



## HI-TECH PIPES LTD.

CIN: L27202DL1985PLC019750

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

www.hitechpipes.in | info@hitechpipes.in | +91-11-48440050 | +91-11-48440055

## NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the Thirty Fifth Annual General Meeting of the Members of Hi- Tech Pipes Limited will be held on Wednesday, the 25<sup>th</sup> day of September, 2019 at 11:00 A.M at Le Pacific, Orchid Hall, 31/35 Main Rohtak Road, West 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, 2019; the Reports of Board of Directors' and Auditors' thereon.
2. To declare Dividend of 25/- Paise per equity share for the Financial Year ended on March 31, 2019.
3. To appoint Mr. Anish Bansal, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Anish Bansal (DIN: 00670250), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

### SPECIAL BUSINESS:

4. To consider and approve the revision in remuneration of Sh. Ajay Kumar Bansal, Chairman and Managing Director of the company and if thought fit, to pass with or without modification(s) the following resolution a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of the Articles of Association of the Company and as recommended

by the Nomination & Remuneration Committee, approval of the members of the company be and is hereby accorded for revision in the remuneration of Mr. Ajay Kumar Bansal, [DIN:01070123], Chairman and Managing Director of the Company, on the following terms and conditions.

### REMUNERATION: -

#### Part-I

- I. **SALARY:** Rs.8,00,000/- p.m. or Rs. 96,00,000/- p.a.
- II. **PERQUISITES:** Perquisites shall be allowed in addition to salary restricted to an amount equal to the annual salary or Rs.96,00,000/- 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.

#### Part-II

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) **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.

g) **Encashment of leave:** At the end of the tenure.

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.

**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** subject to the approval of the members, the Board may, from time to time, vary or modify the above terms including remuneration as it thinks fit during the tenure of 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** any Director be and is hereby authorized to take all such necessary action for giving effect to aforesaid."

5. To consider and approve the revision in remuneration of Sh. Anish Bansal, Whole Time Director of the company and if thought fit, to pass with or without modification(s) the following resolution a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, approval of the members of the company be and is hereby accorded for revision in the remuneration of Mr. Anish Bansal, [DIN:00670250], Whole-Time Director of the Company, on the following terms and conditions.

**REMUNERATION: -**

**Part-I**

- 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.

**Part-II**

- 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) **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.
- g) **Encashment of leave:** At the end of the tenure.

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.

**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 Whole-Time Director.

**FURTHER RESOLVED THAT** subject to the approval of the members, the Board may, from time to time, vary or modify the above terms including remuneration as it thinks fit during the tenure of 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** any Director be and is hereby authorized to take all such necessary action for giving effect to aforesaid."

6. To consider and approve remuneration payable to M/s S. Shekhar & Co., Cost Accountants appointed as Cost Auditors of the Company for FY 2019-20 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) thereof for the time being in force, M/s S. Shekhar & Co, the Cost Accountants be and is hereby appointed as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, 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 is/are hereby authorized jointly/severally to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

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

Place: New Delhi

Date: 13<sup>th</sup> August, 2019

**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 and forms part of this notice.
2. Re-appointment of Director: At the ensuing Annual General Meeting, Mr. Anish Bansal, Director of the Company retire by rotation and being eligible offer himself for re-appointment. The information pertaining to the Director retiring by rotation to be provided in terms of regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) for General Meeting is furnished as an annexure to this Notice.
3. **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.**
4. 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.
5. Members/Proxies are requested to bring their admission slip duly filled in and signed along with copy of the report and accounts to Annual General Meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write Folio No. in the attendance slip for attending 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 holding shares in physical forms, if any, 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.
10. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered office of the Company on all working days (that is, except Sundays and Public Holidays) during business hours up to the date of the

Meeting.

11. The Register of Members and the Share Transfer Books of the Company will remain closed from **19<sup>th</sup> September, 2019 to 24<sup>th</sup> September, 2019** (Both Days Inclusive) for the purpose of the Annual General Meeting and payment of dividend.
12. Members desirous of seeking any information/clarification(s) concerning the Accounts or operations of the Company are requested to address their queries in writing to the Company Secretary at the registered office of the company, atleast 7 days prior to the date of the meeting, so that the same may be attended appropriately.
13. Under Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of the Shares held by them in physical mode, if any. Members desirous of making nomination are requested to send their request in Form SH-13 as per Companies Act, 2013 to the Company's RTA.
14. Members holding Shares in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
15. 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.
16. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
17. 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.
18. 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 made thereunder and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting, 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 Participant(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.
19. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.hitechpipes.in](http://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](mailto:cs@hitechpipes.in)
20. 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.
21. The Remote E-voting period for all items of business contained in this Notice shall commence from **Sunday, the 22<sup>nd</sup> Day of September, 2019 at 9.00 a.m.** and will end on **Tuesday, the 24<sup>th</sup> Day of September, 2019 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 **18<sup>th</sup> September, 2019**, 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 **18<sup>th</sup> September, 2019**.
22. The Board of Directors has appointed M/s NSP & Associates, Practising 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).
23. The Results of Remote 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.

24. 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 48 hours 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.

25. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is annexed.

- Who become members after dispatch of notice and all the members as on cut off date shall obtain their passwords by writing to cs@hitechpipes.in

26. 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 **Sunday, the 22<sup>nd</sup> Day of September, 2019 at 9.00 a.m.** and will end on **Tuesday, the 24<sup>th</sup> Day of September, 2019 at 5.00 p.m.** 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 18<sup>th</sup> September, 2019 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](http://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](http://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:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|--|---|
| PAN  | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders).</p> <p>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.</p> <p>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.</p> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <p>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).</p>   |

- 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 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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: 13<sup>th</sup> August, 2019

**REGISTERED OFFICE:**

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

**ANNEXURE TO NOTICE:**

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

**ITEM NO. 4**

Shri Ajay Kumar Bansal was re-appointed as a Managing Director of the Company for a period of five (5) years commencing from 1<sup>st</sup> October, 2017 on the terms and conditions as recommended by the Nomination & Remuneration Committee, the Board of Directors and as approved by the Shareholders of the Company at their Annual General Meeting held on 25<sup>th</sup> September, 2017 and as per the terms of appointment including remuneration as per the resolution passed by them. With respect to the prerequisites under Part II of the Terms of remuneration, regarding Contribution to provident fund, superannuation fund or annuity fund, for better simplicity and clear interpretation, it is proposed to ratify the payment made under Part I and further amend the same for further period of his appointment. Based on the recommendation of Nomination Remuneration Committee at its meeting held on 25<sup>th</sup> May, 2019, your Directors seek your approval on revision in remuneration of the Managing Director through Special Resolution. Accordingly, your Directors recommend and seek your approval to the resolution as set out in item no.4 of the accompanying notice by way of Special Resolution. Neither any of the Directors /Key Managerial Personnel of the company nor any of their relative(s), except Shri Ajay Kumar Bansal shall be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the notice.

**ITEM NO. 5**

Shri Anish Bansal was re-appointed as a Whole Time Director of the Company for a period of five (5) years commencing from 1<sup>st</sup> October, 2017 on the terms and conditions as recommended

by the Nomination & Remuneration Committee, the Board of Directors and as approved by the Shareholders of the Company at their Annual General Meeting held on 25th September, 2017 and as per the terms of appointment including remuneration as per the resolution passed by them. With respect to the prerequisites under Part II of the Terms of remuneration, regarding Contribution to provident fund, superannuation fund or annuity fund, for better simplicity and clear interpretation, it is proposed to ratify the payment made under Part I and further amend the same for further period of his appointment. Based on the recommendation of Nomination Remuneration Committee at its meeting held on 25th May, 2019, your Directors seek your approval on revision in remuneration of the Whole Time Director through Special Resolution. Accordingly, your Directors recommend and seek your approval to the resolution as set out in item no.5 of the accompanying notice by way of Special Resolution. Neither any of the Directors /Key Managerial Personnel of the company nor any of their relative(s), except Shri Anish Bansal shall be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at item no. 5 of the notice.

**ITEM NO. 6**

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 segments, for the financial year ending March 31, 2020 as per the following details:

| S.No. | Name of the Cost Auditor | Financial Year | Audit Fees (In Rs.) |
|-------|--------------------------|----------------|---------------------|
| 1.    | M/s S. Shekhar & Company | 2019-20        | 50000               |

In accordance with the provisions of Section 148 of the Companies Act, 2013 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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. 46 of the Notice.

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

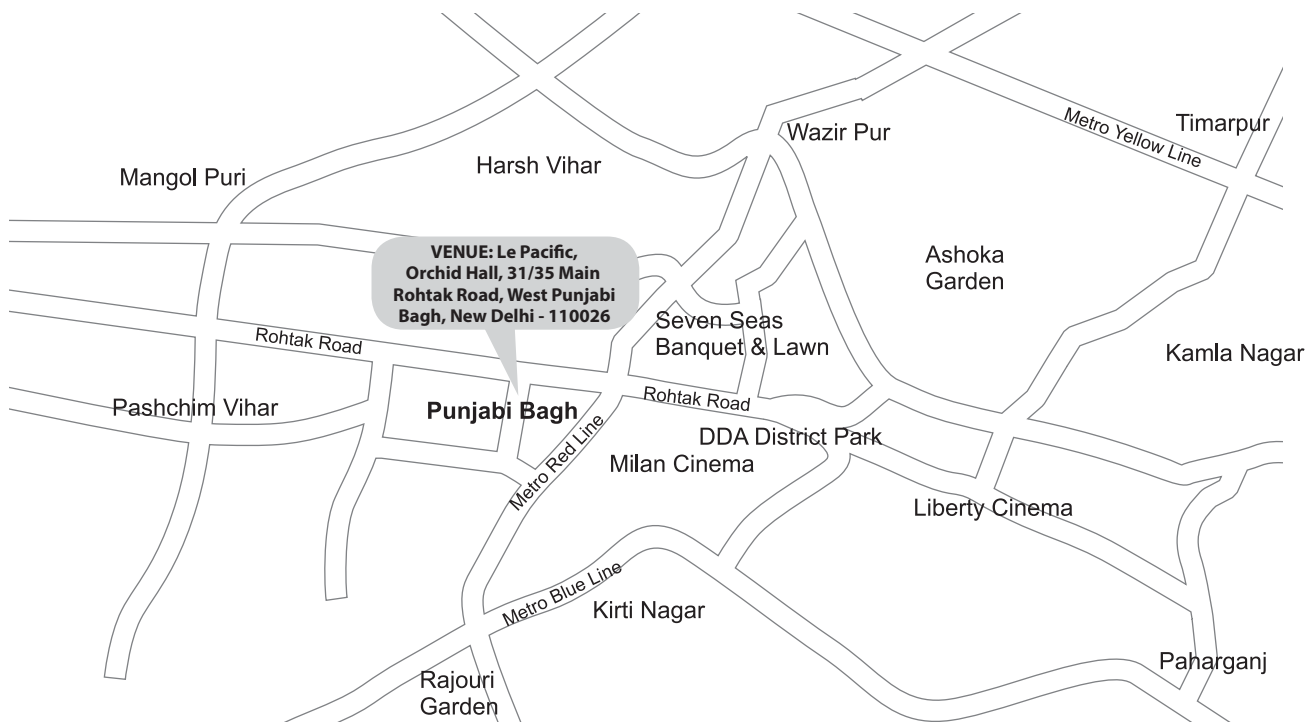
**Sd/-  
Ajay Kumar Bansal  
(Chairman and Managing Director)  
DIN: 01070123**

Place: New Delhi  
Date: 13th August, 2019

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

**VENUE: Le Pacific, Orchid Hall, 31/35 Main Rohtak Road, West Punjabi Bagh, New Delhi - 110026**

**ROUTE MAP TO THE AGM VENUE**



**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT (RETIRE BY ROTATION) AT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING**

|  |   |
|--|---|
| Name of Director   | Mr. Anish Bansal  |
| Date of Birth/Age  | 2 <sup>nd</sup> November, 1984/34   |
| Brief Resume   | Mr. Anish Bansal has done B.Sc.- Economics in Banking and Finance from the Cardiff University, UK in 2005. He is responsible for the Finance function of the Company and works closely in the expansion plans with the Managing Director. |
| Experience/Expertise   | Mr. Anish Bansal has over 13 years in Corporate Finance, Strategy, marketing, product development, project implementation, international trade and Finance besides certain other Corporate matters.                                       |
| Disclosure of relationships between directors inter-se   | Mr. Anish Bansal is the Son of Mr. Ajay Kumar Bansal, Managing Director of the Company.   |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board | NIL   |
| Shareholding   | 767600 Equity Shares  |





**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

**ATTENDANCE SLIP**

**35TH ANNUAL GENERAL MEETING, WEDNESDAY, THE 25TH DAY OF SEPTEMBER, 2019 AT 11:00 A.M  
AT LE PACIFIC, ORCHID HALL, 31/35 MAIN ROHTAK ROAD, WEST PUNJABI BAGH, NEW DELHI - 110026**

Sl. No.....

Registered Folio No. / DP ID & Client ID:

Name and Address of Member (s):

Joint Holder (s):

No. of Shares:

I/We hereby record my/our presence at the Thirty Fifth Annual General Meeting of the Company held on Wednesday, the 25th Day of September, 2019 at 11:00 a.m at Le Pacific, Orchid Hall, 31/35 Main Rohtak Road, West Punjabi Bagh, New Delhi - 110026.

\_\_\_\_\_  
**Member's/ Proxy's Signature**

**Notes:**

- 1. Members holding shares in physical form are requested to advise the change in their address, if any, to M/s Bigshare Services Private Limited 302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019.**
- 2. Members are informed that no duplicate slips will be issued at the venue of the Meeting and they are requested to bring this slip for the meeting.**
- 3. Please note that no gift or gift coupons will be distributed.**

**PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL**

**ELECTRONIC VOTING PARTICULARS**

| <b>E-Voting Event Number (EVEN)</b> | <b>User ID</b> | <b>Password</b> |
|-------------------------------------|----------------|-----------------|
|                                     |                |                 |

**Note:** Please read the instructions printed on the Notice of 35th Annual General Meeting to be held on 25th Day of September, 2019. The voting period starts from 9.00 a.m. (IST) on Sunday, the 22nd Day of September, 2019 and ends at 5.00 p.m. (IST) on Tuesday, the 24th Day of September, 2019. The voting modules shall be disabled by CDSL for voting thereafter.



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### 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]

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No/ Client Id No : \_\_\_\_\_ DP ID No: \_\_\_\_\_

I/ We being the member (s) of \_\_\_\_\_ shares of the above mentioned company, hereby appoint:

- Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her;
- Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her;
- Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **THIRTY FIFTH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, 25th day of September, 2019 at 11:00 a.m. at Le Pacific, Orchid Hall, 31/35 Main Rohtak Road, West Punjabi Bagh, New Delhi - 110026 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

| Res. No.                    | Description   | For | Against |
|-----------------------------|---|-----|---------|
| <b>Ordinary Resolutions</b> |   |     |         |
| 1.                          | To consider and adopt the Audited Financial Statement (including the Consolidated Financial Statement) of the Company for the Financial year ended March 31, 2019 the Reports of Board of Directors' and Auditors' thereon. |     |         |
| 2.                          | To declare Dividend of Rs. 0.25/- Paisa per equity share for the Financial Year ended on March 31, 2019   |     |         |
| 3.                          | To appoint a Director in place of Mr. Anish Bansal (DIN:00670250) who retires by rotation and being eligible, offers himself for re-appointment   |     |         |
| <b>Special Resolution</b>   |   |     |         |
| 4.                          | To consider and approve the revision in remuneration of Sh. Ajay Kumar Bansal, Chairman and Managing Director of the company (Special Resolution)   |     |         |
| 5.                          | To consider and approve the revision in remuneration of Sh. Anish Bansal, Whole Time Director of the company (Special Resolution)   |     |         |
| 6.                          | To consider and approve remuneration payable to M/s S. Shekhar & Co., Cost Accountants appointed as Cost Auditors of the Company for FY 2019-20 (Special Resolution)  |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the member \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

#### Note:

- The Proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
- Please put a " " in the Box in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 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.
- A proxy need not be a member.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder