

HI-TECH PIPES LTD.

CIN: L27202DL1985PLC019750

Registered office: 505, PEARLS OMAXE TOWER, NETAJI SUBHASH PLACE,
PITAMPURA, NEW DELHI-110034

Website: www.hitechpipes.in Email: info@hitechpipes.in Tel.: +91-11-48440050 Fax: +91-11-48440055

NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of Hi- Tech Pipes Limited will be held on Monday September 25, 2017 at 11:30 A.M at Punjabi Bagh Club, Ring Road, Punjabi Bagh, New Delhi - 110026 to transact, the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement (Including the Consolidated Financial Statement) of the company for the financial year ended March 31, 2017; the Reports of Board of Director's and Auditors' thereon.
2. To declare Dividend of Rs. 25/- paisa per equity share for the Financial Year ended on March 31, 2017.
3. (i) Appointment of Statutory Auditors to fill the casual vacancy:

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, 140 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s A.N. Garg & Co., Chartered Accountants, Delhi, having Firm Registration No. 004616N, as a Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of M/s N.C. Aggarwal & Co., Chartered Accountants, previous auditors of the Company, be and is hereby approved on such terms and conditions as may be mutually decided between Board of Directors of the Company and M/s A.N. Garg & Co., Chartered Accountants.

(ii) Appointment of Statutory Auditor

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 other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s A.N. Garg & Co., Chartered Accountants, Delhi, having Firm Registration No. 004616N, who was appointed in the Board

Meeting dated 10th August, 2017, in casual vacancy caused by resignation of M/s N.C. Aggarwal & Co., Chartered Accountants, Statutory Auditor, be and is hereby re-appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting of the Company, subject to the ratification by members in each annual general meeting, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in supersession of earlier resolution passed by the members of the Company in its 28th Annual General Meeting held on September 29, 2012 and pursuant to section 196, 197, 198 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including the statutory modification or re-enactment thereof for the time being in force) and subject to the provisions of memorandum and article of association of the Company, listing agreement entered into by the Company with stock exchange and/ or approval of any appropriate authority(s) under any other applicable laws, rules and regulations for the time being in force and amended from time to time and further subject to such other terms and conditions, stipulation and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (hereinafter referred to as “The Board” which terms shall be included Nomination and Remuneration Committee and\ or any other committee thereof for the time being and from time to time, to which all or any of the power hereby conferred on the Board by this resolution may have been delegated), be and is hereby authorized to accept and further subject such conditions and modification as may be considered appropriate from time to time, during the term of Re-appointment, by the Board of Company, the consent of the Board be and is hereby accorded to re-appoint Mr. Ajay Kumar Bansal, Managing Director of the Company, for a period of Five years commencing from 01st October, 2017 on the following existing terms and conditions:

REMUNERATION: -

- I. **SALARY:** Rs.5,00,000/- p.m. or Rs. 60,00,000/- p.a.
- II. **PERQUISITES:** Perquisites shall be allowed in addition to salary restricted to an amount equal to the annual salary or Rs.60,00,000/- per annum.

- a) **Medical Reimbursement:** Expenses incurred for Managing Director and their respective family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- b) **Club Fees:** Including entrance and subscription of maximum of two clubs together with the benefit of all expenses incurred towards the business of the Company.
- c) **Leave Travel Concession:** For self and family, once in a year incurred in accordance with rules of the company.
- d) **Personal Accident Insurance:** Premium for self and family as per the rules of the Company for life, personal and accidental insurance.
- e) **Contribution to the Provident Fund:** Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- f) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two year by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India with the managerial person.
- g) **Gratuity:** Payable shall not exceed half a month's salary for each completed year of service, subject to the maximum ceiling limit of exemption under the Income Tax Act applicable at that time.
- h) **Encashment of leave:** At the end of the tenure.

Provision of car: for use on the Company's business car and telephone at resident will not be considered as perquisite. Personal Long Distance call on telephone and use of car for personal purpose shall be billed by the company to the Managing Director.

FURTHER RESOLVED THAT other terms and conditions of appointment of Mr. Ajay Kumar Bansal shall be as per the rules and policies of the Company applicable to all the employees of the Company.

FURTHER RESOLVED THAT the Board may, from time to time, vary or modify the above terms including remuneration as it thinks fit during the tenure of re-appointment, provided however that such variation is within as per the provisions/ Limit laid down under the Companies Act, 2013 and rules made thereunder.

FURTHER RESOLVED THAT subject to the schedule V of the Companies Act, 2013 the aforesaid remuneration shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum salary and perquisites to Mr. Ajay Kumar Bansal in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take all such necessary action for giving effect to aforesaid."

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in supersession of earlier resolution passed by the members of the Company in its 28th Annual General Meeting held on September 29, 2012 and pursuant to section 196, 197, 198 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including the statutory modification or re-enactment thereof for the time being in force) and subject the provisions of memorandum and article of association of the Company, listing agreement entered into by the Company with stock exchange and/ or approval of any appropriate authority(s) under any other applicable laws, rules and regulations for the time being in force and amended from time to time and further subject to such other terms and conditions, stipulation and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (hereinafter referred to as "The Board" which terms shall be included Nomination and Remuneration Committee and\ or any other committee thereof for the time being and from time to time, to which all or any of the power hereby conferred on the Board by this resolution may have been delegated), be and is hereby authorized to accept and further subject such conditions and modification as may be considered appropriate from time to time, during the term of Re-appointment, by the Board of Company, the consent of the Board be and is hereby accorded to re-appoint Mr. Anish Bansal, Whole-Time Director of the Company, for a period of Five years commencing from 01st October, 2017 on the following existing terms and conditions:

REMUNERATION: -

- I. **SALARY:** Rs.3,00,000/- p.m. or Rs. 36,00,000/- p.a.
- II. **PERQUISITES:** Perquisites shall be allowed in addition to salary restricted to an amount equal to the annual salary or Rs.36,00,000/- per annum.
 - a. **Medical Reimbursement:** Expenses incurred for Director and their respective family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
 - b. **Club Fees:** Including entrance and subscription of maximum of two clubs together with the benefit of all expenses incurred towards the business of the Company.
 - c. **Leave Travel Concession:** For self and family, once in a year incurred in accordance with rules of the company.
 - d. **Personal Accident Insurance:** Premium for self and family as per the rules of the Company for life, personal and accidental insurance.
 - e. **Contribution to the Provident Fund:** Superannuation Fund or Annuity Fund will not

be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- f. **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two year by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India with the managerial person.
- g. **Gratuity:** Payable shall not exceed half a month's salary for each completed year of service, subject to the maximum ceiling limit of exemption under the Income Tax Act applicable at that time.
- h. **Encashment of leave:** At the end of the tenure.

Provision of car: for use on the Company's business and telephone at resident will not be considered as perquisite. Personal Long Distance call on telephone and use of car for personal purpose shall be billed by the company to the Managing Director.

FURTHER RESOLVED THAT other terms and conditions of appointment of Mr. Anish Bansal shall be as per the rule and policies of the Company applicable to all the employees of the Company.

FURTHER RESOLVED THAT the Board may, from time to time, vary or modify the above terms including remuneration as it thinks fit during the tenure of re-appointment, provided however that such variation is within as per the provisions/ Limit laid down under the Companies Act, 2013 and rules made thereunder.

FURTHER RESOLVED THAT subject to the schedule V of the Companies Act, 2013 the aforesaid remuneration shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum salary and perquisites to Mr. Anish Bansal in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take all such necessary action for giving effect to aforesaid."

- 6. To consider and if thought fit, to pass with or without modification(s) the following resolution a **Special Resolution:**

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders at the Annual General Meeting held on 29th September, 2016 and subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act ('Act') and the Article of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Director [herein after referred as 'The Board' and shall be deemed to include any

committee thereof for the time being exercising the powers conferred on them by this resolution or such delegatee, which the Board may constitute to exercise its power] of the Company, to borrow any sum or sums of money [including any nonfund based facilities and/or Deposits and /or Debentures (secured or unsecured) or such other instrument], as and when required, for the business of the company from, including without limitation, one or more , Bank(s) and/or Financial Institution and/or other persons , firms, bodies corporate, whether in India or abroad , notwithstanding the money so borrowed together with the money already borrowed (apart from the temporary loan obtained from the Company's Bankers in the ordinary course of business) may at any time exceed aggregate of the paid up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) therefore for the time being in force, M/s. S. Shekhar & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorise to do all acts, deeds, things and take all such steps as necessary / proper or expedient to give effect to this Resolution."

**For and on behalf of the Board
For Hi-Tech Pipes Limited**

**Sd/-
Ajay Kumar Bansal
Chairman and Managing Director
(DIN: 01070123)**

Place: New Delhi
Date: 10/08/2017

REGISTERED OFFICE:
505, Pearls Omaxe Tower,
Netaji Subhash Place, New Delhi-110034

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business as set out in the notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, STAMPED AND SIGNED MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM FOR THE AGM IS ENCLOSED HERewith.**

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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Sunday & Public Holidays, between **11.00 a.m. to 1.00 p.m.** up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 20, 2017 to September 25, 2017** (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DPIN in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts or operations of the Company are requested to address their queries in writing to the Company at an early date, so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, BigShare Services Private Limited, for assistance in this regard.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form with Depository Participants. Members holding shares in the dematerialized form may contact their Depository Participant for recording nomination in form may contact their Depository Participant for recording nomination in respect of their shares.
13. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013, read with relevant Rules made thereunder, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/ her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/ she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the

Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013, read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.hitechpipes.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office 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, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: cs@hitechpipes.in

17. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then they cannot vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

18. The E-voting period for all items of business contained in this Notice shall commence from **Friday the 22nd September, 2017 at 9.00 a.m.** and will end on **Sunday the 24th September, 2017 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **19th September, 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 any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **19th September, 2017**.

19. The Board of Directors has appointed **M/s. Arun Kumar Gupta & Co., Company Secretaries**, as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

20. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.

21. The Scrutinizer shall immediately after the conclusion

of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's Report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

22. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company .

23. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on Friday, the 22nd September, 2017 at 9.00 a.m. and ends on Sunday the 24th September, 2017 at 5.00 pm. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- iv) Click on Shareholders.
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.

- viii) 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 (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant Hi-Tech Pipes Limited on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.

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

- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

- xxi) 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

**For and on behalf of the Board
For Hi-Tech Pipes Limited**

**Sd/-
Ajay Kumar Bansal
Chairman and Managing Director
(DIN: 01070123)**

Place: New Delhi
Date: 10/08/2017

REGISTERED OFFICE:
505, Pearls Omaxe Tower,
Netaji Subhash Place, New Delhi-110034

HI-TECH PIPES LTD.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

ITEM No. 3

APPOINTMENT OF M/S A. N. GARG & CO., CHARTERED ACCOUNTANT AS STATUTORY AUDITORS AND RE-APPOINTMENT THEREOF.

M/s. N.C. Aggarwal & CO., Chartered Accountants, existing auditors of the Company had tendered their resignation from the position of Statutory Auditor due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Accordingly the Board proposes that M/s. A.N. Garg & Co., Chartered Accountants, Delhi, be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. N.C. Aggarwal & CO., Chartered Accountants. A.N. Garg & Co., Chartered Accountants, Delhi, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. The appointment of Statutory Auditor caused by resignation of existing auditor needs to be approved by members of the Company within a period of 3 months from the recommendation of the Board. Hence the resolution for appointment of M/s. A.N. Garg & Co., Chartered Accountants as Statutory Auditor of the Company is proposed in this Annual General Meeting for the consent of the members. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM No. 4

RE-APPOINTED OF MR. AJAY KR. BANSAL AS MANAGING DIRECTOR OF THE COMPANY.

Mr. Ajay Kumar Bansal was appointed as Managing Director w.e.f. 1st October, 2012 for a period of Five(5) Years i.e. upto September 30, 2017.

Mr. Ajay Kumar Bansal has tendered valuable services to the Company during his tenure. A brief profile of Mr. Ajay Kumar Bansal has been given in Director's Report forming part of this Annual Report.

Having regard to the valuable services rendered to the Company by him, Nomination and Remuneration committee recommended to re-appoint Mr. Ajay Kumar Bansal as Managing Director.

In terms of the provisions of Section 196, 197, 198 read with schedule V and any other applicable provisions, if, any, of the Companies Act, 2013 and rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (hereinafter referred as 'Act'), the aforesaid matter requires approval of the members by way of special resolution is being sought for giving effect to the above.

The terms of re-appointment including remuneration are as per the proposed resolution giving in the Notice of Annual General Meeting forming part of this Annual Report.

A copy of draft Appointment letter of Mr. Ajay Kumar Bansal is available for inspection by the members on any working day from 30th August, 2017 to 22nd September, 2017 between 1400 Hrs. to 1600 Hrs. at the registered office of the Company.

The Board recommends item No. 4 regarding the appointment of Mr. Ajay Kumar Bansal as Managing Director of the Company for your approval.

Except Mr. Ajay Kumar Bansal as appointee Managing Director and Mr. Anish Bansal, being relatives of the appointee Director, none of the Directors, KMP(s) and their relative(s) are interested in the proposed business.

ITEM No. 5

RE-APPOINTMENT OF MR. ANISH BANSAL AS WHOLE-TIME DIRECTOR OF THE COMPANY.

Mr. Anish Bansal was appointed as Whole Time Director w.e.f. 1st October, 2012 for a period of Five (5) Years i.e. upto September 30, 2017.

Mr. Anish Bansal has tendered valuable services to the Company during his tenure. He, apart from other activities was overseeing operational and taxation matters of the Company. A brief profile of Mr. Anish Bansal has been given in Director's Report forming part of this Annual Report.

Having regard to the valuable services rendered to the Company by him, Nomination and Remuneration committee recommended to re-appoint Mr. Anish Bansal as Whole Time Director.

In terms of the provisions of Section 196, 197, 198 read with schedule V and any other applicable provisions, if, any, of the Companies Act, 2013 and rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (here in after referred as 'Act'), the aforesaid matter requires approval of the members by way of special resolution is being sought for giving effect to the above.

The terms of re-appointment including remuneration are as per the proposed resolution giving in the Notice of Annual General Meeting forming part of this Annual Report.

A copy of draft Appointment letter of Mr. Anish Bansal is available for inspection by the members on any working day from 30th August, 2017 to 22nd September, 2017 between 1400 Hrs. to 1600 Hrs. at the registered office of the Company.

The Board recommends item No. 5 regarding the appointment of Mr. Anish Bansal as Whole Time Director of the Company for your approval.

Except Mr. Anish Bansal as appointee Director and Mr. Ajay Kumar Bansal, being relatives of the appointee Director, none of the Directors, KMP(s) and their relative(s) are interested in the proposed business.

ITEM No. 6

RESOLUTION UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013 TO BORROW ANY SUMS OF MONEY SHALL NOT EXCEED THE SUM OF RS. 1000 CRORES.

Pursuant to the provisions of Section 180(1)(c) of the

Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of Members of the Company in the General Meeting by way of a special resolution, borrow any sum or sums of money from time to time for the purposes of business of the Company, if the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) exceeds the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose. Members of the Company had on September 29, 2016 authorized Board of Directors to borrow long term or medium term loans from Banks, Financial Institutions, any other lenders for an amount not exceeding Rs.500 crores only. However in view of the business expansion, the Company would require, from time to time, additional banking facilities to meet the funding requirements of the Company. Considering the quantum of present borrowing already sanctioned by the Bank and proposed sum intended to be borrowed by Company at a future date, it is therefore proposed that the existing borrowing limits of Rs.500 crores only be increased to Rs.1000 Crores Only. The Special resolution as set out in Item no. 6 of this Notice is accordingly recommended for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No. 7

RATIFICATION OF REMUNERATION OF M/S S. SHEKHAR & CO. AS COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of

the company across various segment, for the financial year ending March 31, 2018 as per the following details:

S.No.	Name of the Cost Auditor	Financial Year	Audit Fees (In Rs.)
1.	M/s S. Shekhar & Company	2017-18	50000

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) rules, 2014 the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested financially or otherwise in the resolution.

The Board recommends passing of the Ordinary Resolution set out at Item No. 7 of the Notice.

**For and on behalf of the Board
For Hi-Tech Pipes Limited**

**Sd/-
Ajay Kumar Bansal
Chairman and Managing Director
(DIN: 01070123)**

Place: New Delhi
Date: 10/08/2017

REGISTERED OFFICE:
505, Pearls Omaxe Tower,
Netaji Subhash Place, New Delhi-110034

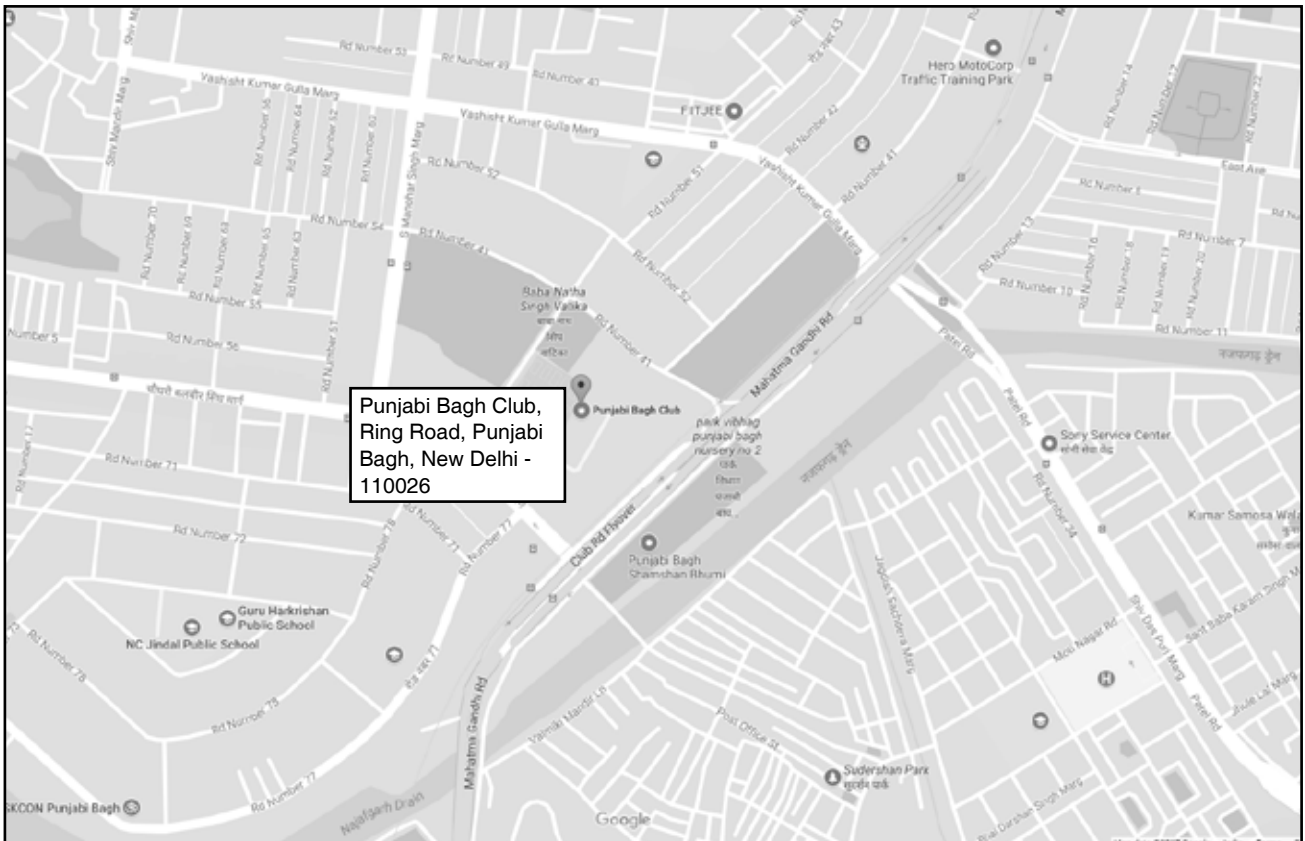
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 33RD ANNUAL GENERAL MEETING

Name of Director	Mr. Ajay Kumar Bansal	Mr. Anish Bansal
i) Date of Birth/Age	August 28, 1957/59	November 02, 1984/32
ii) Qualifications	Graduation from Delhi University	Graduation in B.Sc Economics in Banking and Finance from Cardiff University U.K
iii) Experience	Mr. Ajay Kumar Bansal has over 35 years of experience in manufacturing of Steel Pipes and Tubes. He has also been nominated as Chairman of Tubes Panel of Federation of Industries of India. He belongs to family who is in the business of trading and manufacturing of Steel pipes over 35 years.	Mr. Anish Bansal has over 10 years in corporate finance, strategies, marketing, product development, implementation of projects, international trade and finance and other corporate matters.
iv) Terms and Conditions of Re-appointment	Regularization of Director	Regularization of Director
v) Details of Remuneration sought to be paid	60,00,000/-	36,00,000/-
vi) Details of Remuneration Last Drawn	60,00,000/-	36,00,000/-
vii) Date of first appointment on the Board	02/01/1985	19/02/2009
viii) No. of shares held	1491900	637600

HI-TECH PIPES LTD.

Name of Director	Mr. Ajay Kumar Bansal	Mr. Anish Bansal
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Anish Bansal, whole time Director is the Son of Mr. Ajay Kumar Bansal	Mr. Ajay Kumar Bansal, Managing Director of the Company is the Father of Mr. Anish Bansal
x) No. of Board Meetings attended/ held during Financial Year 2016-17	13	13
xi) Directorships held in other companies	<ol style="list-style-type: none"> 1. JNG Construction Pvt. Ltd. 2. Gujrat Hi-Tech Steels Pvt. Ltd. 3. AKS Buildcon Pvt. Ltd. 4. HI-Tech Agrovision Pvt. Ltd. 5. HTL Metal Pvt. Ltd. 6. HTL Ispat Pvt. Ltd. 	<ol style="list-style-type: none"> 1. AKS Buildcon Pvt. Ltd. 2. Hi-Tech Agrovision Pvt. Ltd. 3. HTL Metal Pvt. Ltd.

AGM Venue Route Map





Name of the Company: HI-TECH PIPES LTD.
CIN: L27202DL1985PLC019750
Registered office: 505, PEARLS OMAXE TOWER, NETAJI SUBHASH PLACE,
PITAMPURA, NEW DELHI-110034

ATTENDANCE SLIP

33rd Annual General Meeting, Monday, 25th September, 2017 at 11:30 a.m.

Regd. Folio No./DP ID

Client ID/Ben. A/C

No. of shares held

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 33rd Annual General Meeting of the Company on Monday, 25th September, 2017 at 11:30 a.m. at Punjabi Bagh Club, Ring Road, Punjabi Bagh, New Delhi – 110026.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Notes:

- 1. A member/proxy/authorised representative wishing to attend the Meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.**
- 2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.**



Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L27202DL1985PLC019750

Name of the Company: HI-TECH PIPES LTD.

Registered office: 505, PEARLS OMAXE TOWER, NETAJI SUBHASH PLACE, PITAMPURA, NEW DELHI-110034

<p>Name of the Member(s):</p> <p>Registered address:</p> <p>E-mail Id:</p> <p>Folio No/ Client Id:</p> <p>DP ID:</p>

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
4. Name:

Address:

E-mail Id:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 33rd Annual General Meeting of the Company, to be held on the 25th day of September, at 11:30 a.m. at Punjabi Bagh Club, Ring Road, Punjabi Bagh, New Delhi – 110026, and at any adjournment thereof in respect of such resolutions as are indicated below:

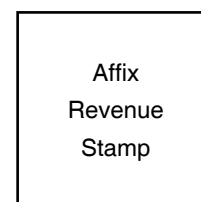
Resolution No.

Res. No.	Description	For	Against
1.	Adoption of Audited Financial Statements and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2017		
2.	Declaration of Dividend on Equity shares		
3(i)	Appointment of Statutory Auditors to fill the casual vacancy		
3(ii)	Re-appointment M/s A.N. Garg & Co., Chartered Accountants as Statutory Auditor		
4.	Re-appointment of Mr. Ajay Kumar Bansal as a Chairman & Managing Director (DIN:01070123)		
5.	Re-appointment of Mr. Anish Bansal as Whole Time Director(DIN: 00670250)		
6.	Special Resolution under section 180 (1) (c) of the Companies Act, 2013 to borrow any sum or sums of money shall not exceed the sum of Rs.1000 Crores		
7.	Ratification of Remuneration of M/s S. Shekhar & Company, as Cost Auditor of the Company for the Financial Year 2017-18		

Signed this ____ day of _____, 2017

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.