

Date: September 06, 2025

**To,**  
Listing Department  
**The National Stock Exchange of India Limited,**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai – 400051

Corporate Relationship Department  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

NSE Symbol – **HARIOMPIPE**

BSE Scrip Code- **543517**

**Sub: Notice of the 18<sup>th</sup> Annual General Meeting (AGM) of Hariom Pipe Industries Limited (“Company”).**

Dear Sir/Madam,

We hereby inform you that the 18<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company, scheduled to be held on **Tuesday, September 30, 2025 at 11:30 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

We enclose herewith the Notice of the 18<sup>th</sup> AGM to be held on Tuesday, September 30, 2025.

The Notice is also uploaded on the Company's website and can be accessed at: <https://www.hariompipes.com/investor-relations-annual-report.php>.

Kindly take the above information on your record.

Thanking you.

Yours sincerely,  
**For Hariom Pipe Industries Limited**

**Rekha Singh**  
Company Secretary and Compliance Officer  
M. No.: A33986

Encl: a/a

# NOTICE

Notice is hereby given that the **18<sup>th</sup> Annual General Meeting** (“AGM”) of the Members of **Hariom Pipe Industries Limited** (CIN: L27100TG2007PLC054564) will be held on Tuesday, September 30, 2025, at 11.30 A.M (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

## ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the financial year ended on March 31, 2025, along with the Report of the Directors and the Auditors thereon.**

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 Statements of the Company (Standalone and Consolidated) for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered, approved and adopted.”

- To appoint Mr. Soumen Bose (DIN: 09608922) as a Director of the Company, liable to retire by rotation.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Soumen Bose (DIN: 09608922), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

- To declare final dividend on equity shares for the financial year ended March 31, 2025.**

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

**“RESOLVED THAT** a final dividend at the rate of Rs.0.61 (Sixty-One Paise) per equity share (i.e., 6.1% of the face value) of Rs.10/- (Rupees Ten only) each fully paid-up equity share of the Company, as recommended by the Board of Directors at its meeting held on May 09, 2025, be and is hereby declared for the financial year ended March 31, 2025, and that the said dividend be paid out of the profits of the Company to equity shareholders whose names appear in the Register of Members or in the records of the Depositories as beneficial owners as on the record date determined for this purpose.”

## SPECIAL BUSINESS:

- To ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and approved by the Board of Directors, the remuneration payable to M/s. Seshadri & Associates (Firm Regn. No 101476), Cost Auditors of the Company, amounting to Rs.50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of all out-of-pocket expenses incurred for conducting the Audit of the cost records of the Company for the FY 2025-26, be and is hereby ratified.”

- To appoint M/s. VSSK & Associates, Company Secretaries, as the Secretarial Auditors of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 204, 179(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and the circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, the consent and approval of the Members be and is hereby accorded for the appointment of M/s. VSSK & Associates, Company Secretaries (Unique Identification No. P2015TLO44700), as the Secretarial Auditors of the Company, to hold office for a term of five (5) consecutive years, commencing from the conclusion of the ensuing 18<sup>th</sup> Annual General Meeting until the conclusion of 23<sup>rd</sup> Annual General Meeting to be held in the year 2030, on such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps, execute all necessary documents, file requisite forms with the Ministry of Corporate Affairs and any other statutory authorities and to do all such acts, deeds, matters, and things, as it may in its absolute discretion deem necessary, proper, and expedient to give effect to this Resolution.”

- To appoint Mr. Ansh Golas (DIN: 11225536) as a Director and Whole-time Director (Designated as Executive Director), of the Company and payment of remuneration.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), amendment(s), or re-enactment(s)



## NOTICE

thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and that of the Board, the consent of the Members be and is hereby accorded to regularize the appointment of Mr. Ansh Golas (DIN: 11225536), who was appointed as an Additional Director with effect from August 08, 2025, as a Director of the Company and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and Regulation 17 and applicable provisions/regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of Mr. Ansh Golas (DIN: 11225536) as the Whole-time Director, designated as "Executive Director" of the Company, for a term of three (3) years commencing from August 08, 2025, on the following remuneration, computed in accordance with the Companies Act, 2013 and applicable rules, regulations and policies.

| Particulars | Amount  |
|-------------|---|
| Salary      | Rs.50 Lakhs per annum (including perquisites and allowances). |

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary, in the event of the Company incurring a loss or having inadequate profits in any financial year during the tenure of the said Whole-time Director, the Company shall pay him the aforesaid remuneration as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time.

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to take all necessary steps, execute all required documents, file the necessary forms with the Registrar of Companies and any other statutory authorities and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**7. To approve the revision in remuneration payable to Mr. Rupesh Kumar Gupta (DIN:00540787), Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), read with Schedule V of the said Act, and subject to such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and in accordance with the Articles of Association of the Company, upon the recommendation of Nomination and Remuneration Committee, with the prior approval of the Audit Committee of the Board, the consent of the Members be and is hereby accorded to revise the remuneration of Mr. Rupesh Kumar Gupta (DIN: 00540787), Managing Director of the Company, as mentioned in the below table, with effect from October 01, 2025 for his remaining tenure as the Managing Director of the Company and the other terms and conditions remaining same.

| Particulars  | Amount                  |
|--------------|-------------------------|
| Basic Salary | Rs.2.40 Crore per annum |
| Commission   | 2.5% of Net Profit      |

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary, in the event of the Company incurring a loss or having inadequate profits in any financial year during the tenure of the said Managing Director, the Company shall pay him the aforesaid remuneration as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time.

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to take all necessary steps, execute all required documents, file the necessary forms with the Registrar of Companies and any other statutory authorities and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**8. To approve the revision in remuneration payable to Mr. Sailesh Gupta (DIN: 00540862), Whole-time Director of the Company.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), read with Schedule V of the said Act, and subject to such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and in accordance with the Articles of Association of the Company, upon the recommendation of Nomination and Remuneration Committee of the Board, the consent of the Members be and is hereby accorded to revise the remuneration of Mr. Sailesh Gupta (DIN: 00540862), Whole-time Director of the Company, as mentioned in the below table, with effect from October 01, 2025 for his remaining tenure as a Whole-time Director of the Company and the other terms and conditions remaining same.

| Particulars  | Amount                  |
|--------------|-------------------------|
| Basic Salary | Rs.2.20 Crore per annum |
| Commission   | 2.5% of Net Profit      |

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary, in the event of the Company incurring a loss or having inadequate profits in any financial year during the tenure of the said Whole-time Director, the Company shall pay him the aforesaid remuneration as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time.

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to take all necessary steps, execute all required documents, file the necessary forms with the Registrar of Companies and any other statutory authorities and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**9. To increase the borrowing powers of the Company.**

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

**“RESOLVED THAT** in supersession to the resolution passed by the shareholders of the Company on February 08, 2023, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time, and in accordance with the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, as it may consider fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium provided that the total amount so borrowed by the Board shall not at any time exceed Rs.2,000 Crores (Rupees two Thousand Crores Only).

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to take all necessary steps, execute all required documents, file the necessary forms with the Registrar of Companies and any other statutory authorities and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**10. To create/modify charges on the movable and immovable properties of the Company, both present and future, in respect of its borrowings.**

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

**“RESOLVED THAT** in supersession to the resolution passed by the shareholders of the Company on February 08, 2023, and pursuant to the provisions of the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, if required, in favour of Banks/Financial Institutions/other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to or subscribed by all or any of the financial institutions/banks/any other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as “Loans”), whether already borrowed or to be borrowed, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs.2,000 Crores (Rupees Two Thousand Crores Only).

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to take all necessary steps, execute all required documents, file the necessary forms with the Registrar of Companies and any other statutory authorities and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

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

Place: Hyderabad  
Date: August 30, 2025



## NOTICE

### NOTES:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars including the most latest being Circular Nos. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars") have permitted Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Act and the SEBI Listing Regulations read with aforesaid Circulars (MCA Circulars and SEBI Circulars), the 18<sup>th</sup> Annual General Meeting of the Company will be held through VC/OAVM on Tuesday, September 30, 2025, at 11.30 AM (IST). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 3-4-174/12/2, SAMARPAN, 1<sup>st</sup> Floor, Near Pillar No. 125, Hyderabad, Attapur, K.V. Rangareddy, Rajendranagar, Telangana, India, 500048.

2. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide VC/OAVM (Video Conferencing) platform and remote e-Voting facility for the e-AGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, Secretarial Standard on General Meetings (SS-2) and SEBI Listing Regulations, 2015, wherever applicable, in respect of the items of Special Business set out in the notice, is annexed hereto and forms part of the Notice.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, and the proxy need not be a Member of the Company. However, as the AGM is being conducted through VC/OAVM pursuant to the aforesaid Circulars, physical attendance of Members has been dispensed with. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.
5. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and aforesaid Circulars, the Notice of the 18<sup>th</sup> AGM along with Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/Depository Participant(s). Members who wish to receive a physical copy may request the same by writing to [cs@hariompipes.com](mailto:cs@hariompipes.com). Members may note that the Annual Report 2024-25 along with the Notice, Financial Statements and other Statutory Reports will also be available on the website of the Company ([www.hariompipe.com](http://www.hariompipe.com)), website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and on the websites of the Stock Exchanges, i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India ([www.nseindia.com](http://www.nseindia.com)).
6. Members who have not registered their e-mail addresses are requested to do so for receiving all communications electronically. For shares held in electronic form, Members may update their e-mail with their Depository Participant(s) and shares held in physical form, they may write to the Company's Registrar & Share Transfer Agent (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 – 500 082, e-mail: [bssshyd@bigshareonline.com](mailto:bssshyd@bigshareonline.com).
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting and e-Voting during AGM to its Members in respect of the business to be transacted at the 18<sup>th</sup> Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting during the AGM will be provided by CDSL.
8. Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after 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 1000 Members on first come first served basis. This will not include large Shareholders (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.
9. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. In line with the aforesaid MCA Circulars, the Notice calling the 18<sup>th</sup> AGM has been uploaded on the website of the Company at [www.hariompipe.com](http://www.hariompipe.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting and e-Voting during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
11. Corporate Members intending to authorize their representatives to participate and vote at the AGM are requested to send a scanned copy (PDF/JPEG format) of

the certified copy of Board Resolution authorizing their representative(s) to attend the 18<sup>th</sup> AGM through VC/OAVM and to cast their vote through e-Voting on their behalf. Such documents can 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).

12. All the documents which are relevant and referred in the Notice and Explanatory Statement of the 18<sup>th</sup> AGM shall be available at the Registered Office of the Company for inspection without any fee during the normal business hours on working days, up to the date of AGM of the Company.
13. The Board of Directors at its meeting held on May 09, 2025, has recommended a dividend of Re.0.61 paise per equity share of Rs.10/- each as a final dividend for the FY 2024-25. The final dividend as recommended by the Board, if approved at the ensuing AGM, will be paid within 30 days from the date of declaration to those Members whose names appear in the Register of Members or list of beneficial ownership as furnished by the Depositories on the Record Date i.e., Tuesday, September 23, 2025. Members are requested to update their bank account details with their respective Depository Participants for receipt of final dividend, paid by the Company.
14. Pursuant to the relevant provisions of the Income Tax Act, 1961 as amended by the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at the rates prescribed under IT Act on the said Record Date. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN details linked with Aadhaar, Category as per the IT Act with their Depository Participant(s) (in case of shares held in demat mode).
  - a. A Resident Individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com) latest by September 15, 2025 5:00 p.m. IST. Where any entity/person is entitled for exemption from TDS, TDS will not be deducted/deducted at lower rates provided such shareholder/entity provides valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. issued by the Indian tax authorities) by email to [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com) latest by September 15, 2025 5:00 p.m. IST. Any documents/communication on the tax determination/deduction received after September 15, 2025 shall not be considered. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
 

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, the concerned Shareholder may still have the option of claiming refund at the time of filing the income tax return (provided a valid PAN is registered with the RTA or DP). No claim shall lie against the Company for such taxes deducted. In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder would be responsible to indemnify the Company and provide the Company with all information/documents and co-operation in any appellate proceedings
  - b. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com). The aforesaid declarations and documents need to be submitted by the shareholders latest by September 15, 2025, 5:00 p.m. IST.
15. The relevant details of Directors seeking appointment and re-appointment under Item No. 2 and 6 of the Notice, as required under Regulations 36(3) of SEBI Listing Regulations read with applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are provided separately as an **Annexure** to this Notice and also in the Corporate Governance Report forming part of the Annual Report.
16. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Agreements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available for inspection by the Members during the Annual General Meeting in electronic mode.
17. Any person, who acquires shares and become Member of the Company after the dispatch of the Notice of 18<sup>th</sup> AGM by e-mail and holds shares as on Tuesday, September 23, 2025 ("cut-off date") may obtain the User login credentials (ID and password) by sending a request to the Company's RTA at [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com) by mentioning their Folio No./ DP ID and Client ID No. However, if you are already registered with CDSL for remote 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).
18. Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the depositories as on Tuesday, September 23, 2025 (cut-off date) only shall be entitled to avail the facility of remote e-Voting or e-Voting during the AGM.
19. The Board has appointed Mr. Vinod Sakaram, (Membership No. A23285), Partner of M/s. VSSK & Associates, Company Secretaries, C.P. No. 8345, Practicing Company Secretary, as Scrutinizer to scrutinize the entire e-Voting process (remote e-Voting and e-Voting during the AGM) in a fair and transparent manner.



## NOTICE

20. The Scrutinizer shall, immediately after the conclusion of e-Voting at the 18<sup>th</sup> AGM, unblock the votes cast through e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, to the Chairman. The voting results declared along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM. The said results shall be placed on the Company's 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.
21. General and detailed instructions for accessing and participating in the 18<sup>th</sup> AGM through VC/OAVM and e-Voting electronically (both remote and during the AGM) are provided in this Notice:

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

- (i) The remote e-Voting period begins on Saturday, September 27, 2025 at 9:00 AM (IST) and ends on Monday, September 29, 2025 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, September 23, 2025 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

### Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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 Depository</b> | <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 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 to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select My Easi New (Token) Tab.</li> <li>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>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; My Easi New (Token) Tab and then click on registration option or click on <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. 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 e-Voting 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 Depository</b>                               | <p>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.</p> <p>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>. 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 &amp; voting during the meeting.</p> <p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.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 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</p> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <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. 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 &amp; voting during the meeting.</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. 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 toll free no. 1800 21 09911. |
| 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: 022 – 4886 7000 and 022 – 2499 7000                    |

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in Physical mode and non-individual shareholders in demat mode.**

- (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.

## NOTICE

- 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<br>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. <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) There is also an optional provision to upload BR/POA of any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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; [cs@hariompipes.com](mailto:cs@hariompipes.com), if they have voted from individual tab & 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:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
- 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.
- 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.
- Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- 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 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). 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.**

- (i) 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.
- (ii) For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) 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 AGM & 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 toll free no. 1800 21 09911 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911 and 022-23058542/43.

## NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

#### ITEM NO. 4:

The Board of Directors, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Seshadri & Associates., Cost Accountants (Regn. No 101476), Hyderabad as the Cost Auditors of the Company to conduct the audit of the cost records of the Company at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) for the financial year ending March 31, 2026.

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 Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 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 March 31, 2026.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in the proposed Resolution.

#### ITEM NO. 5:

The Board of Directors, at its meeting held on August 30, 2025, based on the recommendation of the Audit Committee, has recommended, for the appointment of M/s. VSSK & Associates, Company Secretaries in Practice (Unique Identification No. P2015TL044700), as the Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from the conclusion of the 18<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 23<sup>rd</sup> AGM of the Company, to be held in the year 2030.

M/s. VSSK & Associates is a well-established firm with significant experience in compliance audits, advisory services, and regulatory affairs. The firm has demonstrated its expertise in navigating complex corporate governance environments, ensuring that businesses remain compliant with the ever-evolving legal and regulatory requirements. Their proficiency in conducting Secretarial Audits and preparing Secretarial Compliance Reports has earned them a strong reputation in the industry. They have agreed to take on the role of Secretarial Auditors for the Company and have confirmed that they meet all the eligibility requirements stipulated under the Companies Act, 2013 and SEBI Listing Regulations.

This appointment aligns with the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandate listed companies to appoint Secretarial Auditors for a consecutive term of five years. The proposed remuneration for carrying out the Secretarial Audit for the year 2025-26 as approved and recommended by the Audit Committee and the Board will be Rs.6.00 Lakhs per annum, exclusive of applicable taxes and out-of-pocket expenses. The remuneration for subsequent years will be mutually agreed upon based on the scope of work and regulatory requirements.

The Board recommends the appointment of M/s. VSSK & Associates as the Secretarial Auditors for the term of five years, recognizing

their extensive experience and proven track record in corporate governance and compliance audits. The Members are requested to approve the proposed appointment and remuneration, which will help ensure the Company's compliance with legal and regulatory standards, further strengthening the governance framework of the Company.

Accordingly, the consent of the Members is being sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for the appointment of M/s. VSSK & Associates as the Secretarial Auditors of the Company for a consecutive term of 5 years.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in the proposed Resolution.

#### ITEM NO. 6:

The Board of Directors at its meeting held on August 8, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Ansh Golas (DIN: 11225536) as an Additional Director and recommended to the members to regularize his appointment as a Whole-time Director of the Company, designated as Executive Director for a period of three (3) years with effect from August 8, 2025.

Mr. Ansh Golas has been associated with Hariom Pipes Industries Limited, since March 2020, and has played a significant role in driving the Company's operational growth and strategic transformation. With a strong educational background and extensive hands-on business experience, he has emerged as a key leader within the organization. He holds a Bachelor's Degree in Business Administration (BBA) from Queen Mary University of London further enhancing his expertise in managing and scaling family-owned enterprises.

Since taking charge of operations and business development responsibilities, Mr. Ansh Golas has consistently demonstrated strong leadership and operational expertise. His role has involved overseeing plant performance, improving production workflows, and leading digital marketing strategies. His efforts have significantly improved operational efficiency and driven a growth in orders, thereby strengthening the Company's digital footprint. Furthermore, his leadership in B2B sales has contributed to a notable increase in revenue, expanding the Company's market reach.

Mr. Ansh Golas has also played a crucial role in fostering cross-functional coordination, improving alignment between departments such as production, operations, and sales, thereby improving overall business efficiency. His focus on modernizing operations and implementing lean manufacturing principles has resulted in cost reductions and improved quality standards across the organization.

His appointment as a Whole-time Director aligns with the Company's succession planning strategy. Having demonstrated a deep understanding of the Company's culture, operations, and long-term vision, Mr. Ansh Golas is well-positioned to lead Hariom Pipes Industries Limited, into the future. His experience in digital transformation, strategic growth, and operational leadership

makes him the ideal candidate for this role, ensuring continuity and sustained success for the Company.

In brief, Mr. Ansh Golas' educational qualifications, strategic vision, and achievements at Hariom Pipes Industries Limited, have

prepared him for this important leadership role. The Board strongly believes that his appointment as Whole-time Director will contribute significantly to the company's long-term growth and development.

**Particulars of the appointment pursuant to Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 under Section 188 of the Companies Act, 2013 are as follows:**

|   |  |
|---|--|
| a. Name of Related Party                                      | Mr. Ansh Golas   |
| b. Name of Director or KMP related                            | Mr. Rupesh Kumar Gupta (Managing Director), Mr. Sailesh Gupta (Whole-time Director), Mrs. Sunita Gupta (Non-Executive Director)  |
| c. Nature of Relationship                                     | Son of Mr. Rupesh Kumar Gupta,<br>Nephew of Mr. Sailesh Gupta,<br>Grandson of Mrs. Sunita Gupta  |
| d. Nature, Material Terms, and Particulars of the Arrangement | Appointment as Whole-time Director (Executive Director) overseeing operations, marketing, and inter-departmental coordination  |
| e. Duration   | Three (3) years, commencing from August 8, 2025.   |
| f. Remuneration   | Rs.50 Lakhs per annum subject to Members approval.   |
| g. Justification  | Mr. Ansh Golas brings a combination of academic pedigree, international exposure, and on-ground execution skills that are critical for modernizing the Company's operations and ensuring a smooth generational transition. |

The proposed remuneration of Mr. Ansh Golas as a Whole-time Director is in line with the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013. This remuneration structure complies fully with the statutory requirements and the applicable provisions of the Companies Act, 2013.

In the event that the Company incurs inadequate profits or no profits during any financial year in the tenure of Mr. Ansh Golas as a Whole-time Director, the Company shall pay him the above-mentioned remuneration as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time.

Further, Mr. Ansh Golas has given his consent to act as a Director and has confirmed that he is not disqualified under Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by any regulatory authority such as SEBI. He is holding 1,46,500 equity shares of the Company.

Accordingly, the consent of the Members is being sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for the appointment of Mr. Ansh Golas as a Whole-time Director of the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for approval by the Members.

Except Mr. Rupesh Kumar Gupta (Father) along with Mr. Sailesh Gupta (Uncle) and Mrs. Sunita Gupta (Grandmother), being relatives of Mr. Ansh Golas, who may be deemed to be interested in the proposed resolutions to the extent of their shareholding or position in the Company. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in the proposed Resolution.

**ITEM NO. 7:**

The Board of Directors, at its meeting held on August 30, 2025, based on the recommendation of the Nomination and Remuneration

Committee, approved the revision in the remuneration of Mr. Rupesh Kumar Gupta, Managing Director of the Company, for the remaining tenure of his office as Managing Director, effective from October 01, 2025. All other terms and conditions will remain the same.

Mr. Rupesh Kumar Gupta has been a pillar of strength and leadership for Hariom Pipes Industries Limited, since its inception. Under his leadership, the Company has experienced consistent growth, both in terms of operational performance and market share expansion. His strategic vision has led to significant operational improvements, expanded production capacity, and the introduction of advanced technologies, driving the Company to new heights in the highly competitive iron and steel industry. His notable contributions includes spearheading the Company's expansion projects and transformation efforts, which significantly improved the operational efficiency and market reach. His relentless pursuit of quality improvement, along with his focus on cost optimization, has been crucial in strengthening the Company's position in a dynamic market.

The Board has recommended an increase in his remuneration to Rs.2.4 Crore per annum and commission of 2.5% on Net Profit effective from October 01, 2025. This proposed increase is in recognition of his exemplary leadership and the significant value he has contributed to the Company's growth and performance. Under his guidance, the Company has successfully navigated industry challenges and capitalized on emerging opportunities, which has had a positive impact on its financial performance. The proposed remuneration is considered commensurate with market benchmarks for similar positions in the industry and is aligned with the Company's growth trajectory and long-term objectives. The Nomination and Remuneration Committee, after a comprehensive review, has recommended the increase in his compensation to ensure that it remains competitive and in line with the value he brings to the Company.



## NOTICE

**Pursuant to clause (iv) of Section II of Schedule V of Companies Act 2013 the following statement is given:**

| <b>I. General Information</b>  |   |
|--|---|
| 1. Nature of Industry  | Iron & Steel  |
| 2. Date or expected date of commencement of commercial production  | Not Applicable  |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus   | Not Applicable  |
| 4. Financial performance based on given indicators   | Performance for FY 2024-25<br>1. Gross Revenue: Rs.135,994.35 Lakhs<br>2. Profit after tax: Rs.6,172.60 Lakhs<br>3. EPS: Rs.20.25/-   |
| 5. Foreign investments or collaborations, if any.  | Not Applicable  |
| <b>II. Information about the appointee:</b>  |   |
| 1. Background details  | Mr. Rupesh Kumar Gupta brings over 20 years of experience in the steel industry. Having been part of the Company since its inception, he has played a pivotal role in shaping its growth and guiding it through various challenges in the ever-evolving iron and steel sector. His hands-on experience and strategic vision have positioned him as an industry leader.  |
| 2. Past remuneration   | For the FY 2024-25, Mr. Rupesh Kumar Gupta drew a remuneration of Rs.1,80,00,000 (One Crore Eighty Lakh Rupees Only) per annum. This includes a combination of fixed and variable compensation, which is in line with industry standards for the role and responsibilities he undertakes.   |
| 3. Recognition or awards   | Not Applicable  |
| 4. Job profile and his suitability   | His job profile as Managing Director encompasses overseeing the Company's strategic direction, managing operations, leading product development, and driving financial growth. His deep understanding of market dynamics coupled with operational expertise has enabled the Company to achieve several significant milestones. His leadership style emphasizes collaboration and cross-functional alignment, fostering a culture of teamwork and ensuring operational excellence across the organization. |
| 5. Remuneration proposed   | The revised remuneration, as set out in the resolution, has been proposed keeping in view the responsibilities and challenges associated with the position of Managing Director. It is aligned with prevailing industry standards and is commensurate with his invaluable contributions to the Company's growth and success.  |
| 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | In terms of comparative remuneration, the proposed compensation package is commensurate with industry standards for similar roles in similarly sized companies in the iron and steel industry. Given the significant responsibilities associated with the role, including managing a large and growing organization, the proposed revision is well within industry norms.   |
| 7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.  | Mr. Rupesh Kumar Gupta is the son of Mrs. Sunita Gupta, Non-Executive Director, and elder brother of Mr. Sailesh Gupta, Whole-time Director of the Company.   |
| <b>III. Other information:</b>   |   |
| 1. Reasons of loss or inadequate profits   | While the Company has posted profits in FY 2024-25, these profits may be deemed inadequate for the purpose of certain managerial remuneration limits, as defined under the Companies Act, 2013. However, the Company's management is committed to improving profitability through several strategic initiatives.  |
| 2. Steps taken or proposed to be taken for improvement   | The Company continuously implements measures to improve productivity and operational efficiency. Strategic expansions and enhancements in both manufacturing processes and sales channels have been undertaken, with a particular focus on optimizing costs and increasing market penetration, both domestically and internationally.   |
| 3. Expected increase in productivity and profits in measurable terms   | With the ongoing implementation of lean manufacturing techniques, and expansion into new markets, the Company is poised to achieve higher productivity and improved profits. The leadership of Mr. Rupesh Kumar Gupta has been instrumental in setting the Company on a path of long-term growth.   |

In the event that the Company incurs inadequate profits or no profits during any financial year in the tenure as Managing Director, the Company shall pay him the above-mentioned remuneration as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time.

Accordingly, the consent of the Members is sought for passing a Special Resolution as set out at Item No. 7 of the Notice for approving the revision in the remuneration of Managing Director of the Company.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval by the Members.

Except Mr. Sailesh Gupta (Younger Brother) and Mrs. Sunita Gupta (Mother), Mr. Ansh Golas (Son) (Proposed director) being relatives of Mr. Rupesh Kumar Gupta, who may be deemed to be interested in the proposed resolutions to the extent of their shareholding or position in the Company. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in the proposed Resolution.

#### ITEM NO. 8:

The Board of Directors, at its meeting held on August 30, 2025, based on the recommendation of the Nomination and Remuneration

Committee, approved the revision in the remuneration of Mr. Sailesh Gupta, Whole-time Director of the Company, for the remaining tenure of his office as Whole-time Director, effective from October 01, 2025. All other terms and conditions will remain the same

Mr. Sailesh Gupta has been a cornerstone of Hariom Pipes Industries Limited, since 2010, playing a critical role in shaping the Company's strategic direction and growth journey. With over Fifteen years of rich experience in the steel industry, he has been instrumental in driving the Company's expansion and operational improvements. His visionary leadership approach has been key in optimizing the supply chain, enhancing production capacity, and streamlining business processes, leading to both cost reductions and higher productivity.

The Board has recommended an increase in his remuneration to Rs.2.2 Crore per annum and commission of 2.5% on Net Profit effective from October 01, 2025. This proposed increase is in recognition of his steadfast leadership and dedication towards the growth and success of the business. The adjustment has been carefully evaluated to ensure that it is commensurate with his responsibilities, aligned with the Company's growth trajectory, and consistent with industry benchmarks for comparable leadership positions. The Nomination and Remuneration Committee, after a comprehensive review, has endorsed the proposed revision, reaffirming that his contributions warrant such recognition and positioning him to continue providing exceptional leadership as the Company enters its next phase of growth.

#### Pursuant to clause (iv) of Section II of Schedule V of Companies Act, 2013 the following statement is given:

| <b>I. General Information</b>  |  |
|--|--|
| 1. Nature of Industry  | Iron & Steel   |
| 2. Date or expected date of commencement of commercial production  | Not Applicable   |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus   | Not Applicable   |
| 4. Financial performance based on given indicators   | Performance for FY 2024-25<br>1. Gross Revenue: Rs.135,994.35 Lakhs<br>2. Profit after tax: Rs.6,172.60 Lakhs<br>3. EPS: Rs.20.25/-  |
| 5. Foreign investments or collaborations, if any.  | Not Applicable   |
| <b>II. Information about the appointee:</b>  |  |
| 1. Background details  | With over 15 years of experience in the steel industry, he has been instrumental in shaping the Company's strategic direction and growth.  |
| 2. Past remuneration   | For the financial year 2024-25, Mr. Sailesh Gupta drew a remuneration of Rs.1,44,00,000 (One Crore forty-four Lakh Rupees Only) per annum. This includes a combination of fixed and variable compensation, which is in line with industry standards for the role and responsibilities he undertakes. |
| 3. Recognition or awards   | Not Applicable   |
| 4. Job profile and his suitability   | As Whole-time Director, he is responsible for overseeing operations management, driving strategic partnerships, and leading product and process development, with a focus on aligning operations with the Company's long-term strategic objectives.  |
| 5. Remuneration proposed   | The revised remuneration, as set out in the resolution, has been proposed in line with the responsibilities and challenges associated with the position of Whole-time Director. It reflects both the industry standards and his contribution to the Company's success.                               |
| 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Given his level of responsibility and the size and scale of the Company, the proposed revision is well aligned with compensation levels for similar roles in comparable companies.   |
| 7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.  | Mr. Sailesh Gupta is the son of Mrs. Sunita Gupta, Non-Executive Director, and younger brother of Mr. Rupesh Kumar Gupta, Managing Director.   |



## NOTICE

### III Other information:

|  |   |
|--|---|
| 1. Reasons of loss or inadequate profits                             | While the Company has posted profits in FY 2024-25, these profits may be deemed inadequate for the purpose of certain managerial remuneration limits, as defined under the Companies Act, 2013. However, the Company's management is committed to improving profitability through several strategic initiatives.                      |
| 2. Steps taken or proposed to be taken for improvement               | The Company continuously implements measures to improve productivity and operational efficiency. Strategic expansions and enhancements in both manufacturing processes and sales channels have been undertaken, with a particular focus on optimizing costs and increasing market penetration, both domestically and internationally. |
| 3. 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.   |

In the event that the Company incurs inadequate profits or no profits during any financial year in the tenure as Whole-time Director, the Company shall pay him the above-mentioned remuneration as minimum remuneration, subject to the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time.

Accordingly, the consent of the Members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice for approving the revision in the remuneration of Whole-time Director of the Company.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval by the Members.

Except Mr. Rupesh Kumar Gupta (Brother) and Mrs. Sunita Gupta (Mother), Mr. Ansh Golas (Nephew) (Proposed director), being relatives of Mr. Sailesh Gupta, who may be deemed to be interested in the proposed resolutions to the extent of their shareholding or position in the Company. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in the proposed Resolution.

### ITEM NO. 9 & 10:

The Members through Postal Ballot dated February 08, 2023, accorded their consent to the Board of Directors to borrow up to Rs.1,000 Crores (Rupees One Thousand Crore only) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder.

In order to meet the Company's long-term funding requirements for business operations, growth and expansion plans, it is proposed to authorize the Board to borrow monies, from time to time, as may

be required. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot, except with the consent of the Members by way of a special resolution in a general meeting, borrow moneys which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company (i.e., reserves not set apart for any specific purpose). Accordingly, the members are requested to authorize the Board to borrow monies, as and when required for an amount not exceeding Rs.2,000 Crores (Rupees Two Thousand Crores only).

The proposed borrowings of the Company, if necessary, be secured by way of creation of charge/mortgage/hypothecation on the Company's assets (movable and immovable properties, both present and future) in favour of the security holders or any other lender(s). It is necessary in terms of Section 180(1)(a) of the Companies Act, 2013 to obtain the approval of the Members by way of a special resolution for creation/modification of charges/ mortgages/hypothecations on the assets of the Company, for securing borrowing not exceeding the limit of Rs.2,000 Crores (Rupees Two Thousand Crores only).

Accordingly, the consent of the Members is sought for passing a Special Resolutions as set out at Item Nos. 9 & 10 of the Notice, for approving the borrowing limits of the Company and the creation/ modification of charges for the aforesaid Limit.

The Board recommends the Special Resolution set forth in Item Nos. 9 & 10 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in the proposed Resolution.

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

| I. General Information   |   |
|--|---|
| 1. Nature of Industry  | Manufacturing and Trading   |
| 2. Date or expected date of commencement of commercial production  | Since incorporation   |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable  |
| 4. Financial performance based on given indicators   | Performance for FY 2024-25<br>1. Gross Revenue: Rs.135,994.35 Lakhs<br>2. Profit after tax: Rs.6,172.60 Lakhs<br>3. EPS: Rs.20.25/- |
| 5. Foreign investments or collaborations, if any.  | No Foreign Investments or Collaborations  |

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

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

Place: Hyderabad  
Date: August 30, 2025

## NOTICE

### DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE- APPOINTMENT AT THE 18<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY:

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

| Name of the Director   | Mr. Soumen Bose  | Mr. Ansh Golas   |
|--|--|--|
| <b>Brief Profile</b>   |  |  |
| Designation/Category of Director   | Non-Executive Director   | Whole-time Director (Executive Director)   |
| DIN  | 09608922   | 11225536   |
| Date of Birth  | 10-09-1967 (58 Years)  | 16-01-2000 (25 Years)  |
| Qualifications   | Bachelor of Technology (Chemical)  | Bachelor of Business Administration  |
| Nationality  | Indian   | Indian   |
| Date of Appointment/Reappointment on the Board of the Company              | September 30, 2025<br>(Original Appointment Date: June 10, 2022)   | August 08, 2025  |
| Nature of expertise in specific functional areas                           | Over 30 years of experience in the steel and allied industries with expertise in operations, procurement, logistics, marketing, and business excellence models like Six Sigma and Malcolm Baldrige. Held leadership roles in Tata Group and as Group CEO of Singh Group, Thailand. | Over 5 years of experience at Hariom Pipes Industries Ltd. contributing significantly to operational growth, strategic transformation, and business development. Notable achievements include enhancing operational efficiency, leading digital marketing initiatives, and driving B2B sales growth. |
| Inter-se relationship between Directors and other Key Managerial Personnel | Not related to any Director or KMP of the Company.   | Son of Mr. Rupesh Kumar Gupta (Managing Director), Nephew of Mr. Sailesh Gupta (Whole-time Director), Grandson of Mrs. Sunita Gupta (Non-Executive Director)   |
| Terms and Conditions along with details of remuneration sought to be paid  | Retires by rotation and being eligible offers himself for re-appointment   | As mentioned in the Resolution & Explanatory Statement   |
| No. of Equity Shares held  | NIL  | 1,46,500 Equity Shares   |
| Details of remuneration last drawn   | Rs.24.69 Lakhs per annum   | Rs.35.78 lakhs per annum   |
| No. of Board Meeting attended during the year                              | 7 out of 7   | NIL  |
| Resignation from the Listed Entities in the past three years               | NIL  | NIL  |
| Directorships of other Companies   | NIL  | NIL  |
| Chairmanship/Membership of Committees of Boards of other Companies         | NIL  | NIL  |