

# NOTICE

Notice is hereby given that the **16<sup>th</sup> Annual General Meeting** of the Members of **Hariom Pipe Industries Limited** will be held on Friday, the 22<sup>nd</sup> September 2023, at 11.30 A.M through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

## Ordinary Business:

**1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March 2023 along with the Report of the Directors and the Auditors:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**2. To appoint Mrs. Sunita Gupta, who retires by rotation as a Director:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, Mrs. Sunita Gupta (DIN: 02981707), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

## Special Business:

**3. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2024:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) 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), and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Seshadri & Associates., Cost Accountants (Regn. No 101476), Hyderabad, appointed as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2024, amounting to

₹ 75,000/- (Rupees Seventy Five Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.”

**4. To approve Material Related Party Transaction(s):**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements/transactions/contracts with below mentioned related parties (“Related Party”), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during the financial year, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (₹ in Cr.)
Ultra Pipes- Partnership Firm	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations.	Sale, purchase or supply of any goods or materials.	150

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**5. To approve appointment and remuneration of Mr. Rupesh Kumar Gupta, Managing Director of the Company:**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration committee and pursuant to the provisions of section 196, 197 & 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (The Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactments thereof, consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Rupesh Kumar Gupta (DIN: 00540787), as Managing Director for a period of 3 (Three) years, with effect from 08<sup>th</sup> January 2024, at a remuneration as mentioned in the table below, inclusive of any remuneration directly or otherwise or by way of salary and allowances, performance based rewards/ incentives, on the terms and conditions (including remuneration payable in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) as explained in the explanatory statement annexed to the notice of the meeting in terms of Section 102 of the Act, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Rupesh Kumar Gupta.”

Particulars	Remuneration
Basic Salary	₹ 15,00,000/- p.m
Commission	2.5% of Net Profit

**RESOLVED FURTHER THAT** even in the absence of or inadequacy of profits in any Financial Year, subject to the provisions of Schedule V of the Act and such other approvals as may be required, Mr. Rupesh Kumar Gupta, be paid the same remuneration as mentioned above as minimum remuneration for the entire tenure or such period as may be approved by the Shareholders of the Company and / or Central Government, if required.

**RESOLVED FURTHER THAT** any of the Directors from the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution.”

**6. To approve appointment and remuneration of Mr. Sailesh Gupta (DIN: 00540862) as Whole Time Director of the Company:**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration committee and pursuant to the provisions of section 196, 197 & 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (The Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactments thereof, consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Sailesh Gupta (DIN: 00540862), as Whole Time Director for a period of 3 (Three) years, with effect from 08<sup>th</sup> January 2024 at a remuneration as mentioned in the table below, inclusive of any remuneration directly or otherwise or by way of salary and allowances, performance based rewards/ incentives, on the terms and conditions (including remuneration payable in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) as explained in the explanatory statement annexed to the notice of the meeting in terms of Section 102 of the Act, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sailesh Gupta.

Particulars	Remuneration
Basic Salary	₹ 12,00,000/- p.m
Commission	2.5% of Net Profit

**RESOLVED FURTHER THAT** even in the absence of or inadequacy of profits in any Financial Year, subject to the provisions of Schedule V of the Act and such other approvals as may be required, Mr. Sailesh Gupta, be paid the same remuneration as mentioned above as minimum remuneration for the entire tenure or such period as may be approved by the Shareholders of the Company and / or Central Government, if required.

**RESOLVED FURTHER THAT** any of the Directors from the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution.”

BY ORDER OF THE BOARD  
For **Hariom Pipe Industries Limited**

Sd/-  
**Rupesh Kumar Gupta**  
Managing Director  
DIN: 00540787

Place: Hyderabad  
Date: 10<sup>th</sup> August 2023

**Notes:**

1. The Ministry of Corporate Affairs ('MCA'), *inter-alia*, vide its General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020 and 17/2020 dated 13<sup>th</sup> April 2020, followed by General Circular Nos. 20/2020 dated 05<sup>th</sup> May 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated 28 December 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.  
  
Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021, 13<sup>th</sup> May 2022 and 05<sup>th</sup> January 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.  
  
In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 16<sup>th</sup> AGM of the Company is being held through VC/OAVM on Friday, 22<sup>nd</sup> September 2023, at 11:30 A.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 3-4-174/12/2, 1<sup>st</sup> Floor, Samarpan, lane beside Spencer's Pillar No. 125, Attapur Hyderabad TG 500048 India.
2. The Company has appointed CDSL to provide VC/OAVM (Video Conferencing) facility for the e-AGM.
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM.
4. Generally, 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 and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first serve basis. This will not include large members (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company for the AGM are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form if any) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL. The Company shall send physical copy of the Annual Report 2022-23 to the members who specifically request for the same by sending an email at [cs@hariompipes.com](mailto:cs@hariompipes.com).
9. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, Bigshare Services private Limited, having its registered office at 306, Right Wing, 3<sup>rd</sup> Floor, Amurtha Ville, Opp. Yashoda Hospitals, Somajiguda, Raj Bhavan Road, Hyderabad – 500082, e-mail: [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com).
10. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at [cs@hariompipes.com](mailto:cs@hariompipes.com) with a copy marked to [acs.vinod@gmail.com](mailto:acs.vinod@gmail.com).

11. All the documents which are relevant and referred in the Notice or Explanatory Statement will be available for Inspection of members at the registered office of the Company during the working hours on all working days upto the date of AGM.
12. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<sup>th</sup> December 2020, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically through the facility provided by Central Depository Services (India) Limited ("CDSL"). The instructions for remote e-voting are appended to this Notice. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.
13. Any person, who become Member of the Company after dispatch of the Notice of AGM and hold shares as on Friday, 15<sup>th</sup> September 2023 ("cut-off date") may obtain the login ID and password by sending an email to the RTA at [bsshhd@bigshareonline.com](mailto:bsshhd@bigshareonline.com) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
14. Mr. Vinod Sakaram Partner of M/s. VSSK & Associates, Company Secretaries, C.P. No. 8345.; Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the entire e-voting process (remote e-voting and e-voting at the AGM) in a fair and transparent manner.
15. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman. The voting results along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM. The said results would be displayed at the Registered Office of the Company and on its website at [www.hariompipes.com](http://www.hariompipes.com) and simultaneously intimated to the CDSL and National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Scrutinizer's decision on the validity of votes cast will be final.
16. CDSL e-Voting System – For e-voting and Joining Virtual meetings.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Tuesday, 19<sup>th</sup> September 2023 at 9:00 A.M. (IST) and ends on Thursday, 21<sup>st</sup> September 2023 at 5:00 P.M. (IST). 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 Friday, 15<sup>th</sup> September 2023 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 AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<sup>th</sup> December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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 e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:
 

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details 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.</li> </ul>
- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@hariompipes.com](mailto:compliance@hariompipes.com) (designated email address by company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@hariompipes.com](mailto:cs@hariompipes.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@hariompipes.com](mailto:cs@hariompipes.com). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

### ITEM NO. 3:

The Board on the recommendation of Audit Committee, has approved the appointment and remuneration of M/s. Seshadri & Associates., Cost Accountants (Regn. No. 101476), Hyderabad to conduct the Audit of the Cost records of the Company at a remuneration of ₹ 75,000/- (Seventy Five Thousand Only) for the Financial year ending 31<sup>st</sup> March 2024.

In Accordance with the provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor as recommended by the Audit Committee and approved by the Board, 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March 2024.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Directors and Key Managerial personnel or their relatives of the Company are in anyway concerned or interested, financially or otherwise, in the resolution.

**ITEM NO. 4:**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “the Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The annual consolidated turnover of the Company for the financial year 2022-23 is ₹ 643.71 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 64.37 Crores (10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members’ approval for the following arrangements/transactions/contracts which may be entered into by the Company with its related party from time to time:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (₹ in Cr.)
Ultra Pipes- Partnership Firm	Entity Forming part of Promoter’s Group	Sale, purchase or supply of any goods or materials	150

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms’ length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on 10 August 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm’s length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

S. No.	Name of the Related Party	Nature of Concern or Interest
1.	Ultra Pipes- Partnership Firm	Mr. Rupesh Kumar Gupta, Managing Director and Mr. Sailesh Gupta, Whole Time Director of the Company along with their relative as defined u/s 2(76) of Companies Act 2013, holds 100% capital in the Partnership Firm.

The Board recommends the resolution set out at Item No. 4 of the AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 4 respectively.

**ITEM NO. 5 & 6:**

To approve reappointment and remuneration of Mr. Rupesh Kumar Gupta (DIN: 00540787) as Managing Director and Mr. Sailesh Gupta (DIN: 00540862) as Whole Time Director of the Company.

The term of Mr. Rupesh Kumar Gupta as Managing Director and Mr. Sailesh Gupta as Whole time Director of the Company expires on 07<sup>th</sup> January 2024, the board directors of the Company have decided to reappoint them for a further period of 3 years from 08<sup>th</sup> January 2024 as Key Managerial personnel on the Board of the Company.

**A) Appointment of Mr. Rupesh Kumar Gupta as Managing Director**

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made there under, the board of Director of the Company at their meeting held on 10<sup>th</sup> August 2023 as recommended by NRC Committee has appointed Mr. Rupesh Kumar Gupta as Managing Director of the Company for a period of 3 (Three) years with effect from 08<sup>th</sup> January 2024, subject to the approval of the members.

In terms of the provisions of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company, being in adequate profit making Company, it shall obtain approval of the members by passing special resolution, if the remuneration paid to its Whole Time Director/ Executive Director exceeds the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

**B) Appointment of Mr. Sailesh Gupta as Whole Time Director**

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made there under, the board of Director of the Company at their meeting held on 10<sup>th</sup> August 2023 as recommended by NRC Committee has appointed Mr. Sailesh Gupta as Whole Time Director of the Company for a period of 3 (Three) years with effect from 08<sup>th</sup> January 2024, subject to the approval of the members.

In terms of the provisions of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company, being inadequate profit making Company, it shall obtain approval of the members by passing special resolution, if the remuneration paid to its Whole Time Director/ Executive Director exceeds the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.



**THE FOLLOWING ADDITIONAL DETAILED INFORMATION AS PER SECTION – II OF SCHEDULE V IS AS FOLLOWS:**

**I. General Information:**

a) Nature of industry	Manufacturing and Trading
b) Date or expected date of commencement of commercial production.	Since incorporation
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
d) Financial performance based on given indicators.	Performance for FY 2022-23 1. Gross Revenue: ₹ 644.46 Crores 2. Profit after tax: ₹ 46.20 Crores EPS: ₹ 18.30/-
e) Foreign investments or collaborators, if any	No Foreign Investments or Collaborations.

**II. Information about the appointees:**

a) Background details	Mr. Rupesh Kumar Gupta, aged about 47 years, is the founder and promoter of the Company. He has more than two decades of experience in steel Industry.	Mr. Sailesh Gupta, aged about 42 years, is a B. Com Graduate with the experience of more than 10 years in Marketing. He is Co-Founder of the Company.												
b) Past remuneration	The remuneration drawn by Mr. Rupesh Kumar Gupta during the past Two Years is as follows:	The remuneration drawn by Mr. Sailesh Gupta during the past Two Years is as follows:												
	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount (₹)</th> </tr> </thead> <tbody> <tr> <td>2022-23</td> <td>1,80,00,000</td> </tr> <tr> <td>2021-22</td> <td>1,80,00,000</td> </tr> </tbody> </table>	Financial Year	Amount (₹)	2022-23	1,80,00,000	2021-22	1,80,00,000	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount (₹)</th> </tr> </thead> <tbody> <tr> <td>2022-23</td> <td>1,44,00,000</td> </tr> <tr> <td>2021-22</td> <td>1,44,00,000</td> </tr> </tbody> </table>	Financial Year	Amount (₹)	2022-23	1,44,00,000	2021-22	1,44,00,000
Financial Year	Amount (₹)													
2022-23	1,80,00,000													
2021-22	1,80,00,000													
Financial Year	Amount (₹)													
2022-23	1,44,00,000													
2021-22	1,44,00,000													
c) Recognition or awards	Nil	Nil												
d) Job profile and his suitability	Mr. Rupeshkumar Gupta, has been serving the Company since inception in the capacity of a Director/ Managing Director. Over the period of time Company has grown up manifold on various parameters. This growth to the large extent is attributable to the hard work and decision of the director.	Mr. Sailesh Gupta has been serving the Company over a long period of time.  He has been part of the Company over a decade and have lead successfully in growth of the Business.												
e) Remuneration proposed	As mentioned in the resolution.	As mentioned in the resolution.												
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibilities, the proposed remuneration is commensurate with industry standards and Board level position held in similar sized and similar positioned businesses. The remuneration proposed to be paid to the Managing Director/ Whole time Director is purely based on merit. Further, the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile before approving the remuneration as proposed hereinabove.													
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He is Son of Mrs. Sunita Gupta, Non Executive Director and Elder brother of Mr. Sailesh Gupta, Wholetime Director of the Company.	He is Son of Mrs. Sunita Gupta, Non Executive Director and younger brother of Mr. Rupesh Kumar Gupta, Managing Director of the Company.												

**III. Other information:**

a) Reasons of loss or inadequate profits	At present company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
b) Steps taken or proposed to be taken for improvement	The Company has initiated certain steps to improve the quality of their products and have also added new products in its offering also initiated new marketing strategies of their products. The company is always looking forward to take all such steps and measures including expansion which are in the best interest of the company.
c) Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it.

**IV. Disclosures:**

- The remuneration package of all the managerial persons are given in the respective resolutions.

The appointment of Mr. Rupesh Kumar Gupta & Mr. Sailesh Gupta is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item No. 5 & 6 of the notice for your approval, by passing **Special Resolution**.

Mr. Rupesh Kumar Gupta & Mr. Sailesh Gupta and their relatives may be deemed to be interested in the respective resolutions proposing the appointments set out at Item No. 5 and 6 in the Notice.

Save and except the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 5 and 6 in the Notice

BY ORDER OF THE BOARD  
For **Hariom Pipe Industries Limited**

Sd/-  
**Rupesh Kumar Gupta**  
Managing Director  
DIN: 00540787

Place: Hyderabad  
Date: 10<sup>th</sup> August 2023

## DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/RE- APPOINTMENT AT THE 15TH ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY:

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of the Director	Mrs. Sunita Gupta	Mr. Rupesh Kumar Gupta	Mr. Sailesh Gupta
Date of Birth	31 <sup>st</sup> December 1956	02 <sup>nd</sup> October 1976	05 <sup>th</sup> October 1981
Qualifications	Undergraduate	Undergraduate	Commerce graduate
Nationality	Indian	Indian	Indian
Experience	Director of the Company since 01 <sup>st</sup> October 2014.	Promoter and Director of the Company since Incorporation	Working as Director in the Company for more than 13 years
Terms and conditions of appointment or reappointment	Non-Executive Director of the Company, liable to retire by rotation.	i) Tenure of his appointment shall be three years with effect from 08 <sup>th</sup> January 2024. ii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act. iii) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made there under.  The separation from this engagement could be effected by either side giving One months' notice.	i) Tenure of his appointment shall be three years with effect from 08 <sup>th</sup> January 2024. ii) The Whole Time Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act. iii) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made there under.  The separation from this engagement could be effected by either side giving One months' notice.
Last drawn remuneration	Sitting Fees of ₹ 90,000/- in the FY 2022-23.	₹ 15,00,000/- p.m.	₹ 12,00,000/- p.m.
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees there of or for any other purpose as maybe decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	As mentioned in the resolution No. 5 in the notice	As mentioned in the resolution No. 6 in the notice
Date of first appointment on the Board	Appointed as Director on 01 <sup>st</sup> October 2014. Changed designation as Non-Executive Director w.e.f 01 <sup>st</sup> October 2017	Appointed as First Director of the Company from 21 <sup>st</sup> June 2007 (Since Incorporation of the Company)	Appointed as Additional Director of the Company on 09 <sup>th</sup> January 2010.
No. of share held as on the date of Notice	10,75,720 (Ten Lakhs Seventy Five Thousand Seven Hundred and Twenty) Equity Shares of ₹ 10/- (Rupees Ten Only) each.	41,93,847 (Forty One Lakhs Ninety Three Thousand Eight hundred and Forty Seven) Equity Shares of ₹ 10 each.	29,36,222 (Twenty Nine Lakhs Thirty Six Thousand Two Hundred and Twenty Two) Equity Shares of ₹ 10/- each.
Relationship with Directors, Managers and KMP	Mother of Rupesh Kumar Gupta, Managing Director and Sailesh Gupta, Whole time Director of the Company.	Mrs. Sunita Gupta (Non-Executive Director) is mother. Mr. Sailesh Gupta (Whole Time Director) is Brother.	Mrs. Sunita Gupta (Non-Executive Director) is mother. Mr. Rupesh Kumar Gupta (Managing Director) is Brother.
Number of Board Meetings attended during FY 2022-23	5 out of 9	9 out of 9	9 out of 9
Directorships of other Boards	– Ansh Commerce Private Limited	– Reo Solutions Private Limited	Nil
Chairman/ Member of the Committees of Boards of other companies.	Nil	Nil	Nil