

Tijaria Polypipes Limited



Date: 03-09-2018

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

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

Scrip Code: 533629

Company Symbol: TIJARIA

Subject: Notice of 12th Annual General Meeting

Dear Sir/Ma'am

Pursuant to the applicable provisions of Securities Exchange Board of India, We wish to inform you that the meeting of members of the Company is scheduled to be held on Wednesday, 26th day of September 2018 at SP-1-2316 RIICO Industrial Area Ramchandrapura, Sitapura Extension, Jaipur 302022 at 11:30 AM to consider, approve various Ordinary and Special business of the Company for the year end 2017-2018.

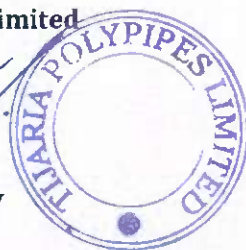
Further the Copy of Notice of Annual General Meeting is hereby attached.

Please take above on your records.

Thanking You

**Yours Faithfully
Tijaria Polypipes Limited**

**Vasu Ajay Anand
Company Secretary**



PIPING SOLUTIONS

Tel : 0141-2333722 • E-mail: info@tijaria-pipes.com
CIN - L25209RJ2006PLC022828

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **12th Annual General Meeting** of the Members of **TIJARIA POLYPIPES LIMITED** will be held on Wednesday, September 26, 2018 at 11.30 a.m. at SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Extension, Jaipur - 302 022 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. VikasJain Tijaria (DIN: 00114978) who retires by rotation and being eligible, offershimself for re-appointment.
3. To re-appoint M/s. Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C), as Statutory Auditors and fix their remuneration.

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

"RESOLVED that pursuant to the provisions of Section 139 and 142and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to resolution passed by the members at the 11th Annual General meeting (AGM) held on September 29, 2017 in respect of appointment of the auditors M/s Agrawal Jain & Gupta, Chartered Accountants, Jaipur (FRN: 013538C),till the conclusion of the 16th AGM of the company to be held in the year 2022 on such remuneration for the financial year 2017-18 as may be mutually agreed between the Board of Directors of the Company"

SPECIAL BUSINESS:

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

"RESOLVED that pursuant to Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹30,000/- (Rupees Thirty Thousand Only) plus GST as applicable and reimbursement of out of pocket expenses for the year ended March 31, 2018 as approved by the Board of Directors of the Company, to be paid to M/s Bikram Jain & Associates, Cost Accountants, (FRN: 101610), for conducting Cost Audit of the applicable products of the Company be and is hereby ratified and confirmed."

"RESOLVED FURTHER that the Board of Directors of the Company and / or any Committee thereof be and is hereby authorized to do all acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

5. **Appointment of Mr. Devendra Sharma (DIN:) who hold office up to date of ensuing general meeting as additional director, as an Independent director of the Company.**

"To consider and if through fit to pass with or without modification(s) the following resolution as an **ordinary resolution**"

RESOLVED that pursuant to the provision of section 149,152 and other applicable provision if any of the companies Act, 2013 read with schedule IV and the rules framed there under as amended from time to time, and listing agreement, Mr. Devendra Sharma (DIN:07779352) a non-executive independent director of the Company who was appointed as an additional director and holds office up to date of ensuing general meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act 2013 and who is eligible for appointment as an independent director of the Company be and is hereby appointed as an independent Director of the Company to hold office for five consecutive year for a term up to the date of 17th Annual General Meeting in the Calendar year 2023.

Place: Jaipur
Date:

By Order of the Board of Directors

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 Wednesday, September 19, 2018 to Wednesday, September 26, 2018 (both days inclusive) for the purpose of Annual General Meeting.
5. M/s. Sharex Dynamic (India) Private Limited is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
6. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, M/s Sharex Dynamic (India) Pvt. Ltd. to provide efficient and prompt services. Members holding shares in physical form are requested to intimate such changes to Registrar. Non-resident Indian members are requested to inform the company or its RTA or to the concerned DP's, the change in the residential status on return to India for permanent settlement and the particulars of NRE/NRO account with a bank in India, if not furnished earlier.
7. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
8. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10.00 a.m. to 5.00 p.m. except on holidays.
9. Queries on accounts and operations may please be sent to the Company 7 days in advance of the 12th Annual General Meeting so that the answers may be made available at the meeting.
10. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.
11. Electronic copy of the Notice of the 12th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 12th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website www.tijaria-pipes.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost.

For any communication, the shareholders may also send requests to the Company's investor email id: investors@tijaria-pipes.com

13. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. Members have an option to vote through e-voting facility provided by Central Depository Services (India) Limited (CDSL). The Company has appointed Ms. Srishti Mathur, Company Secretary (ICSI Membership No. 42220, PCS 16319) to act as a Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual general Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Managing Director or a person authorized by him in writing who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tijaria-pipes.com and on the website of CDSL and communicated to the Stock Exchanges where the shares of the Company are listed.

The instructions for members for e-voting are as under:

The e-voting period will commence at 10:00 A.M. on Saturday, September 22, 2018 and will end at 5:00 P.M. on Tuesday, September 25, 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. September 19, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 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:

- Log on to the e-voting website www.evotingindia.com during the voting period.
- Click on "Shareholders" tab.
- Now, select the "Tijaria Polypipes Limited" from the drop down menu and click on "SUBMIT".
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and click on Login.
- 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.
- If you are a first time user follow the steps given below:

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

	RA00000001 in the PAN Field.
Date of Birth or Date of Incorporation or Bank Account Number	<p>Enter the Bank Account Number or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company's records for the said demat account or enter folio no. in order to login.</p> <ul style="list-style-type: none"> In case both the details are not recorded with the Depository or the Company, please enter the number of shares held by you as on cut-off date in the Bank Account Number field.

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for "TIJARIA POLYPIES LIMITED" on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- r. Note for Non-Individual members and custodians
 - i. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on at 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 at athelpdesk.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 at athelpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- t. The facility for voting, either through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- u. The Scrutinizer shall after the conclusion of the AGM submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution and invalid votes and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, if any, to the Chairman of the Company or the person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

- v. As required by Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details of Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on Wednesday, September 26, 2018 are as under:

Name of Director	Mr. Vikas Jain Tijaria
Director Identification Number (DIN)	00115002
Date of Birth	19.11.1970
Nationality	Indian
Date of Appointment on Board	17.07.2006
Relationships between Directors Inter-se	Mr. Alok Jain Tijaria and Praveen Jain Tijaria and Vineet Jain Tijaria as brothers
Area of Experience	Business experience in Marketing as well as administration
Number of shares held in the Company	1522425
No of Directorship held in the other public companies as on 31.3.2018	Tijaria International Ltd. And Tijaria Industries Limited
Chairmanship / Membership of committees in other public companies as on 31.3.2018	NIL

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

Item No. 4

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

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

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

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board of Directors of the Company on 29 January 2018, have appointed Mr. Devendra Sharma (DIN:07779352) as an Additional Director of the Company, categorized as Independent, in terms of Section 149(6) of the Companies Act, 2013 and Compliance with the Listing Agreement.

The Nominations Committee has recommended the appointment of Mr. Devendra Sharma as Independent Director who shall not retire by rotation and to hold office for five consecutive years for a term up to the date of 17th Annual General Meeting in the Calendar year 2023.

Mr. Devendra Sharma joined Tijaria Polypipes Limited at the starting of calendar year 2018 as an Independent Director. His experiences as a young and dynamic talent are shared here and provided a glimpse into how he started his journey. In 2012, Devendra served as an advisor on India-based Software Company namely Compucom Software Limited, across a wide range of in-house sectors such as Finance, Technology and Consumer.

Recently, Mr. Devendra Sharma is associated with Ess Kay Fincorp Limited. In this role, Mr. Devendra Sharma led the capital markets, fund management, finance, and treasury functions at Ess Kay. He took the core strategy and business plan of Ess Kay to scale, developed strong relationships with capital markets investors, and built the fund management business from scratch.

Mr. Devendra Sharma is a co-founder of Arth Partners, Jaipur, where he is responsible for considering new business opportunities, acquisitions and potential investments across Indian Marketplaces.

Mr. Devendra obtained a bachelor of law degree from University of Rajasthan and an associated member of Institute of Company Secretaries of India.

Place: Jaipur

Date: August 30, 2018

Registered Office

SP- 1-2316 RIICO Industrial

Area Ramchandrapura Sitapura

Extension Jaipur 302022

Tele No. 91-141-2333722

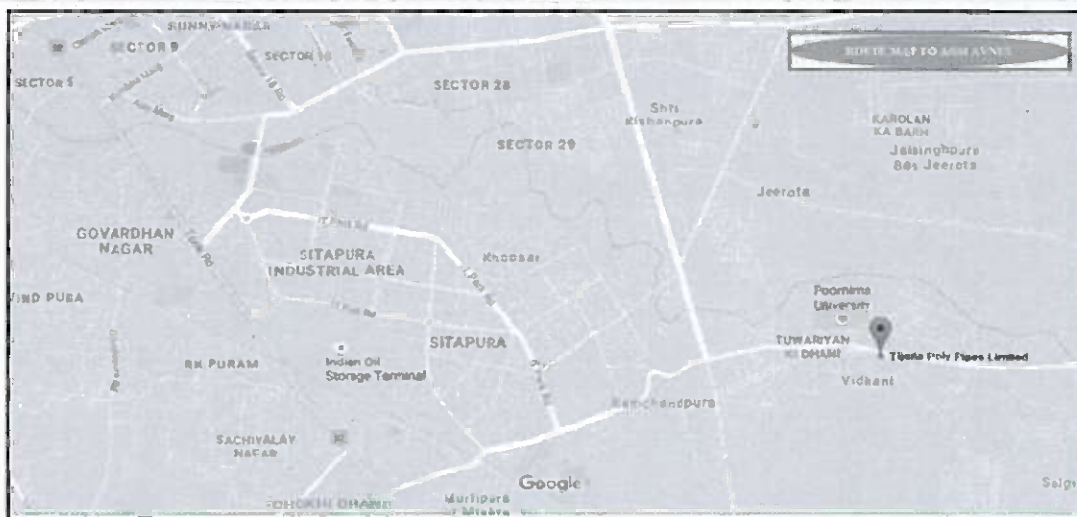
Email: - investors@tijaria-pipes.com

Website: - www.tijaria-pipes.com

By Order of the Board of Directors
Tijaria Polypipes Limited



Vasu Ajay Amand
Company Secretary



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