

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 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of Hi- Tech Pipes Limited will be held on Monday, the 16th day of July, 2018 at 10:30 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, 2018; the Reports of Board of Directors' and Auditors' thereon.
2. To declare Dividend of ₹0.25/- per equity share for the Financial Year ended on March 31, 2018.
3. To appoint a Director in place of Mr. Anish Bansal, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve raising of additional capital upto an amount not exceeding by ₹100 cr.**

To consider and, if thought fit to pass with or without modification the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendments thereto or re-enactment thereof, for the time being in force and applicable provisions, if any, of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013) (collectively, the "Companies Act"), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015, the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI"), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and

sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value ₹10/- each ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document and/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹100.00 Crore (Rupees One Hundred Crore) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such

premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof, at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company,
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

"RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under applicable law on the QIP Floor Price. "

"RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for

Equity Shares, as may be determined by the Board."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, as the case may be, (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares, as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies."

5. To consider and approve remuneration payable to M/s S. Shekhar & Co., Cost Accountants appointed as Cost Auditors of the Company for FY 2018-19 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, 2019, 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 Hi-Tech Pipes Limited

Place : New Delhi
Date : 22.05.2018

Ajay Kumar Bansal
Managing Director

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.

Relevant details of the Director seeking re-appointment under item no. 3 as require under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015 and SS-2 on General Meeting issued by Institute of Company Secretaries of India 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/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.
5. 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.
6. 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.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. 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.

9. 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.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from **07th July, 2018 to 15th July, 2018** (Both Days Inclusive).
- 10A. The dividend as recommended by the Board of Directors of Company, if declared at the Annual General Meeting will be paid within 30 days to those member whose names are appearing on company's Register of members.
11. 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.
12. 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.
13. Members holding Shares in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
14. 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.
15. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
16. 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.
17. 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 and Proxy Form is being sent to all members in the permitted mode.

18. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018 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
19. 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.
20. The Remote E-voting period for all items of business contained in this Notice shall commence from **Friday, the 13th Day of July, 2018 at 9.00 a.m.** and will end on **Sunday, the 15th Day of July, 2018 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 **06th Day of July, 2018**, 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 **06th Day of July, 2018**.

21. The Board of Directors has appointed **M/s. Arun Kumar Gupta & Associates, Practicing 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.
22. 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.

23. 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.
24. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is annexed.

25. 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 13th Day of July, 2018 at 9.00 a.m. and ends on Sunday the 15th Day of July, 2018 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 06th Day of July, 2018 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	<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 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

xxii) Any Person who acquires shares and become member of the Company after 15th July, 2018 i.e. Benpos date considered for dispatch of Notice and holding shares as on cut-off date i.e. 6th July, 2018 may obtain ID and password by sending a request at www.evotingindia.com

For Hi-Tech Pipes Limited

Ajay Kumar Bansal
(Chairman and Managing Director)
DIN: 01070123

Place : New Delhi
Date : 22.05.2018

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

This special resolution contained in the Notice under Item No. 10 is intended to enable the Board to create, offer, issue and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), for an aggregate amount not exceeding ₹100 Crore (Rupees One Hundred Crore) or its equivalent in any foreign currency, by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document and/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any Committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

Further, if any issue of securities is made by way of QIP, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms

of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed issue will not result in net increase of borrowings, as some of the existing borrowings may be replaced with new securities to minimize the cost of borrowings. The proceeds may also be used for other miscellaneous business purposes, including but not limited to meet capital expenditure, working capital requirements of the Company and/or its subsidiaries, including through investment in such subsidiaries, repayment of debt and other general corporate purposes.

The Board accordingly commends the Special Resolution set out at Item No. 5 of the accompanying Notice for your approval.

The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or Members.

All the documents referred to in the accompanying Notice and this Statement are open for inspection of the members during business hours on all working days up to the date of the Meeting.

ITEM NO. 5

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, 2019 as per the following details:

S. No.	Name of the Cost Auditor	Financial Year	Audit Fees (In ₹)
1.	M/s S. Shekhar & Company	2018-19	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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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.

For Hi-Tech Pipes Limited

Ajay Kumar Bansal
(Chairman and Managing Director)
DIN: 01070123

Place : New Delhi
Date : 22.05.2018

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

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT (RETIRE BY ROTATION) AT THE 34TH ANNUAL GENERAL MEETING

Name of Director	Mr. Anish Bansal
Date of Birth/Age	2nd November, 1984/33
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 12 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	737600 Equity Shares 225000 Fully Convertible Warrants

ROUTE MAP TO THE AGM VENUE





HI-TECH PIPES LIMITED

Corporate Identity Number (CIN) - L27202DL1985PLC019750
Registered Office: 505, Pearls Omaxe Tower, Netaji Subhash Place, Pitampura, New Delhi-110034
Tel No: +91 11 48440050 | **Fax No.** +91 11 48440055
Email Address: info@hitechpipes.in **Website:** www.hitechpipes.in

ATTENDANCE SLIP

34TH ANNUAL GENERAL MEETING, MONDAY, 16TH JULY, 2018 AT 11:00 A.M
At Punjabi Bagh Club, Ring Road, 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 Fourth Annual General Meeting of the Company held on Monday, 16th Day of July, 2018 at 10:30 a.m Punjabi Bagh Club, Ring Road, 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 4E/8, First Floor Jhandewalan Extn., New Delhi-110055
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

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed on the Notice of 34th Annual General Meeting to be held on 16th July, 2018. The voting period starts from 9.00 a.m. (IST) on Friday, 13th July, 2018 and ends at 5.00 p.m. (IST) on Sunday, 15th July, 2018. The voting modules shall be disabled by NSDL for voting thereafter.



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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: **DP ID:**

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

1. Name:

Address:

.....

E-mail Id:

Signature: _____, or failing him/her;

2. Name:

Address:

.....

E-mail Id:

Signature: _____, or failing him/her;

3. Name:

Address:

.....

E-mail Id:

Signature: _____

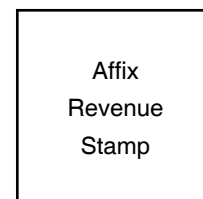
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **THIRTY FOURTH ANNUAL GENERAL MEETING** of the Company to be held on Monday, 16th July, 2018 at 10:00 a.m. at Punjabi Bagh Club, Ring Road, Punjabi Bagh, New Delhi-110026 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res. No.	Description	For	Against
1.	To consider and adopt the Audited Financial Statement(including the Consolidated Financial Statement) of the Company for the Financial year ended March 31, 2018 the Reports of Board of Directors' and Auditors' thereon.		
2.	To declare Dividend of ₹0.25/- Paise per equity share for the Financial Year ended on March 31, 2018		
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		
4.	To approve raising of additional capital upto an amount not exceeding of ₹100 Cr.		
5.	To consider and approve remuneration payable to M/s S. Shekhar & Co., Cost Accountants appointed as Cost Auditors of the Company for FY 2018-19		

Signed this _____ day of _____, 2018

Signature of the member

Signature of Proxyholder(s)



Note:

1. The Proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
2. 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.
3. 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.
4. A proxy need not be a member.
5. 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



HI-TECH
PIPES LIMITED

HI -TECH PIPES LIMITED

CIN: L27202DL1985PLC019750

Regd office: 505, Pearls Omaxe Tower Netaji Subhash Place, Pitampura, New Delhi 110034

Web Site- www.hitechpipes.in, Email Id- info@hitechpipes.in

Phone: 011-48440050/ Fax: 011-48440055

CORRIGENDUM TO THE NOTICE OF 34TH ANNUAL GENERAL MEETING

Dear Members,

Corrigendum to the notice of 34th Annual General Meeting dated 22nd May, 2018 and public notice issued on 23rd June, 2018 and Pursuant to Sec 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Secretarial Standards-II issued on Annual General Meeting by the Institute of Company Secretaries of India, the Cut-off Date for the purpose of E-voting or voting at the meeting was inadvertently taken as 6th July, 2018. The correct cut-off date shall be read as 9th July, 2018.

Save for the above, all other information will remain unchanged.

For Hi-Tech Pipes Limited

Sd/-

Arun Kumar

Company Secretary

Place: New Delhi

Date: 07.07.2018