

Date: 29/05/2026

To

Manager,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
BandraKurla Complex- Bandra (E),  
Mumbai-400051

**NSE Symbol: HITECH**

Listing Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers, Rotunda Building,  
Dalal Street, Fort  
Mumbai- 400001

**Scrip Code: 543411**

Dear Sir/ Madam,

**Sub: Intimation of Postal Ballot Notice**

Dear Sir/ Madam,

This is to inform you that in continuation with the announcement i.e. Outcome of the Board Meeting dated 28th May, 2026, Please find herewith a copy of Notice of Postal Ballot.

The Notice of Postal Ballot has been dispatched to the shareholders of the Company today i.e. 29<sup>th</sup> May, 2026 as per the provisions of section 108 & 110 of the Companies Act, 2013 read with the Companies (Management And Administration) Rules, 2014, the Regulations of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in force).

Remote e-voting period shall commence on Saturday, May 30, 2026 (09:00 A.M. IST) and end on Sunday, June 28, 2026 (05.00 P.M. IST) (both days inclusive).

The Notice is also available at the website of the company i.e. [www.hitechpipes.in](http://www.hitechpipes.in).

Kindly place the same on your record.

Thanking You,

Yours Truly

For Hi-Tech Pipes Limited



**Ajay Kumar Batsal**  
Managing Director  
DIN:01070123



**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 20 & 22 of the Companies (Management and Administration) Rules, 2014**

<b>REMOTE E-VOTING STARTS ON</b>	<b>REMOTE E-VOTING ENDS ON</b>
<b>Saturday, May 30, 2026 at 9:00 A.M. IST</b>	<b>Sunday, June 28, 2026 at 5:00 P.M. IST</b>

**Dear Members,**

Notice is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (**“SEBI Listing Regulations”**) including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-II on General Meetings (**“SS-II”**) issued by Institute of Company Secretaries of India and circulars issued by the Ministry of Corporate Affairs (**“MCA”**) vide its General Circular Nos. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 20/2020 dated 05.05.2020, No. 22/2020 dated 15.06.2020, No. 33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020, No. 10/2021 dated 23.06.2021, No. 20/2021 dated 08.12.2021, No. 21/2021 dated 14.12.2021, No. 3/2022 dated 05.05.2022, No., 10/2022 dated 28.12.2022, No. 09/2023 dated 25.09.2023, No. 09/2024 dated 19.09.2024 read with other relevant circulars, if any, including Circular No. 03/2025 dated September 22, 2025 respectively (collectively referred to as **“MCA Circulars”**) and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, SEBI circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, SEBI circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023, SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024, read with other relevant circulars, if any, (Collectively Called as **“SEBI Circulars”**) and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed to be passed by the members of Hi-Tech Pipes Limited (**“Company”**), by means of Special Resolution through postal ballot by way of remote electronic voting process (**“e-voting”**).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars, the SEBI Circulars and SS-2, the Company has extended the facility of remote e-voting for its Members, to enable them to cast their votes electronically. The company has engaged the services of M/s. National Securities Depository Limited (NSDL) for facilitating e-voting facility. The communication of assent/dissent of the members on the resolution will only take place through the e-voting system. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company i.e. [www.hitechpipes.in](http://www.hitechpipes.in) and on the website of stock exchange(s) i.e. National Stock Exchange of India Limited and BSE Limited [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively.

In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA), National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) (NSDL and CDSL collectively referred as “**Depositories**”) and whose email addresses are registered with the company/ Depository Participants/Depositories as on the **cut-off date** i.e. **Friday, May 22, 2026**.

The Board of Directors of the Company (“**Board**”) has appointed Mr. Naveen Shree Pandey, Proprietor of M/s NSP & Associates, Practicing Company Secretary having C. P. No. 10937 and Peer Review Certificate No. 1797/2022, as Scrutinizer (“**Scrutinizer**”) to scrutinize the e-voting process in fair and transparent manner.

The Board of Directors of the Company now proposes to obtain the consent of the Members by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution, setting out material facts and the reasons for the Resolution, is also annexed.

### **SPECIAL BUSINESS:-**

#### **ITEM NO 1 - ISSUANCE OF 90,00,000 (NINETY LAKHS) FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER GROUP CATEGORY**

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

**“RESOLVED THAT** in accordance with the provisions of Section 23, 42, 62(1)(C) of the Companies Act, 2013 (the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations” or “ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), Foreign Exchange Management Act, 1999, as amended, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the National Stock Exchange of India Limited and BSE Limited (“Stock Exchange(s)”), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Reserve Bank of India (“RBI”), Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the consent and approval of the members of the Company by way of special resolution be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the ICDR Regulations, up-to maximum of 90,00,000 (Ninety Lakhs) nos. of Fully Convertible Equity Warrants (hereinafter referred to as “**Convertible Warrants**”) at an exercise price of Rs. 100/- (Rupees Hundred Only) per underlying equity share of the face value of Re.1/- (Rupee One each)(including a premium of Rs. 99/- (Rupees Ninety Nine Only) per share) which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations (whichever is higher), each convertible into 1 (One) Equity Share of face value of Re. 1/- (Rupee One Only) each (“the Equity Shares”), aggregating up-to Rs. 90,00,00,000/- (Rupees Ninety Crores Only), for cash, to the following

person(s) belonging to Promoter Group Category (**hereinafter referred as “Proposed Allottee(s)”**) in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

<b>S. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum number of Warrants proposed to be issued</b>
1.	Mr. Vipul Bansal	Promoter Group	20,00,000
2.	Aks Buildcon Private Limited	Promoter Group	40,00,000
3.	Hi-tech Agrovision Private Limited	Promoter Group	30,00,000
<b>Total</b>			<b>90,00,000</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 taken to be Friday, May 29, 2026 being the date which is 30 days prior to the last date for remote e-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Sunday, June 28, 2026.

**RESOLVED FURTHER THAT** aforesaid issue of warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- i. the proposed allottee(s) of Warrants shall, on or before the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant/Resulting equity share in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable by the Proposed allottee(s) at the time of exercising the Conversion of Warrant.
- ii. The Articles of Association of the Company contains the provisions of the Valuation Report. Hence, a Valuation Report is being taken from Mr. Jha Prabhakar Pramod, Registered Valuer (IBBI Reg No. IBBI/RV/ 16/ 2021/14342) an the valuation report is being available at [www.hitechpipes.in](http://www.hitechpipes.in) under investor tab.
- iii. 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 allottee(s).
- iv. the Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- v. the Warrants shall be convertible into Equity shares, in one or more tranches, within a period of 18 months from the date of allotment.
- vi. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants in written specifying the number of warrants proposed to be exercised/ converted, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

- vii. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- viii. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- ix. The resulting equity share shall rank pari-passu with the existing fully paid-up Equity shares of the Company including as to Dividend and voting Rights etc.
- x. The resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Convertible Warrants shall not be listed.
- xi. the entire pre-preferential allotment Equity shareholding of the Proposed allottee(s), if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- xii. the Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of ICDR Regulations.
- xiii. The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any rights (including any dividend or voting rights) in the Company in respect of such Equity Warrants;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Warrants and the complete record of private placement be maintained in Form PAS-5 with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges under the applicable laws.

**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 to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares including but not limited to making application to Stock Exchange(s) 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 relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, 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 members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Date: May 28, 2026**

**Place: New Delhi**

**Registered Office:**

**505, Pearls Omaxe Tower,**

**Netaji Subjash Place,**

**Pitampura, Delhi -110034**

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

**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 Special item of businesses to be transacted is annexed hereto.
2. Notice is being sent electronically to the Members whose names appear on the registers of members/ list of beneficial owners as on the cut-off date i.e. **Friday, May 22, 2026** and who have registered their email addresses with the Company and/or with the Depositories.
3. This Postal Ballot is being conducted in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with Circulars issued by the MCA & SEBI.
4. In accordance with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and applicable Regulations of SEBI Listing Regulations, physical copies of the Notice will not be circulated and the members can vote through e-voting only.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same with the Depository Participants, where they maintain their demat accounts. It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter. Further, a person who is not a member of the Company as on the Cut-off date should treat this Notice for information purpose only.
6. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of National Securities Depositories Limited (NSDL) for the purpose of providing remote e-voting facility to all its Members.
7. The Notice is being uploaded on the website of the Company i.e., at [www.hitechpipes.in](http://www.hitechpipes.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the Stock exchange(s), where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
8. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company.
9. The e-voting period commences on Saturday, May 30, 2026 (9.00 a.m.) and ends on Sunday, June 28, 2026 (5:00 p.m.). The E-voting module shall be disabled by NSDL for voting after 5:00 pm on Sunday, June 28, 2026.

10. Resolution passed by the members through 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.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / beneficial owner as on Friday, May 22, 2026.
12. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e. Sunday, June 28, 2026.
13. The Board of Directors has appointed Sh. Naveen Shree Pandey, Proprietor of M/s. NSP & Associates, Company Secretary in practice, having C. P. No. 10937 and Peer Review Certificate No. 1797/2022 as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same. The result of the voting on resolution passed by Remote e-voting will be declared on or before Tuesday, June 30, 2026. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the websites of the Company i.e. [www.hitechpipes.in](http://www.hitechpipes.in) and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolutions.
15. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for electronic inspection from the date of circulation of this Notice upto the last date specified for the e-voting i.e. Sunday, June 28, 2026. Members seeking to inspect may visit the website of the Company: [www.hitechpipes.in](http://www.hitechpipes.in).
16. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on: 022 - 4886 7000.
17. Further any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. Arun Kumar, Company Secretary at: Email id: [cs@hitechpipes.in](mailto:cs@hitechpipes.in), phone no.:+91- 011- 48440050 or to the Registrar and Transfer Agent, Bigshare Services Private Limited, at T302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019 Tel: 011-42425004, e-mail: investor@bigshareonline.com, phone no. +91-022-6263 8200

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period begins on Saturday, May 30, 2026 at 9:00 A.M. IST and ends on Sunday, June 28, 2026 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, May 22, 2026,**

may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, May 22, 2026.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting holding securities in demat mode**

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>E-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of</li> </ol>

	<p>NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="625 1081 1128 1396" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-</li> </ol>

	<p>Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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. 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you

retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (For the shareholders holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in the active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [naveen4567.shreel@gmail.com](mailto:naveen4567.shreel@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: or call on : 022 - 4886 7000 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@hitechpipes.in](mailto:cs@hitechpipes.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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 no. 1 of the accompanying Notice:**

**Item No 1 (SPECIAL RESOLUTION)**

**A. Particulars of the Offer including details of Board Resolution passed**

The Board of Directors of the Company (“Board”) at their meeting held on the Thursday, May 28, 2026, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“ICDR Regulations”), the following securities :

- a. up to an aggregate of 90,00,000 (Ninety Lakhs) nos. of Fully Convertible Warrants (“Convertible Warrants”), convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) at an exercise price of Rs. 100/- (Rupees Hundred Only) per underlying Equity Share of the face value of Re. 1/- (Rupee One only) (including a premium of Rs. 99/- (Rupees Ninety Nine Only) per share) or at such price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations whichever is higher,

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

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

The Company requires infusion of funds for working capital requirements, General Corporate Purpose and the same shall be utilized within 24 months from the date of allotment.

**C. Maximum Number of specified securities to be issued:**

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to an aggregate 90,00,000 (Ninety Lakhs) nos. of Fully Convertible Warrants (“Convertible Warrants”), convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) at an exercise price of Rs. 100/- (Rupees Hundred Only) per underlying Equity Share of the face value of Re. 1/- (Rupee One only) (including a premium of Rs. 99/- (Rupees Ninety Nine Only) per share) of the Company. Further, no assets of the Company are charged as Securities for the said Preferential Issue.

- D. The allotment of the convertible warrants and equity Shares is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

- E. The names of the Proposed Allottee(s) and the percentage of post preferential offer capital that may be held by them along with the Current and Proposed status of the allottee(s) and post the preferential issues:

Issue of Convertible Warrants to following person(s) belonging to the Promoter Group Category:

<b>Sl. No.</b>	<b>Name of the Proposed Allottee(s)</b>	<b>Current Status</b>	<b>No. of Fully Convertible Warrants</b>	<b>% of the post issue offer capital</b>	<b>Proposed Status</b>
1.	Mr. Vipul Bansal	Promoter Group	20,00,000	0.94	Promoter Group
2.	Aks Buildcon Private Limited	Promoter Group	40,00,000	1.41	Promoter Group
3.	Hi-tech Agrovision Private Limited	Promoter Group	30,00,000	1.89	Promoter Group

**F. Intent of the promoters, directors or key management personnel (KMP) of the issuer to subscribe to the offer:**

Apart from the Proposed Allottee(s) categorized as Promoter Group for the Convertible Warrants, as mentioned in Table E above, no promoter or any director or key management person intend to subscribe to the present preferential issue.

**G. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants and Equity Shares is May 29, 2026, being the date which is 30 days prior to the last date for remote e-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Sunday, June 28, 2026.

**H. Pending Preferential Issue**

Presently there has been no preferential issue pending or in process except as proposed in this notice.

**I. Basis on which the price has been arrived**

The Equity Shares of the Company are listed and traded on National Stock Exchange of India Limited (NSE) and on BSE Ltd (BSE). Based on the trading volume data available on the Stock Exchanges, the Equity Shares of the Company are frequently traded, with higher trading volume at NSE and it has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

As per Articles of Association of the Company, there is a requirement for valuation report but Articles doesn't provide any methodology for calculating the price. However, the Company has adopted all three approaches mandated by Stock Exchanges for the purpose of determination of price. Further, as per Regulation 166A, the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company or there is no change in the control. Therefore, pricing of the Convertible Warrants to be allotted shall be as per following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) Or
- ii. Valuation Report as per the Articles of Association of the Company.

As per valuation report, the minimum price in terms of Regulation 164(1) of SEBI (ICDR) at which the convertible warrants can be issued is Rs. 90.27/-. Hence, the Company has fixed price as Rs. 100/- (Rupees Hundred only), which is above the minimum floor price as determined in compliance with the requirements of the SEBI (ICDR) Regulations.

**J. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not Applicable

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

The Company shall re-compute the issue price of the Convertible Warrants/Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants/Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee(s).

**L. Payment of Consideration:**

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to atleast 25% (twenty five percent) of the total consideration for the Convertible Warrants will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Convertible Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottee(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

The consideration for the convertible warrants is payable in cash and has to be paid by the proposed allottees from their respective bank account and in case of joint holders, the consideration shall be received from the bank account of the person whose name appears in the application.

**M. Dues toward SEBI, Stock Exchange(s) or Depositories:** There is no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.

**N. Change in control, if any, upon preferential issue:** Consequent to the proposed preferential issue of Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**O. The shareholding pattern of the issuer Company before and after the preferential issue:**

The shareholding pattern before and after the proposed preferential issue to the Promoter Group category is as follows:

S. NO.	CATEGORY	PRE ISSUE NO. OF SHARES	PRE-ISSUE %	POST ISSUE NO. SHARES	POST ISSUE %
<b>A. PROMOTER AND PROMOTER GROUP</b>					
1.	INDIAN				
a)	Individual	66462817	32.72	68462817	32.28
b)	Others HUF	5734952	2.82	5734952	2.70
c)	Bodies Corporate	16680000	8.21	23680000	11.16
	<b>SUB TOTAL (A)(1)</b>	<b>88877769</b>	<b>43.76</b>	<b>97877769</b>	<b>46.14</b>
1.	Foreign	0	0	0	0
	<b>SUB TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Promoter &amp; Promoter Group Shareholding= (A)(1)+(A)(2)</b>	<b>88877769</b>	<b>43.76</b>	<b>97877769</b>	<b>46.14</b>
<b>B.</b>					
<b>1</b>	<b>Institutions</b>				
a)	Institutional Investors Domestic	33042211	16.27	33042211	15.58
b)	Institutional Investors Foreign	1652874	0.81	1652874	0.79
	<b>SUB TOTAL (B)(1)</b>	<b>34695085</b>	<b>17.08</b>	<b>34695085</b>	<b>16.37</b>
<b>2</b>	<b>Non-institutions</b>				
a)	Individuals	59061153	29.08	59061153	27.84
b)	Bodies Corporate	13694194	6.74	13694194	6.45
c)	HUF	3116826	1.53	3116826	1.47
d)	Other (Including NRIs, Clearing Member & IEPF, etc.)	3662707	1.80	3662707	1.73
	<b>SUB TOTAL (B)(2)</b>	<b>79534880</b>	<b>39.16</b>	<b>79534880</b>	<b>37.49</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>114229965</b>	<b>56.24</b>	<b>114229965</b>	<b>53.86</b>
	<b>Total (A+B)</b>	<b>203107734</b>	<b>100</b>	<b>212107734</b>	<b>100</b>

Notes:

1. *The Pre Preferential Shareholding pattern is as on March 31, 2026.*

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

**P. Time frame within which the preferential issue shall be completed:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Convertible Warrants to proposed allottee(s) 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(s) or other concerned authorities.

Proposed allottee(s) of Convertible Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee(s) of such warrants.

**Q. Particulars of the proposed allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post Preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue:**

S. No.	Names	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding & (%)		Present issue of Fully Convertible Warrants	Post-preferential holding & (%) (assuming full conversion)	
			No. of Shares	%		Post Holding	%
1.	AKS Buildcon Pvt. Ltd.	Mr. Ajay Kumar Bansal, Mr. Anish Bansal	85,20,000	4.19	40,00,000	1,25,20,000	5.90
2.	Hitech Agrovision Pvt. Ltd.	Mr. Ajay Kumar Bansal, Mr. Anish Bansal	81,60,000	4.02	30,00,000	1,11,60,000	5.26

- (1) The details of the natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee(s) will be beneficially shareholder of the equity shares that may be allotted.
- (2) The Pre-issue Shareholding is as on March 31, 2026
- (3) There shall not be change in control consequent to the present preferential issue of FCWs.

**R. Lock in Requirement**

The lock-in of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Promoter Group category, shall be locked-in for a period of eighteen months from the date of trading approval by the stock exchanges.

The entire pre-preferential allotment shareholding of the respective Proposed Allottee(s), if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended time as may be required as per the SEBI (ICDR) Regulations.

**S. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

The Company has not made any preferential allotment during the year 2026-27.

**T. Undertaking**

- Neither the Company nor its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- As per the information available with the Company and confirmed by the Directors/promoters/KMPs; none of the Directors or Promoters or KMPs who are proposed to be allotted warrants/equity shareholders in terms of this Notice, are fugitive economic offenders as defined under the ICDR Regulations.
- The Company has obtained Permanent Account Numbers of the Proposed Allottees.
- The Company is eligible to make the Preferential Issue to its promoter group under Chapter V of the SEBI ICDR Regulations.
- In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

**U. Practicing Company Secretary's Certificate:**

The certificate from Mr. Brajesh Kumar & Associates, Practicing Company Secretary (Peer Review Certificate No. 5461/2024) 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 on the website of the company at <https://hitechpipes.in/share-holding-meetings/> upto Sunday, June 28, 2026. (end date of postal ballot)

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Convertible Warrants to persons belonging to the Promoter Group, is being sought by way of a **“Special Resolution”** as set out in the said **Item No. 1** of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no. 1 of the accompanying Notice for approval by the Members of the Company.

Mr. Ajay Kumar Bansal, Chairman & Managing Director and Mr. Anish Bansal, Whole Time Director of the company and their relatives are interested in the Special Resolution as Promoters/promoter group, directors and shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

Pursuant to Regulation 23(4) of the Listing Regulations, all related parties shall not vote on resolutions for approval of material related party transactions, irrespective of whether the entity is a related party to a particular transaction or not. However, Regulation 2(zc) of the SEBI LODR Regulations, which defines related party transactions, excludes the issuance of specified securities on a preferential basis. Accordingly, the issuance of convertible warrants through a preferential

issue does not constitute a related party transaction, and therefore all members, including related parties, are permitted to vote on the resolution for such issuance.

**Date: May 28, 2026**  
**Place: New Delhi**  
**Registered Office:**  
**505, Pearls Omaxe Tower,**  
**Netaji Subjash Place,**  
**Pitampura, Delhi -110034**

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

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