



## HI-TECH PIPES LIMITED

(CIN: L27202DL1985PLC019750)

Regd. Off.: 505, Pearls Omaxe Tower, Netaji Subhash Place, Pitampura, Delhi-110034  
91-1148440050, [www.hitechpipes.in](http://www.hitechpipes.in) : [info@hitechpipes.in](mailto:info@hitechpipes.in)

### POSTAL BALLOT NOTICE

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

Dear Members,

**NOTICE** is hereby given that pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Act and Rules made there under the Company is seeking the consent of its members to pass the proposed resolutions, with or without modification, as set out below by means of Postal Ballot.

The resolution and explanatory statement containing all material facts are being sent herewith along with the Postal Ballot Form ("**Form**") along with a self addressed, postage pre-paid envelope for your consideration and voting.

Members are requested to read the instructions carefully before filling the Form and return the Form (no other copy or photocopy of the said Form will be accepted) dully completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hour at 05:00 p.m. on 26<sup>th</sup> Day of February, 2020, Forms received after this date will be strictly treated as reply from the concerned member has not been received. The postage will be borne and paid by the Company.

The Company is pleased to offer e-voting Facility as an alternative way to vote to its members(s). The procedure for availing the e-voting facility is described in the Postal Ballot Notice.

The Board of Director of the Company ("**Board**") has appointed M/s NSP & Associates, Practicing Company Secretary as Scrutinizer ("**Scrutinizer**") who will be responsible for the fair and transparent conduct of the postal Ballot Process.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the postal Ballot Form and after verifying the voting as data received from the e-voting portal. The result of the Postal Ballot along with Scrutinizers report shall be placed on the website of the Company i.e. [www.hitechpipes.in](http://www.hitechpipes.in) not later than 28<sup>th</sup> February, 2020 the results of the Postal Ballot will immediately be intimated to the National Stock Exchange of India and CDSL.

### SPECIAL BUSINESS:-

#### ITEM NO 1 - ISSUANCE OF 10,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON PROMOTER CATEGORY

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-

enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the National Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto **10,00,000 (Ten Lakh Lakh) Fully Convertible Warrants** to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each for cash at an issue price of Rs. 180/- (Rupees One Hundred and Eighty Only) per share or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Non Promoter Category.

Sl. No.	Name	No. Warrants to Subscribe
1	Mrs. Sanya Jindal	100000
2	M/s Base Engineering LLP	75000
3	M/s VA TRADINGVENTURE LLP	30000
4	Mr. Ishwar Chand Mittal	50000
5	Mr. Naresh Kumar	50000
6	Mr. Krishan Kumar	50000
7	Mr. Amit Mittal	50000
8	Mr. Dharmender Goel	50000
9	Mr. Prateek Goel	50000
10	Mr. Rohit Goel	50000
11	Mr. Vasudev Goel	50000
12	Mr. Shashank Agarwal	50000
13	Mr. Shalabh Agarwal	50000
14	Mrs. Varinda Aggarwal	30000
15	Mrs. Nirantar Dinkar Vaze	30000
16	Mrs. Rakhee Mahesh Vaze	25000
17	Mrs. Nandini Shantiratna Korke	25000
18	Mr. Alok Kumar	25000
19	Smt. Kamlesh Gupta	25000
20	Ms. Tripti Gupta	25000
21	Smt. Anshu Agarwal	25000
22	Smt. Taru Agarwal	25000
23	Mr. Vikas Gupta	15000
24	OMAS SECURITIES PVT. Ltd.	15000

25	Mr. Sanjeev Gupta	15000
26	Mrs. Priti Gupta	15000
	<b>Total</b>	<b>10,00,000</b>

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is January 27<sup>th</sup>, 2020 being the date which is 30 days prior to the last date of Postal Ballot i.e. February 26<sup>th</sup>, 2020.

**RESOLVED FURTHER THAT** aforesaid issue of warrants shall be subject to the following terms & conditions:

(a) The proposed allottee(s) of Warrants shall, on the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the date of allotment thereof.

(b) Warrants, being allotted to the persons belonging to Non Promoter Category and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(c) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

(d) Warrants shall be issued and allotted by the Company only in Dematerialized form.

(e) The consideration for allotment of warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed warrant allottees.

(f) In the event the Warrant Holder(s) does not exercise the Equity Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(g) The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants;

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Equity Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India)

Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**ITEM NO 2. TO APPOINT MRS. NEERJA KUMAR (DIN: 08679454) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

**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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Neerja Kumar (DIN: 08679454), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from January 22nd, 2020, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of ensuing Annual General meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of his appointment as an Additional Independent Director i.e., January 22nd, 2020 to January 21TH, 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Date: January 24, 2020  
Place: New Delhi

**BY ORDER OF THE BOARD  
OF HI-TECH PIPES LTD.**

Registered Office:  
505, Pearls Omaxe Tower,  
Netaji Subhash Place,  
Pitmpura New Delhi-110034

Sd/-  
Ajay Kumar Bansal  
Managing Director  
DIN: 01070123

**NOTES:**

1. An Explanatory Statement pursuant to section 102(1) of The Companies Act, 2013 setting out the material facts concerning each item of business to be transacted is annexed hereto.
2. Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the registers of members/ list of beneficial owners as received from the National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) as on Friday, January 17, 2020.
3. The Notice along with the Postal Ballot Form is being sent to the Members in the electronic form to the e-mail addresses registered with their Depositories Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents viz. M/s Bigshare Services Private Limited (in case of Physical Shareholding). For Members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with self-addressed postage pre-paid envelope.
4. Members who have received the notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the "Investors" Section of the Company.
5. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in this behalf.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / beneficial owner (in case of electronic shareholding) as on Friday, January 17, 2020.
7. In compliance with section 108 and 110 of the Companies Act, 2013 and Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through e-voting service of facility arranged by CDSL. The Instructions for e-voting are annexed to the Notice under Note No. 18.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members can opt for only one mode voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
10. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is Wednesday, February 26, 2020
11. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with the attested specimen Signature(s) of the duly authorized representative(s), to the Scrutinizer along with the postal ballot form.
12. The Board of Directors has appointed M/s NSP & Associates, practicing Company Secretaries, Delhi (having its address for receiving of postal ballot form in return is Plot No.-14, Rabagh Colony, Sahibabad Near Rajbagh Metro Station, Jain Mandir Marg, Ghaziabad, Uttar Pradesh-201005) as a scrutinizer to conduct the postal Ballot voting process in fair and transparent manner.
13. The scrutinizer will submit his report to the chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the scrutinizers' report on the Company's website i.e. [www.hitechpipes.in](http://www.hitechpipes.in) and communicated to the Stock Exchange.

14. Relevant documents referred to in the notice and Statement are available for inspection by the members at the Company's registered office during business hours on all its working days from the date of dispatch of the Notice till Feb 26, 2020.

15. The e-voting period commences on Tuesday, January 28, 2020 (9.00 a.m.) and ends on Wednesday February 26, 2010 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday February 17, 2020 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after 5:00 pm on Wednesday February 26, 2020

16. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ Depository Participant(s) for sending future communication(s) in electronic form.

17. The Scrutinizer's decision on the validity of the postal ballot shall be final.

**18. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

a) The voting period begins on Tuesday, the 28th January, 2020 at 9.00 a.m. and ends on Wednesday the 26th February, 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 i.e. 17th January, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)

c) Click on Shareholders.

d) Now Enter your User ID

i) For CDSL: 16 digits beneficiary ID,

ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.

e) Next enter the Image Verification as displayed and Click on Login.

f) 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.

g) 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> <ul style="list-style-type: none"> <li>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.</li> </ul> <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</p>

	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 <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant Hi-Tech Pipes Limited on which you choose to vote.
- l) 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.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) 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.
- r) 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.
- s) Note for Non – Individual Shareholders and Custodians

- i) 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 Corporate.
  - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - iii) 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.
  - iv) 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.
  - v) 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.
19. 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)

**BY ORDER OF THE BOARD  
OF HI-TECH PIPES LTD.**

**Date: January 24, 2020  
Place: New Delhi**

**Registered Office:  
505, Pearls Omaxe Tower,  
Netaji Subhash Place,  
Pitmpura New Delhi-110034**

**Sd/-  
Ajay Kumar Bansal  
Managing Director  
DIN: 01070123**



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

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

**Item No 1**

The Special Resolutions contained in the Postal Ballot Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot 10,00,000 Fully Convertible Warrants (FCWs) of Rs.10/- each to the persons belonging to Non- Promoter Category in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on January 22nd, 2020.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

**A. The Objects of the issue through preferential offer:**

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business, working Capital requirements and for general corporate purposes, accordingly in order to finance the said fund requirement, the Company proposes to issue and allot FCWs on Preferential basis.

**B. Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

Below- mentioned persons belonging to Non-Promoter Category intend to subscribe the FCWs:

Sl. No.	Name	No. of Warrants
1	Mrs. Sanya Jindal	100000
2	M/s Base Engineering LLP	75000
3	M/s VA TRADINGVENTURE LLP	30000
4	Mr. Ishwar Chand Mittal	50000
5	Mr. Naresh Kumar	50000
6	Mr. Krishan Kumar	50000
7	Mr. Amit Mittal	50000
8	Mr. Dharmender Goel	50000
9	Mr. Prateek Goel	50000
10	Mr. Rohit Goel	50000
11	Mr. Vasudev Goel	50000
12	Mr. Shashank Agarwal	50000
13	Mr. Shalabh Agarwal	50000
14	Mrs. Varinda Aggarwal	30000
15	Mrs. Nirantar Dinkar Vaze	30000
16	Mrs. Rakhee Mahesh Vaze	25000
17	Mrs. Nandini Shantiratna Korke	25000
18	Mr. Alok Kumar	25000

19	Smt. Kamlesh Gupta	25000
20	Ms. Tripti Gupta	25000
21	Smt. Anshu Agarwal	25000
22	Smt. Taru Agarwal	25000
23	Mr. Vikas Gupta	15000
24	OMAS SECURITIES PVT. Ltd.	15000
25	Mr. Sanjeev Gupta	15000
26	Mrs. Priti Gupta	15000
	<b>Total</b>	<b>10,00,000</b>

None of the promoters, directors or key management personnel has shown their intention to subscribe the proposed issue.

**C. The shareholding pattern of the issuer Company before and after the preferential issue;**

The shareholding pattern before and after the proposed preferential issue to non- promoters are as follows:

Category	Pre issue Shareholding Structure		#Post Issue Shareholding (Presuming Full Conversion of Warrants)	
	No. of Shares	% of Shares	No. of Shares	% of Shares
<b>(A) Promoter and Promoter Group</b>				
<b>(1) Indian</b>				
(a) Individuals/HUF	57,18,877	52.34	57,18,877	47.95
(b) Central Govt. /State Govt.	-	-	-	-
(c) Bodies Corporate	10,68,000	9.77	10,68,000	8.95
(d) Financial Institutions /Banks	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>67,86,877</b>	<b>62.11</b>	<b>67,86,877</b>	<b>56.91</b>
<b>(2) Foreign</b>				
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-
(b) Bodies Corporate	-	-	-	-
(c ) Institutions	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>67,86,877</b>	<b>62.11</b>	<b>67,86,877</b>	<b>56.91</b>
<b>(B) Public</b>				
<b>(1) Institutions</b>				
(a) Mutual Funds	-	-	-	-

(b) Venture Capital Funds	-	-	-	-
(c) Alternate Investment Funds	-	-	-	-
(d) Foreign Venture Capital Investors	-	-	-	-
(e) Foreign Portfolio Investors	1,34,150	1.23	1,34,150	1.12
(f) Financial Institution/Banks	3,043	0.03	3,043	0.02
(g) Insurance Companies	-	-	-	-
(h) Provident Funds/ Pension Funds	-	-	-	-
<b>Sub Total (B)(1)</b>	<b>1,37,193</b>	<b>1.26</b>	<b>1,37,193</b>	<b>1.14</b>
<b>(2) Central / State government(s)</b>	-	-	-	-
<b>Sub Total (B)(2)</b>	-	-	-	-
<b>(3) Non-Institutions</b>				
(a.1) Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	14,50,777	13.28	14,95,777	12.54
(a.2) INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	17,00,230	15.56	26,55,230	22.26
(b)NBFCs	56,671	0.52	56,671	0.47
(c)Employee Trusts	-	-	-	-
(d)Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
(e)Any Other	7,94,352	7.27	7,94,352	6.67
<b>SUB TOTAL (B)(3)</b>	<b>40,02,030</b>	<b>36.63</b>	<b>5002030</b>	<b>41.95</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>	<b>41,39,223</b>	<b>37.89</b>	<b>51,39,223</b>	<b>43.09</b>
<b>Total</b>	<b>1,09,26,100</b>	<b>100</b>	<b>1,19,26,100</b>	<b>100</b>

# The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1 into equity shares

**D. Proposed time within which allotment will be completed:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment to proposed allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange or other concerned authorities.

**E. The name of the proposed allottees of the issue and the percentage of post preferential issue capital that may be held by them:**

1) Names of the proposed Allottees and percentage of post preferential issue capital that may be held by them:

Name of the proposed Allottee	Category	Present Holding		Present Issue (Equity on Conversion of Warrants)	#Post Issue Shareholding (Presuming Full Conversion of Warrants)	
		No. of Shares Held	% of Shares		No. of Shares Held	% of Shares
Mrs. Sanya Jindal	Non Promoter Person	NIL	-	100000	100000	0.84
M/s Base Engineering LLP	Non Promoter Person	NIL	-	75000	75000	0.63
M/s VA TRADINGVENTURE LLP	Non Promoter Person	NIL	-	30000	30000	0.25
Mr. Ishwar Chand Mittal	Non Promoter Person	30000	0.27	50000	80000	0.67
Mr. Naresh Kumar	Non Promoter Person	NIL	-	50000	50000	0.42
Mr. Krishan Kumar	Non Promoter Person	NIL	-	50000	50000	0.42
Mr. Amit Mittal	Non Promoter Person	Nil	-	50000	50000	0.42
Mr. Dharmender Goel	Non Promoter Person	50000	0.46	50000	100000	0.84
Mr. Prateek Goel	Non Promoter Person	50000	0.46	50000	100000	0.84
Mr. Rohit Goel	Non Promoter Person	50000	0.46	50000	100000	0.84
Mr. Vasudev Goel	Non Promoter Person	50000	0.46	50000	100000	0.84
Mr. Shashank Agarwal	Non Promoter Person	1755	0.02	50000	51755	0.43
Mr. Shalabh Agarwal	Non Promoter Person	13050	0.12	50000	63050	0.53
Mrs. Varinda Aggarwal	Non Promoter Person	Nil	-	30000	30000	0.25
Mrs. Nirantar Dinkar Vaze	Non Promoter Person	2500	0.02	30000	32500	0.27

Mrs. Rakhee Mahesh Vaze	Non Promoter Person	Nil	-	25000	25000	0.21
Mrs. Nandini Shantiratna Korke	Non Promoter Person	Nil	-	25000	25000	0.21
Mr. Alok Kumar	Non Promoter Person	9000	0.08	25000	34000	0.29
Smt. Kamlesh Gupta	Non Promoter Person	38750	0.35	25000	63750	0.53
Ms. Tripti Gupta	Non Promoter Person	19939	0.18	25000	44939	0.38
Smt. Anshu Agarwal	Non Promoter Person	3000	0.03	25000	28000	0.23
Smt. Taru Agarwal	Non Promoter Person	325	0.00	25000	25325	0.21
Mr. Vikas Gupta	Non Promoter Person	Nil	-	15000	15000	0.13
OMAS SECURITIES PVT. Ltd.	Non Promoter Person	2500	0.02	15000	17500	0.15
Mr. Sanjeev Gupta	Non Promoter Person	Nil	-	15000	15000	0.13
Mrs. Priti Gupta	Non Promoter Person	7000	0.06	15000	22000	0.18
Total		<b>327819</b>	<b>3.00</b>	100000	<b>1327819</b>	<b>11.13</b>

# The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1 into equity shares.

2. The identity of Natural Persons who are the ultimate beneficial owners of the Fully Convertible Warrants proposed to be allotted and/ or who ultimately control the proposed allottees is as follows:

Name of the Proposed Allottee	Name of the ultimately Beneficial owners*	% of Post-Preferential Issue
M/s Base Engineering LLP	Mr. Alok Kumar	0.91%
M/s VA TRADING VENTURE LLP	Mrs. Sapna Agarwal	0.25%
OMAS SECURITIES PVT. Ltd.	Mr. Sunil Jain	0.15%

\*These are the ultimate controlling Authority

#### F. Consequential changes in the voting Rights and change in the Management:

As a result of the proposed preferential issue of Warrants, and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

#### G. Lock in Requirement

- i. The Fully Convertible Warrants to be issued on a preferential basis to the persons belonging to Non- Promoter Group, pursuant to exercise of options against each Warrants, shall be subject to lock-in' for a period of One year from the date of trading approval for such Equity Shares in accordance with Regulation 167(2) of the SEBI (ICDR) Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 167(6) of the SEBI ICDR Regulations.

**H. Issue Price and Relevant Date:**

The Relevant Date on the basis of which issue price of the said Warrants has been computed is January 27th, 2020 i.e., 30 days prior to the Last date of Postal Ballot (February 26, 2020).

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE). Accordingly, the issue price for the minimum issue price of Warrants has been calculated on the basis of trading at NSE and is computed as Rs.175.83 /- considering the relevant date January 27th, 2020 in compliance with Regulation 164 of the SEBI (ICDR) Regulations, 2018 and accordingly, it is proposed to issue Warrants at Rs. 180/- per Equity Share.

**I. Re-computation of Issue Price:**

The Board of Directors of the Company undertakes that:

Since the Company's Equity Shares are frequently traded, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations.

**J. Auditor's Certificate:**

The certificate from M/s A.N. Garg & Company, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 6:00 P.M. (office hours) up to the date of declaration of results.

**K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.**

In this regard, the company would like to confirm that the Company/ any of its promoters or directors are not in the willful defaulter's list as issued by RBI.

**L. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested in the above referred resolutions except to the extent of their shareholding.

**Item No 2.**

Mrs. Neerja Kumar was appointed as an Additional Independent Director by the Board on 22nd January, 2020 who holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a declaration from Mrs. Neerja Kumar that she is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015. Further, The Company has also received a notice in writing under Section 160 of the Act from her proposing her candidature for the office of Director in the Company.

The Board considered the appointment of Mrs. Neerja Kumar as a Director of the Company and it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as an Independent Director of the Company, who will not be liable to retire by rotation, for a period of five (5) consecutive years effecting from 22nd January, 2020 to 21st January, 2025.

In compliance with the requirement of Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India and as per Regulation 36 (3) of the SEBI (LODR) Regulations the details of Mrs. Neerja Kumar are as follows:

She did MSc MPhil (Botany). She has retired as General Manager-(MSME) from Punjab National Bank in Dec 2018. She Started her career as Management Trainee with Punjab National Bank. Mrs. Kumar is having almost FOUR decades of experience in PNB Bank in various discipline.

She has rich experience in Bank Management as handling a number of bank branches across India as Branch Head Planning for growth and development of bank to maximize Profits. Provide the best of services to clients. Handled special focus branches of Retail loans, MSME loans and International banking branches as branch head. HR Management and development Operational control of Credit and NPA. Worked as Deputy General Manager in Mumbai handling HR, Planning and development, Credit, Inspection and audit, IT and other areas of banking of Maharashtra and Gujarat Worked as Circle Head Jhansi controlling more than 65 branches of Bundelkand UP.

<b>Name</b>	<b>Mrs. Neerja Kumar</b>
Age	61 Years
Date of First Appointment on the Board	January 22, 2020
Qualification	MSc MPhil (Botany)
Experience	3 Decades (Approx.)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Sitting Fees Rs.30,000/- per meeting
Shareholding in the Company	Nil
Last drawn remuneration, if applicable	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
The number of Meetings of the Board attended during the Year	NIL
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL

Except, Mrs. Neerja Kumar, being an appointee, none of the Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 2.

The Board of Directors therefore, recommends the resolution for appointment of Mrs. Neerja Kumar as an Independent Director of the Company for approval of the members by passing the Ordinary resolution.

**Date: January 24, 2020**  
**Place: New Delhi**

**Registered Office:**  
**505, Pearl Omaxe Tower,**  
**NSP, PITAMPURA-110034, Delhi**

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

**Sd/-**  
**Ajay Kumar Bansal**  
**Managing Director**  
**DIN: 01070123**

# HI-TECH PIPES LIMITED

(CIN: L27202DL1985PLC019750)

Regd. Off.: 505, Pearls Omaxe Tower, Netaji Subhash Place, Pitampura, Delhi-110034

Tel. +91-1148440050, Fax No.: +91-11-48440055, E-mail: [info@hitechpipes.in](mailto:info@hitechpipes.in)

Website: [www.hitechpipes.in](http://www.hitechpipes.in)

Seq. No.:

## POSTAL BALLOT FORM

1. Name(s) of Member(s)/ Beneficial Owner(s) (in block letters) :  
(including joint holders, if any)
2. Registered address of the sole/first named Member(s)/  
beneficial owner(s)
3. Registered folio No./DP ID No./Client ID No\* :  
(\*Applicable to investors holding shares in dematerialized  
form)
4. Number of shares held :
5. EVSN (E-Voting Sequence Number) :
6. I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Item No.	Description (nature of resolution)	No.of equity shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Special Resolution under section 42, 62 of the Companies Act, 2013 for issuance of 10,00,000 Fully Convertible Warrants on the Preferential Basis to the persons belonging to Non-Promoter Category at an issuing price of Rs. 180/-			
2.	Ordinary Resolution under section 149, 150 and 152 of the Companies Act, 2013 for the Appointment of Mrs. Neerja Kumar as an Independent Director of the Company			

Place: Delhi

Date: 24.01.2020

.....  
Signature of the member/ beneficial owner

### **INSTRUCTIONS:**

The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

**Note: Please read carefully the Notes/ Instructions printed overleaf before exercising the vote**

### **Voting in Physical form:**

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.



6. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
7. Duly completed Postal Ballot Form should reach the Company or the scrutinizer not later than the close of working hours on February 26, 2020. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
9. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their ascent or dissent and affixing their signatures.
10. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (7) above.
11. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

### Electronic Voting

The company offered e-voting facility to its members enabling them to cast their vote electronically. The company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and as per applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 1. The instructions for shareholders voting electronically are as under:

- a) The voting period begins on Tuesday, the 28th January, 2020 at 9.00 a.m. and ends on Wednesday, the 26th February, 2020 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 i.e. 17th January, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- c) Click on Shareholders.
- d) Now Enter your User ID
  - i) For CDSL: 16 digits beneficiary ID,
  - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) 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.
- g) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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 <b>OR</b> 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> <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant Hi-Tech Pipes Limited on which you choose to vote.
- l) 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.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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.
- r) 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.
- s) 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 Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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.
- t) 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)

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)

2. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot form.

3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on January 17, 2020.

4. The voting period starts from January 28, 2020 and ends on February 26, 2020.