



**HI-TECH PIPES LIMITED**

**(CIN: L27202DL1985PLC019750)**

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

**Tel. +91-11-48440050, Fax No.: +91-11-48440055, Website: [www.hitechpipes.in](http://www.hitechpipes.in)**

**E-mail: [info@hitechpipes.in](mailto:info@hitechpipes.in)**

**POSTAL BALLOT NOTICE**

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

**Dear Members,**

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

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

Members are requested to read the instructions carefully before filling the Form and return the Form (no other copy or photocopy of the said Form will be accepted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by not later than the close of working hour at 05:00 p.m. on March 31, 2018. Forms received after this date will be strictly treated as reply from the concerned member has not been received. The postage will be borne and paid by the Company.

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

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

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Form and after verifying the voting as data received from the e-voting portal. The result of the Postal Ballot along with Scrutinizers report shall be placed on the website of the Company i.e. [www.hitechpipes.in](http://www.hitechpipes.in) on April 2, 2018. The results of the Postal Ballot will immediately be intimated to the National Stock exchange, and CDSL.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

#### **MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE SME PLATFORM I.E. (EMERGE) TO MAIN BOARD OF NSE (CAPITAL SEGMENT)**

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

**"RESOLVED THAT** pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re enactment thereof, the Listing Agreement entered into by the Company applicable to small and medium enterprise and Listing Agreement of listing of Securities on Main Board of the National Stock Exchange and subject to the applicable Laws and by-laws and rules and regulations of National Stock Exchange, approval of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company to apply and get 1,03,01,100 number of Equity shares of the Company having a face value of Rs. 10 Per share which is currently listed and to apply and get any number of Equity Shares to be issued and listed in future on National Stock Exchange Emerge Platform, be migrated to the main Board of National Stock Exchange and listed and traded on the exchange, from the date of Migration".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution."

### **ITEM NO. 2**

#### **AMENDMENT OF ARTICLES OF ASSOCIATION 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 provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Article No. 208 (b) of the Articles of Association of the Company be altered by replacing with the following Article.

*“The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of atleast one Director and of the Company Secretary, or at least two directors who shall sign every instrument to which the seal of the company is so affirmed in their presence, or in such other manner as the Board may determine by specific resolution in that behalf.”*

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds , matters and things and to execute all such documents, instruments and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution.”

**Date: March 1, 2018**

**Place: New Delhi**

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

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

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

**NOTES:**

1. An Explanatory Statement pursuant to section 102(1) of The Companies Act, 2013 setting out the material facts concerning each item of business to be transacted is annexed hereto.
2. Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) as on Friday, February 23, 2018.
3. The Notice along with the Postal Ballot Form is being sent to the Members in the electronic form to the e-mail addresses registered with their Depositories Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents viz. M/s Bigshare Services Private Limited (in case of Physical Shareholding). For Members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with self-addressed postage pre-paid envelope.
4. Members who have received the notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the "Investors" Section of the Company.
5. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in this behalf.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / beneficial owner (in case of electronic shareholding) as on Friday, February 23, 2018.
7. In compliance with section 108 and 110 of the Companies Act, 2013 and Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through e-voting service of facility arranged by CDSL. The Instructions for e-voting are annexed to the Notice under Note No. 18.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members can opt for only one mode for voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
10. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is Saturday, March 31, 2018
11. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with the attested specimen Signature(s) of the duly authorized representative(s), to the Scrutinizer along with the postal ballot form.
12. The Board of Directors has appointed M/s Arun Kumar Gupta & Associates, practicing Company Secretaries, Delhi as a scrutinizer to conduct the postal Ballot voting process in fair and transparent manner.
13. The scrutinizer will submit his report to the chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be

declared by placing it along with the scrutinizers' report on the Company's website i.e. [www.hitechpipes.in](http://www.hitechpipes.in) and communicated to the Stock Exchange.

14. Relevant documents referred to in the notice and Statement are available for inspection by the members at the Company's registered office during business hours on all its working days from the date of dispatch of the Notice till March 31, 2018.

15. The e-voting period commences on Friday, March 2, 2018 (9.00 a.m.) and ends on Saturday, March 31, 2018 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 23, 2018 may cast their vote electronically.

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

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

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

a) The voting period begins on Friday, March 2, 2018 (9.00 a.m.) and ends on Saturday March 31, 2018 (5.00 p.m.). 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. February 23, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

c) Click on Shareholders.

d) Now Enter your User ID

i) For CDSL: 16 digits beneficiary ID,

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

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

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

f) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first</li></ul>

	<p>two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<p>Dividend Bank Details <b>OR</b> Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant Hi-Tech Pipes Limited on which you choose to vote.
- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

r) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

s) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

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

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

**Date: March 1, 2018**

**Place: New Delhi**

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

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

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

## **EXPLANATORY STATEMENT**

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

### **ITEM NO 1**

In terms of present rules/regulations, the Equity Shares listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 2 years from the date of listing. Your company is well poised to migrate on the Main Board of NSE as the Company has been listed and traded on the NSE Emerge SME Platform of NSE (Listed on February 25, 2016) for two years and hence eligible to migrate on to the Main Board of NSE as per the guidelines specified by SEBI under Chapter XB of SEBI ICDR Regulations, 2009 and as per the procedures laid down by NSE. Also, listing on the Main Board of NSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on Main Board in the form of Market Capitalisation, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

The members are, therefore, requested to accord their approval for migration of the Company's present listing i.e. 1,03,01,100 Equity Shares as well as migration of the future listing of Equity Shares from EMERGE Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

Pursuant to Proviso to Regulation 106 U (1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the proposed resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

### **ITEM NO 2**

As per existing Article 208 of the Articles of Association of the Company, the Common seal of the company can be affixed on any instrument only with the approval of the Board or of a committee of the Board authorized by the Board and in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

In place of requirement of having two Directors and secretary or such other person as aforesaid which cause unnecessary delay and administrative inconvenience in execution, directly affecting operations of the company, the Board of Directors is of the view that it would be advisable to amend the above strict requirement for administrative convenience.

The Board of Directors at their meeting held on 01.03.2018 have approved for amending the above Article of Association to enable affixation of Common Seal on any instrument only with the approval of the Board or of a committee of the Board authorized by the Board and in the



presence of atleast one Director and Company Secretary, or atleast two Directors of the Company who shall sign every instrument to which the seal of the company so affixed in their presence or in such other manner as the Board may determine by specific resolution in that behalf.

Pursuant to Section 14 of the Companies Act, 2013 approval of the members of the Company is required by way of Special Resolution for alteration of the Articles of Association.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

**Date: March 1, 2018**  
**Place: New Delhi**

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

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

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