company duly filled up not later than forty eight hours before the commencement of the meeting duly stamped and signed. Proxies submitted on behalf

of limited companies, societies etc., must be supported by appropriate resolutions /authority, as applicable.

2. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of item no. 5 to 8 above, is annexed hereto. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange(s), of persons seeking appointment/re-appointment as Directors under Item Nos. 2, 3, 5, 6, and 7 of the Notice, are also annexed.
3. The Register of Members and Transfer Books of the Company will be closed from 14th, September , 2012 to 17th September , 2012, both days inclusive.
4. 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. Member holding shares in physical form is 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 & the particulars of NRE account with a bank in India, if not furnished earlier.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. 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. In order to save paper and the environment, ensure prompt supply of annual reports, notices etc. without loss in postal transit, we request you to please confirm your e-mail id at investors@tijaria-pipes.com for receiving annual reports, notices etc. in electronic mode. Clause 32 of the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. Members are requested to support this Green Initiative by registering their e-mail addresses for receiving electronic communications.

EXPLANATORY STATEMENT PURSUANT SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5 to 7:

The Board of Directors appointed Mr. Anand Prakash Jain, Mr. Vinod Patni and Mr. Sanjeev Kumar Mishra as Additional Directors of the Company with effect from April 16, 2012. As per the provisions of Section 260 of the Companies Act, 1956 read with Article 48 of the Articles of Association of the Company, the Additional Directors hold office only up to the date of this Annual General Meeting of the Company, and are eligible for appointment as Directors. The Company has received notices under Section 257 of the Companies Act, 1956 in respect of the candidates, proposing their appointment as Directors of the Company.

Mr. Anand Prakash Jain aged about 53 years is by qualification FCA, ACS and LLB. He is a practicing Chartered Accountant since last thirty years. He is also trustee in Bhagwan Mahaveer Cancer Hospital & Research Centre, Jaipur. Mr. Vinod Patni aged about 53 years is by qualification LLB. He is practicing as advocate in Jaipur in the area of Sales Tax since last twenty five years. Mr. Sanjeev Kumar Mishra aged about 42 years is by qualification FCA. He is a practicing Chartered Accountant in Jaipur since last fourteen years in the area of central excise and custom.

Keeping in view the experience and expertise of Mr. Anand Prakash Jain, Mr. Vinod Patni and Mr. Sanjeev Kumar Mishra, the Board considers it desirable that the Company should continue to receive the benefit of their rich experience and advice and accordingly commends the Resolutions at Item Nos. 5 to 7 respectively, for approval by the members.

Details regarding Mr. Anand Prakash Jain, Mr. Vinod Patni and Mr. Sanjeev Kumar Mishra have been given in the Annexure attached to the accompanying Notice.

Mr. Anand Prakash Jain, Mr. Vinod Patni and Mr. Sanjeev Kumar Mishra are concerned or interested in the Resolutions relating to their own appointment.

Item No.8

Your company had made IPO in terms of prospectus dated 12th September, 2011. IPO proceeds were planned at that point of time, to be utilised for and as per the envisaged implementation schedule mentioned in the said prospectus. However due to delay in implementation schedule, bad practical experience of service after sale in respect of imported machinery and changes in foreign exchange rates thereby buying Indian machinery instead of imported one, price escalation, necessity of changes in design of building as well as additional civil work, change in planning of miscellaneous fixed assets particularly electrical installation, utilisation varied from the planned one. Further amount was kept in temporary liquid mutual funds pending its utilisation for the project and was used for working capital requirement and repayment of borrowings. As on 31.3.2012 following was the utilisation :

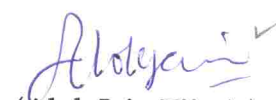
(Rs. in Lacs)				
Particulars	Planned as per Prospectus	Implementation upto March 31, 2012	IPO proceeds utilized upto March 31, 2012	Deviation, if any
Expansion cum Diversification Project Expenses	8997.00	6131.42	2338.77	
Preliminary & Capital Issue Expenses	495.00	404.08	404.08	
Pre-operative Expenses	215.00	360.95	360.95	(145.95)*
Provision for Contingencies	285.00	134.25	134.25	
Working Capital Margin	860.00	593.77	593.77	
Balance with Bank, fixed deposit and liquid investment	-	-	375.78	
Balance out of transfer to working capital limit (Pending for utilization)	-	-	1792.64	
Total	10852.00	7624.47	6000.24	

*Preoperative expenses increased due to delay in implementation of the project.

In prospectus also under the heading “ appraisal of the project” this fact of possibility of revision of expenditure and fund requirements, changes in estimates, rescheduling or revising the planned expenditure and increasing or decreasing the expenditure for a particular purpose, changes in estimated dates of completion of the project was stated.

Considering the above facts, your Board of Directors need more flexibility in the use of unutilised portion of IPO proceeds by authorising them to vary /revise the utilisation including but not limited to change in allocation , purposes, in amount or in schedule of deployment, in all items and conditions of the documents/ agreements / contracts specified/referred in the prospects dated 12.09.2011 and for the same your approval is required. Your approval is also needed by ratification of the variations incurred and actions taken, till now .

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


(Alok Jain Tijaria)
Managing Director

Date : August 14, 2012

Place : Jaipur

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Mr. Alok Jain Tijaria	Mr. Santosh Kumar	Mr. Anand Prakash Jain	Mr. Vinod Patni	Mr. Sanjeev Kumar Mishra
Date of Birth	March 4, 1968	July 1, 1960	August 15, 1959	June 26, 1959	June 6, 1970
Date of Appointment	July 20, 2006	July 21, 2010	April 16, 2012	April 16, 2012	April 16, 2012
Qualifications	B.Com.	LLB	FCA, ACS & LLB	LLB	FCA
Expertise in specific functional areas	Wide experience in Pipe and Business	Wide experience in legal matters	Accounts, Finance & Taxation	Sales Tax	Central Excise & Custom
Directorships held in other public companies (excluding foreign companies and section 25 companies)	1) Tijaria Industries Ltd. 2) Tijaria International Ltd.	Nil	Transcorp Housing Finance Ltd.	Nil	Nil
Memberships/ Chairmanships	Nil	Nil	Nil	Nil	Nil

of committees of other public companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)					
Number of shares held in the Company	1596513	Nil	Nil	Nil	700
Relationship with other Directors	Brother of Mr. Vikas Jain Tijaria, Mr. Praveen Jain Tijaria & Mr. Vineet Jain Tijaria	None	None	None	None

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