

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Hi- Tech Pipes Limited will be held on Thursday September 29, 2016 at 11:30 A.M at Punjabi Bagh Club NWA Road, West Punjabi Bagh, New Delhi- 110026 to transact, the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the company for the period and year ended March 31, 2016 together with the Reports of Board of Directors and Auditors thereon.
2. To declare final dividend of 50 paise per equity share for the Financial Year ended on March 31, 2016.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard 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 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee M/s. N.C. Aggarwal & Co., Chartered Accountants (Firm Registration No. 003273N), the company hereby ratify and confirm the re-appointment of M/s. N.C. Aggarwal & Co., Chartered Accountants as the Statutory Auditor of the Company, to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.”

### SPECIAL BUSINESS:

4. To appoint Ms. Neelima Jain (Din: 03637384) as an Non - Executive Independent Director and for the purpose 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in pursuance to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2016, Ms. Neelima Jain (Din: 03637384), who was appointed as an Additional Director of the Company with effect from January 09, 2016 who is eligible for appointment and signifying her intention to appoint as Non-Executive Director of the Company, be and is hereby appointed as a Director of the Company to hold office for five consecutive years till the conclusion of 37th Annual General Meeting of the Company.

5. 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 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the Act), rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act 2013 and recommendation of Nomination and Remuneration Committee, the consent of the Board of Directors be and are hereby accorded, subject to the approval of members in the ensuing annual general meeting, for revision of remuneration payable to Mr. Ajay Kumar Bansal as Managing Director of the Company with effect from April 1, 2016 on the terms and condition including remuneration as mentioned below:

Details of Remuneration are:

Salary: Rs. 36,00,000/- per annum

Total Salary payable include:

- Basic Salary
- Commission payable, if any
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the company.
- Car, Telephone, Cell phone, PC shall be provided and their maintenance and running expenses shall be met by the company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the company.
- Other perquisites and benefits as per the rules of the Company.

**RESOLVED FURTHER THAT** Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution

6. 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 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the Act), rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act 2013 and recommendation of Nomination and Remuneration Committee, the consent of the Board of Directors be and are hereby accorded, subject to the approval of members in the ensuing annual general meeting, for revision of remuneration payable to Mr. Anish Bansal as Whole Time Director of the Company with effect from April 1, 2016 on the terms

and condition including remuneration as mentioned below:

Details of Remuneration are:

Salary: Rs. 24,00,000/- per annum

Total Salary payable include:

- Basic Salary
- Commission payable, if any
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the company.
- Car, Telephone, Cell phone, PC shall be provided and their maintenance and running expenses shall be met by the company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the company.
- Other perquisites and benefits as per the rules of the Company.

**RESOLVED FURTHER THAT** Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution.

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

**“RESOLVED THAT** in supersession of earlier resolution passed by the shareholders of the Company in its 31st Annual General Meeting held on September 23, 2015 and pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force (hereinafter referred to as the "Act"), the consent of the members be and are hereby accorded to the Board of Directors of the Company to borrow for the purpose of the business of the Company from time to time on such terms and conditions as the Board of Directors, may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business) will or may exceed 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, so that the total amounts upto which the monies may be borrowed by the Board shall not at any time exceed Rs. 5,00,00,00,000 (Rupees Five Hundred Crores Only) on any point of time.”

**RESOLVED FURTHER THAT** Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution.

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

**“RESOLVED THAT** in supersession of earlier resolution passed by the shareholders of the Company in its Annual General Meeting held on September 23, 2015 and pursuant to the Section 180(1)(a) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "Act") the consent of the members be and are hereby accorded to the Board of Directors for mortgaging and/or charging all or any of the present and/or future movable and/or immovable properties and assets and the whole or substantially the whole of the undertaking(s) of the Company, whether presently belonging to the Company or not, in such form and manner and on such terms and conditions and at such time(s) as the Board/Committee of directors as may be authorized by the Board of directors, may deem fit, in favour of any person including financial/investment institution(s), bank(s), insurance Company(ies), corporate body (ies), trustees for the purpose of securing the debentures, loan, hire purchase and/or Lease transactions for finance and other credit facilities upto a sum not exceeding Rs. 5,00,00,00,000 (Rupees Five Hundred Crores Only).”

**RESOLVED FURTHER THAT** Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution.

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

**“RESOLVED THAT,** pursuant to Section 148 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), 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, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

By Order of the Board of Director

**for Hi- Tech Pipes Limited**

Rachit Tandon

Company Secretary

Date: August 10, 2016

Place: New Delhi

## 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 instead of himself/herself and the proxy need not be a member of the company.
3. 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.
4. 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.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company.
6. Any Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with their specimen signature authorizing the representatives to attend and vote at the meeting on their behalf.
7. The date of closure of transfer books for the purpose of determining the eligibility of members for the purpose of attending the annual general meeting and for declaration/payment of dividend to the members of the company will be from September 23, 2016 to September 29, 2016.
8. The Notice of 32nd Annual General Meeting and the Annual Report 2015-16 of the Company, circulated to the members of the company, will be made available on the company's website at [www.hitechpipes.in](http://www.hitechpipes.in)
9. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar and Transfer Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective DP's.
11. Soft Copy of the Annual Report for financial year 2015-16 is send to all the members whose email IDs are registered with the Company/Registrar and Transfer Agent (RTA) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is sent in the permitted mode.
12. The Board of Directors has appointed Mr. Arun Gupta (Practicing Company Secretary) as Scrutiniser for conducting the electronic voting (e- voting) process in accordance with the law and in a fair and transparent manner and he has consented to act as such.
13. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternate to all its members to enable them to cast their votes electronically. For this purpose the company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e- voting to enable the shareholders to cast their votes electronically.
14. The procedure and instructions for the voting through electronic means are as follows:
  - i) Open your web browser during the voting period and log on the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii) Click on Shareholders
  - iii) Now enter your User ID
  - a) For CDSL: 16 digit 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.
  - iv) 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.

**v) If you are a first time user follow the steps given below:**

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. Sequence no is mentioned on the Cover email of this notice and for physical share on the name slip sent to them. 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 as mentioned in instruction (v)

- vi) After entering these details appropriately, click on SUBMIT tab. 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.
- vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN for the relevant Company Name i.e. Hi Tech Pipes Limited on which you choose to vote.
- ix) 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.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv) 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.
- xv) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xvi) 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 mailed 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.
- xvii) 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 [elpdesk.evoting@cdslindia.com](mailto:elpdesk.evoting@cdslindia.com)
- xviii) Members have an option to vote either through e-voting or casting a vote at the meeting. If a member has opted for e-voting then he/she should not cast his/her vote at the meeting also and vice versa.
15. The e-voting period shall commence from September 26, 2016 at 10:00 am and shall end on the September 28, 2016 at 5:00 p.m. The e-voting module will be disabled for voting thereafter and the members will not be able to cast their vote electronically.
16. The cut-off date for the purpose of determining eligibility of members, holding shares either in physical or demat form, for e-voting facility will be September 22, 2016.
17. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolution at the meeting shall be announced by the Chairman.
18. The contact details of the person responsible to address the grievances connected with the electronic voting are as under:

Rachit Tandon  
 Company Secretary  
**Hi Tech Pipes Limited**  
 505, Pearls Omaxe Tower  
 Netaji Subhash Place  
 Pitampura New Delhi-34

19. Members who have not registered their Email IDs are requested to register their email addresses with the Depository through their Depository Participants. The Contact Details for the members are as follows:

Company:  
 Hi Tech Pipes Limited (CIN: L27202DL1985PLC019750)  
 505, Peral's Omaxe Tower Netaji Subhash Place  
 Pitampura New Delhi-110034.  
 Email: [info@hitechpipes.in](mailto:info@hitechpipes.in)  
[cs@hitechpipes.in](mailto:cs@hitechpipes.in)

Registrar & Transfer Agent  
 Big Share Services Private Limited  
 4E/8, 1st Floor, Jhandewalan  
 Extension, New Delhi- 110055  
 Email: [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com)

## **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**

The Board of Directors, at its meeting held on January 09, 2016, appointed Ms. Neelima Jain as an Additional Director of the Company with effect from January 09, 2016, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Neelima Jain will hold office up to the date of the ensuing AGM. The Company has received from Ms. Neelima Jain (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of the company are of the opinion that Ms. Neelima Jain proposed to be appointed as an Non Executive independent Director fulfills the conditions specified the in the Act and Rules made thereunder.

The resolution seeks the approval of members for the appointment of Ms. Neelima Jain as an Independent Director of the Company for a term of five consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Ms. Neelima Jain, to whom the resolution relates, are interested or concerned in the resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

#### **ITEM No. 5 & 6**

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors of Company at their meeting held on August 10, 2016 approved the increase of Remuneration of Mr. Ajay Kumar Bansal, Managing Director and Mr. Anish Bnsal, Whole Time Director of the Company under the provisions of section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article of Association of the Company to Rs. 36,00,000/- p.a. to Mr. Ajay Kumar Bansal and Rs. 24,00,000/- p.a. to Mr. Anish Bansal with effect from April 1, 2016 on the salary, allowance and perquisites on the terms and conditions including remuneration.

Salary mentioned above includes perquisites payable to Mr. Ajay Kumar Bansal and Mr. Anish Bansal but in any case the total remuneration shall not exceed the prescribed limit under the Companies Act.

Mr. Ajay Kumar Bansal, Managing Director and Mr. Anish Bnsal, Whole Time Director of the Company, both are interested in the resolution of revision of remuneration respectively.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

#### **ITEM No. 7**

In terms of Special Resolution passed at the 31st Annual General Meeting held on September 23, 2015 Board of Directors of your Company is authorised to borrow from time to time any amount (apart from temporary loans obtained from the Company's bankers in the ordinary course of business provided that the total amount which may be borrowed together with the amount already borrowed by the Company shall not exceed the sum of Rs. 500 Crore (Rupees Five Hundred Crore Only) outstanding at any point of time. Section 180(1) (c) of the Companies Act, 2013 provides that Board of Directors of a Company may borrow any amount exceeding its paid up capital and free reserves if authorised by passing special resolution in general meeting of the company.

Accordingly, it is proposed to authorise Board of Directors of your Company or any Committee thereof to borrow from time to time any amount, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed the sum of Rs. 500 Crore (Rupees Five Hundred Crore only) outstanding at any point of time.

Copy of documents referred in proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

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

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

#### ITEM No. 8

The member of the Company at their 31st Annual General Meeting held on September 23, 2015 had passed a special resolution under Section 180(1)(a) of the Companies Act, 2013 Company to create mortgage, hypothecation, pledge and/or charge the movable and/or immovable properties of the Company towards the borrowings availed or to be availed by the Company under said provisions upto Rs. 500 Crore (Rupees Five Hundred Crore Only). Moreover validity of the resolution passed by member of the Company on September 23, 2015 is not sufficient to secure the further borrowings upto Rs. 500 Crore . Therefore the borrowings are required to be secured by way of mortgage, hypothecation, pledge and/ or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, in favor of lender(s) from time to time.

Copy of documents referred in proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

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

#### Item No. 9

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, 2017 as per the following details:

Sr. No.	Name of the Cost Auditor	Financial Year	Audit Fees
1	M/s S. Shekhar & Company	2016-17	50,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to 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. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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 commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

The Board recommends passing of the Ordinary Resolution set out at Item No 9 of the Notice.

**By Order of the Board of Director  
for Hi- Tech Pipes Limited**

**Sd/-**

**Rachit Tandon**

**Company Secretary**

Date: August 10, 2016

Place: New Delhi

#### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Details of the Directors seeking Appointment/Re-Appointment in the 32nd Annual General Meeting of the Company pursuant to SEBI( Listing Obligation and Disclosure Requirements) Regulation, 2015

1. Ms. Neelima Jain – Non Executive Independent Director

Name of Director	Ms. Neelima Jain (Din:03637384)
Date of Birth	May 05, 1980
Date of Appointment	January 09, 2016
Relationship with other Directors	None
Profile & Expertise in Specific Functional Areas	Working as a Sub Broker in Capital Market and having sound knowledge of Financial market.
Qualification	Bachelor of Commerce
No. of Equity Shares held in the Company	Nil
List of other Companies in which Directorships are held	Fincare Share and Stock Brokers Private Limited
List of committees of Board of Directors (across all other companies) in which Chairmanship/Membership is held	Nil

### 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 : U27202DL1985PLC019750  
 Name of the Company : HI – TECH PIPES LIMITED  
 Registered Office : 505, PEARLS OMAXE TOWER, NETAJI SUBHASH PLACE PITAMPURA  
 NEW DELHI – 110034

I/we, being the member (s) of ..... Shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_ 2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
 Signatures: \_\_\_\_\_, or failing him..... Signatures: \_\_\_\_\_, or failing him.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the September 29, 2016 at Punjabi Bagh Club NWA Road, West Punjabi Bagh Delhi-110026 and at any adjournment thereof in respect of such resolutions as are indicated below:

Description of Resolution	For	Against
<b>Ordinary Business:</b>		
1. To receive, consider and adopt the Audited Financial Statement of the company for the period and year ended March 31, 2016 together with the Reports of Board of Directors and Auditors thereon.		
2. To declare final dividend of 50 paise per equity share for Financial Year ended on March 31, 2016.		
3. Re-Appointment of M/s N.C. Aggarwal & Co. Chartered Accountants, as the Statutory Auditors of the Company. (Ordinary Resolution)		
<b>Special Business:</b>		
4. To appoint Ms. Neelima Jain (DIN: 03637384) who was appointed as an Additional Director of the Company with effect from January 09, 2016 under section 161 of the Companies Act, 2013 who is eligible to appoint as Non Executive Director of the Company. (Ordinary Resolution)		
5. Revision of Managerial Remuneration of Mr. Ajay Kumar Bansal (01070123) as a Managing Director (Ordinary Resolution)		
6. Revision of Managerial Remuneration of Mr. Anish Bansal (00670250) as a Whole Time Director (Ordinary Resolution)		
7. To approve the maximum limits u/s 180 (1) (c) of the Companies Act 2013		
8. To approve the maximum limits u/s 180 (1) (a) of the Companies Act 2013		
9. To approve Remuneration of Cost Auditor for Financial Year ended on March 31, 2017.		

Signed this \_\_\_\_\_, 2016  
 Signatures of shareholder.....  
 Signatures 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.

### ATTENDANCE SHEET

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)

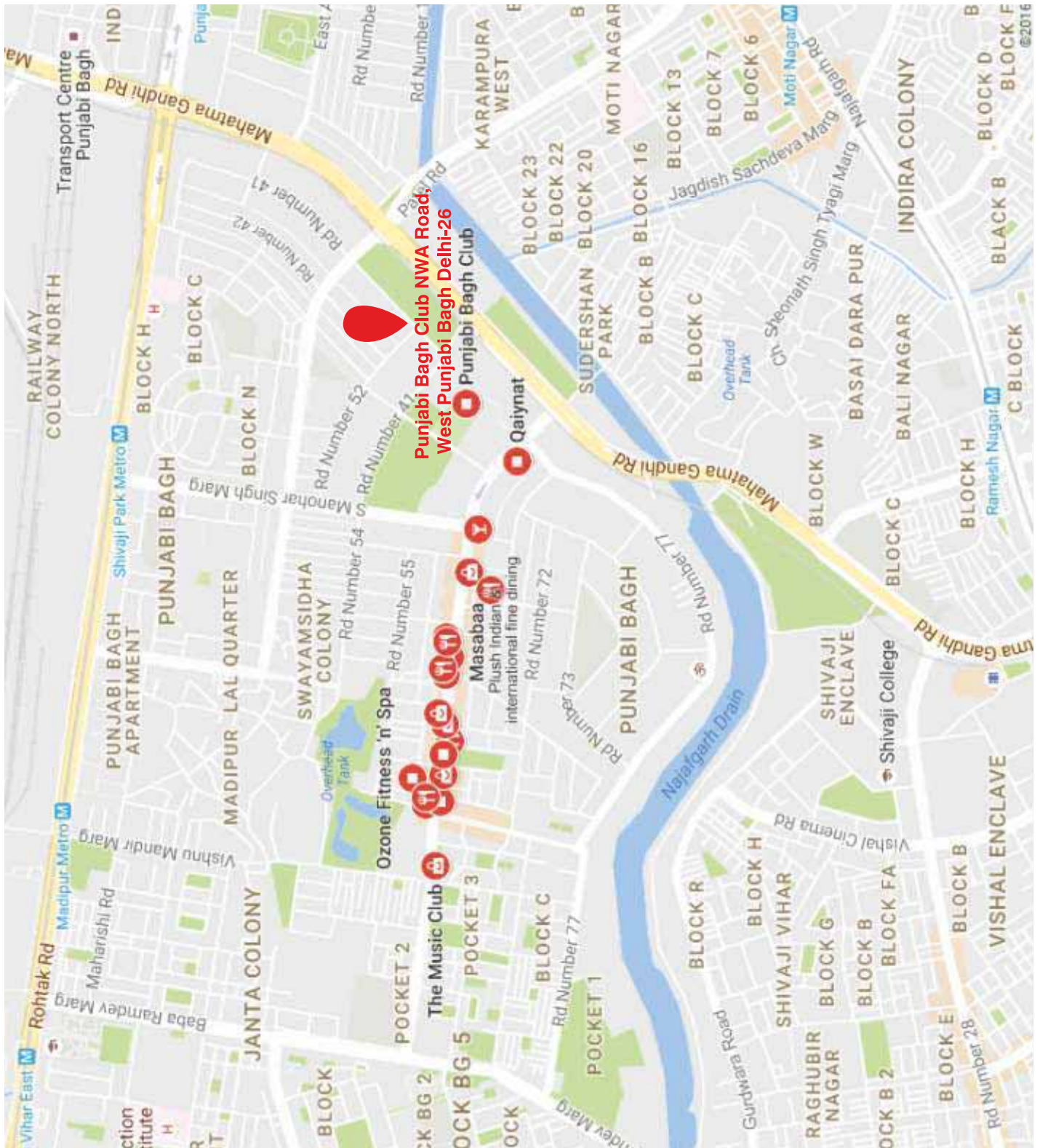
Regd. Folio No. \_\_\_\_\_ DP ID\* \_\_\_\_\_  
 No. of Shares Held: \_\_\_\_\_ Client ID \* \_\_\_\_\_  
 Name and Address of the Shareholder \_\_\_\_\_

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company held on September 29, 2016 at 11:30 a.m. at Punjabi Bagh Club NWA Road, West Punjabi Bagh Delhi-110026.

\_\_\_\_\_  
 Signature of Shareholder/Proxy

\* Applicable for investors holding shares in demat form.

## ROUTE MAP OF THE VENUE FOR ANNUAL GENERAL MEETING



**32<sup>nd</sup> Annual General Meeting Venue:**

Punjabi Bagh Club NWA Road,  
West Punjabi Bagh Delhi-110026.