



HI-TECH PIPES LIMITED

(CIN: L27202DL1985PLC019750)

**Regd. Off.: 505, Pearls Omaxe Tower, Netaji Subhash Place, Pitampura, Delhi-110034
91-1148440050, www.hitechpipes.in: info@hitechpipes.in**

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, February 01, 2023	Thursday, March 02, 2023

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014(**‘Rules’**) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (**‘SEBI Listing Regulations’**) including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard-II on General Meetings (**‘SS-II’**) issued by Institute of Company Secretaries of India and circulars issued by the Ministry of Corporate Affairs (**‘MCA’**)vide its General Circular Nos. 11/2022 10/2022, 03/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 20/2020, 17/2020 and 14/2020 dated 28th December, 2022, 05th May, 2022, 14th December, 2021, 08th December, 2021, 23rd June, 2021, 31st December, 2020, 28th September, 2020, 15th June, 2020, 05th May, 2020, 13th April, 2020 and 08th April, 2020 respectively (collectively referred to as **‘MCA Circulars’**)and SEBI circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CMD2/CIR/P/202262 dated May 13, 2022 circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (Collectively Called as **‘SEBI Circulars’**) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of Hi-Tech Pipes Limited (**‘Company’**), by means of Ordinary Resolutions through postal ballot by way of remote electronic voting process (**‘e-voting’**).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars, the SEBI Circulars and SS-2, the Company has extended the facility of remote e-voting for its Members, to enable them to cast their votes electronically. The company has engaged the services of M/s. National Securities Depository Limited (NSDL) for facilitating e-voting. The communication of assent/dissent of the members on the resolution/s will only take place through the e-voting system. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company i.e.www.hitechpipes.in and on the website of stock exchange(s) i.e. National Stock Exchange of India and BSE Limited www.nseindia.com and www.bseindia.com respectively.

In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA), National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) (NSDL and CDSL collectively referred as “**Depositories**”)and whose email addresses are registered with the company/ Depository Participants/Depositories as on the **cut-off date** i.e. **Friday, January 27, 2023**.

The Board of Director of the Company (“**Board**”) has appointed Mr. Naveen Shree Pandey, Proprietor of M/s NSP & Associates, Practicing Company Secretary having C. P. No. 10937 and Peer Review Certificate No. 1797/2022, as Scrutinizer (“**Scrutinizer**”) to scrutinize the e-voting process in fair and transparent manner.

The Board of Directors of the Company now proposes to obtain the consent of the Members by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution, setting out material facts and the reasons for the Resolution, is also annexed.

SPECIAL BUSINESS:-

ITEM NO. 1 – APPROVAL OF SUB-DIVISION (SPLIT) OF EQUITY SHARES OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) read with Section 64 and any other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, subject to the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members of the Company be and is hereby accorded, for sub-division/split of the each Equity Share of the Company having face value of Rs. 10 (Ten) each into into 10 (Ten) Equity Shares of face value of Re 1/- (Rupee One only) each fully paid-up with effect from Record Date to be determined by the board of directors of the company for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the authorized, issued, subscribed and paid up equity shares of the Company having nominal value of Rs. 10/- each fully paid, existing on the Record date to be fixed by the Company shall stand sub divided into equity shares of nominal value Re. 1/- each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari-passu in all respects with the then existing equity shares with effect from the record date.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- each held in physical form (if any) shall be deemed to have been automatically cancelled with effect on and from the Record Date to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the

Company with equity shares of nominal value of Re. 1/- in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of Members who hold the equity shares in dematerialized form, the sub-divided equity shares of nominal value of Re. 1/- each shall be credited proportionately to the respective beneficiary account of the Members, with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares, whether in physical form or in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of Equity Shares without requiring the Board to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board in its absolute discretion may think fit and its decision shall be final and binding on all Members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to committee(s), such person or persons as may be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board in this regard.

RESOLVED FURTHER THAT any Director(s) or Company Secretary of the Company be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) sign and issue new Share Certificates of Equity Shares of the face value of Re. 1/- (Rupees One Only) each in lieu of the old/existing Share Certificates; (d) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (e) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

ITEM NO 2- ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder and the provision of Memorandum and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchange(s) or any other authority under any other Law for the time being in force, the consent of the members of the company be and is hereby accorded to alter the Authorized Share Capital of the Company from the present Rs. 24,00,00,000/- (Rupees Twenty Four Crore only) consisting of 2,40,00,000 (Two Crore Forty Lakhs) equity shares of Rs. 10/- (Rupee Ten) each to Rs. 24,00,00,000/- (Rupees Twenty Four Crore only) consisting of 24,00,00,000 (Twenty Four Crores) equity shares of Re. 1/- (Rupee One) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorized share capital of the Company is Rs.24,00,00,000/- (Rupees Twenty Four Crores Only) divided into 24,00,00,000 (Twenty Four Crores) Equity Shares of Re. 1/- each

RESOLVED FURTHER THAT any director and/or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

Date: January 28, 2023
Place: New Delhi
Registered Office:
505, Pearls Omaxe Tower,
Netaji Subjash Place,
PITAMPURA, Delhi -11

By the Order of the Board
Of Hi-Tech Pipes Ltd.

Ajay Kumar Bansal
Managing Director
DIN:01070123

NOTES:

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 setting out the material facts concerning items of businesses to be transacted is annexed hereto.
2. Notice is being sent electronically to the Members whose names appear on the registers of members/ list of beneficial owners as received from **Depositories** as on the cut-off date i.e. Friday, January 27, 2023 and who have registered their email addresses with the Company and/or with the Depositories.
3. This Postal Ballot is being conducted in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with Circulars issued by the MCA & SEBI.
4. In accordance with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and applicable Regulations of SEBI Listing Regulations, physical copies of the Notice will not be circulated and the members can vote through e-voting only.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same with the Depository Participants, where they maintain their demat accounts. It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter. Further, a person who is not a member of the Company as on the Cut-off date should treat this Notice for information purpose only.
6. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the

Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of National Securities Depositories Limited (NSDL) for the purpose of providing remote e-voting facility to all its Members.

7. The Notice is being uploaded on the website of the Company i.e., at www.hitechpipes.in and on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock exchange(s), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

8. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company.

9. The e-voting period commences on Wednesday, February 01, 2023 (9.00 a.m.) and ends on Thursday, March 02, 2023 (5:00 p.m.). The E-voting module shall be disabled by NSDL for voting after 5:00 pm on Thursday, March 02, 2023.

10. Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in this behalf.

11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / beneficial owner as on Friday, January 27, 2023.

12. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e. Thursday, March 02, 2023.

13. The Board of Directors has appointed Sh. Naveen Shree Pandey, Proprietor of M/s. NSP & Associates, Company Secretary in practice, having C.P. No. 10937 as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

14. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.

15. The result of the voting on resolution passed by Remote e-voting will be declared on or before March 04, 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the websites of the Company i.e. www.hitechpipes.in and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolutions.

16. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, pursuant to Section 113 of the Act, to the Company at cs@hitechpipes.in.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote

18. As per SEBI circular dated 03/11/2021, every shareholder who are holding shares in physical form (if any) is mandatorily required to register their PAN, Bank detail, Mobile number, E-mail id and nomination otherwise their holding will be frozen and after 6 December 2025 all these shares will be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. However 100% Equity Shares by the company is in dematerialized form.

19. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for electronic inspection from the date of circulation of this Notice upto the last date specified for the e-voting i.e. Thursday, March 02, 2023. Members seeking to inspect may visit the website of the Company: www.hitechpipes.in

20. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990. Further any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. Arun Kumar, Company Secretary at: Email id: cs@hitechpipes.in, phone no.:-+91-011- 48440050 or to the Registrar and Transfer Agent, Bigshare Services Private Limited, at T302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019 Tel: 011- 42425004, e-mail: investor@bigshareonline.com, phone no. +91-022-6263 8200

21. The instructions and other information relating to e-voting are as under :

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@corpsmith.org with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre- Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@hitechpipes.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@hitechpipes.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed
5. Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 & 2 of the accompanying Notice:

Item No 1&2: (ORDINARY RESOLUTION)

The Members may take note that presently the Authorised Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crores Only) consisting of 2,40,00,000 equity shares of Rs. 10/- (Rupees Ten Each only) each which is now proposed to be amended as given below:

V. The Authorized share capital of the Company is Rs.24,00,00,000/- (Rupees Twenty Four Crores Only) divided into 24,00,00,000 (Twenty Four Crores) Equity Shares of Re. 1/- each"

The operations of the Company have grown significantly during the years, which have generated considerable interest in the Company's equity shares in the market. Equity shares of the Company are listed and are being traded on National Stock Exchange of India Limited and BSE Limited. In order to improve the liquidity of the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide existing 1 equity share of face value of Rs. 10/- into 10 equity shares of the face value of Re. 1/- each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board, after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on 28th January 2023, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 1 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company as set out under item no. 2 of this Notice. Pursuant to Sections 13, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of **Ordinary Resolution** is required for sub-division and carrying out amendment to the existing capital clause of the Memorandum of Association of the Company.

None of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

Date: January 28, 2023
Place: New Delhi
Registered Office:
505, Pearls Omaxe Tower,
Netaji Subjash Place,
PITAMPURA, Delhi -11

By the Order of the Board
Of Hi-Tech Pipes Ltd.

Ajay Kumar Bansal
Managing Director
DIN:01070123