HI-TECH
PIPES LIMITED

October 21, 2016

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex – Bandra (E),
Mumbai – 400051

**NSE Symbol : HITECH**

**Sub.: Intimation of Extra Ordinary General Meeting, pursuant to the Regulation 29 of SEBI(LODR) Regulation 2015.**

Dear Sir/ Madam,

Please be informed that pursuant to the Regulation 29 of SEBI (LODR) Regulation 2015, Notice for Extra Ordinary General Meeting of the company will be held on Monday November 14, 2016 at 11:30 A.M at registered office at 505 Pearl Omaxe Tower Netaji Subhash Place Pitampura New Delhi-110034, to transact the business as set out in the notice convening the EGM, which has been sent to the members at their registered addresses.

We are enclosing herewith the copy of the notice of Extra Ordinary General Meeting for your perusal.

Kindly take these on records and oblige.

Thanking You
Yours Truly,
for **HI TECH PIPES LIMITED**

Rachit Tandon
Company Secretary

HI-TECH PIPES LTD.

ISO 9001 REGISTERED
MGMT. SYS. RvA C024
DNV Certification BV

**Hi-Tech Pipes Ltd.** **Regd. Office :** 505, Pearls Omaxe Tower,
Netaji Subhash Place, Pitampura, New Delhi - 110034
CIN : U27202DL1985PLC019750
Tel: +91-11-48440050 Fax: +91-11-48440055
**Works :** Plot No. 10, Sikandrabad Industrial Area, (U.P.) - 203205
**Web :** www.hitechpipes.in | **Email :** info@hitechpipes.in

HI-TECH
PIPES LIMITED

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Hi-Tech Pipes Limited will be held on Monday November 14, 2016 at 11:30 A.M at the registered office of the Company at 505, Pearl Omaxe Tower, Netaji Subhash Place, New Delhi- 110034 to transact, with or without modification(s), the following business:

**Special Business:-**

1. **APPROVAL FOR ISSUE AND ALLOTMENT OF EQUITY SHARES ON A PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended ("ICDR Regulations"); (iii) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; (iv) the Listing Agreement entered into by the Company with the stock exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 600000 (Six Lakhs) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each ("Equity Shares") for a cash consideration at a price of Rs.150 (Rupees One Fifty) per equity share (Including a premium of Rs. 140 (Rupees One Forty) per Equity Share aggregating to Rs. 9 Crore (Rupees Nine Crore) in accordance with ICDR Regulations, to the following subscribers:

| S.NO | DETAILS OF SUBSCRIBER | NO OF EQUITY SHARE | CATEGORY |
|---|---|---|---|
| 1. | Mr. Ajay Kumar Bansal | 300000 | Promoter |
| 2. | Mr. Dharmender Goyal | 60000 | Non Promoter |
| 3. | Mr. Vasudev Goel | 60000 | Non Promoter |
| 4. | Mr. Rohit Goel | 60000 | Non Promoter |
| 5. | Mr. Prateek Goel | 60000 | Non Promoter |
| 6. | Ms. Meenal Goel | 60000 | Non Promoter |

**"RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be October 15, 2016, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on November 14, 2016 to approve this offer.

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects.

**"RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, Mr. Ajay Kumar Bansal, Managing Director and Mr Anish Bansal Director of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

**"RESOLVED FURTHER THAT** Mr. Ajay Kumar Bansal, Managing Director and Mr Anish Bansal Director of the Company, be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary form with the Registrar of Companies, NCT of Delhi and Haryana."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company to give effect to the aforesaid resolution.

"**RESOLVED FURTHER THAT** a certified copy of this resolution be communicated to any person or authority/agency interested in the matter".

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business as set out in the notice is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.

3. The instrument appointing the proxy, duly completed, stamped and signed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy form for the AGM is enclosed herewith.

4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.

5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be

entitled to inspect the proxies lodged at any time during business hours of the Company.

6. Any Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with their specimen signature authorizing the representatives to attend and vote at the meeting on their behalf.

7. The Notice of Extra-Ordinary General Meeting of the Company, circulated to the members of the company, will be made available on the company's website at www.hitechpipes.in

9. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.

10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar and Transfer Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective DP's.

12. The Board of Directors has appointed Mr. Arun Gupta (Practicing Company Secretary) as Scrutiniser for conducting the electronic voting (e- voting) process in accordance with the law and in a fair and transparent manner and he has consented to act as such.

13. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternate to all its members to enable them to cast their votes electronically. For this purpose the company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e- voting to enable the shareholders to cast their votes electronically.

14. The procedure and instructions for the voting through electronic means are as follows:

**INSTRUCTIONS FOR E-VOTING**

i) Open your web browser during the voting period and log on the e-voting website www.evotingindia.com

ii) Click on Shareholders

iii) Now enter your User ID

a) For CDSL: 16 digit beneficiary ID,
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
c) Members holding shares in Physical form should enter Folio Number registered with the Company.

iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

| | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders.<br>➢ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is mentioned on the Cover email of this notice and for physical share on the name slip sent to them.<br>➢ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login<br><br>If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details as mentioned in instruction (v) |

vi) After entering these details appropriately, click on SUBMIT tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

viii) Click on the EVSN for the relevant Company Name i.e. Hi Tech Pipes Limited on which you choose to vote.

ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**xv) Shareholders can also cast their vote using CDSL's mobile app E-Voting available for android based mobiles. The E-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

xvi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

xviii) Members have an option to vote either through e-voting or casting a vote at the meeting. If a member has opted for e-voting then he/she should not cast his/her vote at the meeting also and vice versa.

15. The e-voting period shall commence from November 11, 2016 at 10:00 am and shall end on the November 13, 2016 at 5:00 p.m. The e-voting module will be disabled for voting thereafter and the members will not be able to cast their vote electronically.

16. The cut-off date for the purpose of determining eligibility of members, holding shares either in physical or demat form, for e-voting facility will be November 07, 2016.

17. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolution at the meeting shall be announced by the Chairman.

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

***Company:***

Hi Tech Pipes Limited (CIN: U27202DL1985PLC019750)
505, Perals Omaxe Tower Netaji Subhash Place
Pitampura New Delhi-110034.
Email: info@hitechpipes.in
cs@hitechpipes.in

***Registrar & Transfer Agent***

Big Share Services Private Limited
4E/8,1st Floor, Jhandewalan
Extension, New Delhi- 110055
Email: bssdelhi@bigshareonline.com

**ANNEXURE TO NOTICE:**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

**ITEM NO. 1:-**

The Company proposes to make a preferential allotment of equity shares to:

| S.No | Name & PAN | Address | No. of Shares |
|---|---|---|---|
| 1. | Mr. Ajay Kumar Bansal AADPB6897R | R/o 39/41 West Punjabi Bagh N.Delhi- 110026 | 300000 |
| 2. | Mr. Dharmender Goyal, AAAPG2735L | R/o 6/22 East Punjabi Bagh, New Delhi- 110026 | 60000 |
| 3. | Mr. Vasudev Goel AAPPG5063L | R/o 3/9 Jaidev Park, Punjabi Bagh , New Delhi- 110026 | 60000 |
| 4. | Mr. Rohit Goel AIOPG0298E | R/o 3/14 Jaidev Park, East Punjabi Bagh, New Delhi- 110026 | 60000 |
| 5. | Mr. Prateek Goel, AQRPG6189R | R/o 3/9 Jaidev Park, East Punjabi Bagh, New Delhi- 110026 | 60000 |
| 6. | Ms. Meenal Goel, AFWPJ6694N | R/o 3/14 Jaidev Park, East Punjabi Bagh, New Delhi- 110026 | 60000 |

Above said allotees collectively known as "Subscribers"), on a preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on 21st October, 2016.

Approval of the members by way of special resolution is required *inter-alia* in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 600000 equity shares of the Company, having a face value of Rs.10 (Rupees Ten only) each at a price of Rs. 150 (Rupees One fifty) per Equity Share (including a premium of Rs.140 (Rupees One Forty) per Equity Share aggregating to Rs. 9 Crore (Rupees Nine Corore) ("Equity Shares"), on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be

allotted the Equity Shares, no later than 15 (fifteen) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

***Objects of the Preferential Issue:***

Our Company proposes to utilize the funds towards the growing funds requirements of the company and for General Corporate purpose.

***The total number and terms of shares to be issued***

6000000 (Six Lakh))Equity Shares of 10/- each

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

***Relevant Date***

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is October 15, 2016 ("**Relevant Date**") (i.e. 30 days prior to the date of proposed EGM which is November 14, 2016, to approve the proposed preferential issue).

***Pricing of Preferential Issue:***

The price of equity shares to be issued is fixed at Rs. 150 per equity share is higher than the price of Rs. 137.51 per equity share, which has been calculated in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

***Basis on which the price has been arrived at:***

The Company is listed on February 24, 2016 on SME Platform of National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India, the only stock exchange at which the securities of the company are listed during the preceding twenty six weeks prior to the relevant date has been considered.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or

b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share of Rs. 150 per equity share is higher than the price of Rs. 137.51 per equity share, which has been calculated in accordance with the above provisions.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

**The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control**

| SR. NO | DETAILS OF SUBSCRIBER | CATEGORY OF SUBSCRIBER | PRE ISSUE % HOLDING | NUMBER OF EQUITY SHARES PROPOSED TO BE ALLOTTED | POST ISSUE % HOLDING | BENEFICIAL OWNERSHIP |
|---|---|---|---|---|---|---|
| **1.** | Mr. Ajay Kumar Bansal | Promoter | 14.48 | 300000 | 16.44 | Mr. Ajay Kumar Bansal |
| **2.** | Mr. Dharmender Goyal | Non Promoter | .15 | 60000 | .69 | Mr. Dharmender Goyal |
| **3.** | Mr. Vasudev Goel | Non Promoter | .15 | 60000 | .69 | Mr. Vasudev Goel |
| **4.** | Mr. Rohit Goel | Non Promoter | .15 | 60000 | .69 | Mr. Rohit Goel |
| **5.** | Mr. Prateek Goel | Non Promoter | .15 | 60000 | .69 | Mr. Prateek Goel |
| **6.** | Ms. Meenal Goel | Non Promoter | .15 | 60000 | .69 | Mr. Meenal Goel |

The pre issue and post issue shareholding pattern of the Company:*

| SR.No | CATEGORY | PRE-ISSUE* | | POST ISSUE* | |
|---|---|---|---|---|---|
| | | NO. OF SHARES HELD | % OF SHARE HOLDING | NO. OF SHARES HELD | % OF SHARE HOLDING |
| A. | **Promoters' holding :** | | | | |

| | | | | | |
|---|---|---|---|---|---|
| | Individual | 2,129,500 | 20.67 | 2,429,500 | 22.29 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | **Sub Total** | **2,129,500** | **20.67** | **2,429,500** | **22.29** |
| B. | **Promoter's Group** | | | | |
| | Individual | 3,035,600 | 29.47 | 3,035,600 | 27.84 |
| | Bodies Corporate | 1,068,000 | 10.37 | 1,068,000 | 9.80 |
| | **Sub Total** | **4,103,600** | **39.84** | **4,103,600** | **37.64** |
| | | | | | |
| | **Sub Total of (A+B)** | **6,233,100** | **60.51** | **6,533,100** | **59.93** |
| C. | **Non-Promoters' holding :** | | | | |
| | Individual | 2,954,100 | 28.68 | 3,254,100 | 29.85 |
| | Bodies Corporate | 1,113,900 | 10.81 | 1,113,900 | 10.22 |
| | **Sub Total** | **4,068,000** | **39.49** | **4,368,000** | **40.07** |
| | | | | | |
| D. | **Grand Total of (A+B+C)** | **10,301,100** | **100.00** | **10,901,100** | **100.00** |

***As on 14th October 2016.***

***Proposed time within which the allotment shall be completed:***

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority, within 15 days from the date of such approval(s), as the case may be.

***No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:***

During the year, no preferential allotment has been made to any person.

***Change in control, if any, in the Company that would occur consequent to the preferential offer:***

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

***The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:***

Not Applicable.

***Lock in period:***

The proposed allotment of the equity shares, shall be subject to a lock-in as per the following requirements of ICDR Regulations:

a) The equity shares allotted on preferential basis to promoter or promoter group shall be locked-in for a period of three years from date of trading approval granted for the equity Share.

b) The equity shares allotted on preferential basis to persons other than promoter and promoter group shall be locked in for a period of one year from the date of trading Approval.

c) The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval.

***Auditors certificate:***

A certificate from M/s. N.C Aggarwal & Co. (Chartered Accountants), Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believe that the proposed preferential issueis in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

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

**Sd/-**
**Rachit Tandon**
**Company Secretary**

Date: October 21, 2016
Place: New Delhi

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L27202DL1985PLC019750
Name of the Company : HI – TECH PIPES LIMITED
Registered Office 505, PEARL OMAXE TOWER, NETAJI SUBHASH PLACE- NEW DELHI – 110034

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

1. Name:
Address:
E-mail ID:
Signatures: ……, or failing him……

2. Name:
Address:
E-mail ID:
Signatures: ……, or failing him……

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the November 14, 2016 at 505, Pearl Omaxe Tower, Netaji Subhash Place- New Delhi –110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

| **Description of Resolution** | **For** | **Against** |
|---|---|---|
| **Special Business:** | | |
| 1. To Approve the issue of 600000 Equity Shares on Preferential Basis to the proposed allottess. | | |

Signed this _____, 2016
Signatures of shareholder……..
Signatures of Proxy holder(s)……

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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**ATTENDANCE SHEET**

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

Regd. Folio No. _____ DP ID* _____

No. of Shares Held: _____ Client ID *_____

Name and Address of the Shareholder

_____

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on November 14, 2016 at 11:30 a.m. at 505, PEARL OMAXE TOWER, NETAJI SUBHASH PLACE- NEW DELHI – 110034

_____
Signature of Shareholder/Proxy

* Applicable for investors holding shares in demat form.

**Venue of Extra-Ordinary General Meeting:-**