



**HARIOM PIPE INDUSTRIES LIMITED**

**NOTICE**

**OF**

**EXTRA ORDINARY GENERAL MEETING (EGM)**

**CIN: L27100TG2007PLC054564**

**Registered Address:** 3-4-174/12/2, Samarpan, 1<sup>st</sup> Floor, Near Pillar No. 125, Attapur,  
Hyderabad, K.V. Rangareddy, Rajendernagar, Telangana - 500048, India.

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## NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting** (“EGM”) of the Members of **Hariom Pipe Industries Limited** (CIN: L27100TG2007PLC054564) will be held on Tuesday, June 16, 2026, at 12:30 PM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### SPECIAL BUSINESS:

**1. TO CONSIDER AND APPROVE THE ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER CATEGORY ON PREFERENTIAL BASIS:**

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 23, 42 and 62(1)(c) of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Act and the rules framed thereunder (including any statutory modifications(s), amendments(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), the applicable and enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by such other acts/rules/regulations as maybe applicable and subject to such approvals, permissions, sanctions and consent as may be necessary from the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and any other competent statutory, regulatory or governmental authorities, and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to offer, issue and allot, from time to time in one or more tranches, upto 15,00,000 (Fifteen Lakhs) convertible warrants (“Warrants”), each convertible into, or exchangeable for, 1 (One) fully paid-up Equity Share of face value of Rs.10/- ( Rupee Ten Only)each of the Company at an issue price of Rs.343/- (Rupees Three Hundred and Forty Three only) each (including a premium of Rs.333/- (Rupees Three Hundred and Thirty Three only) per Warrants, payable in cash (“Issue Price”), aggregating upto Rs.51,45,00,000/- (Rupees Fifty One Crore and Forty Five Lakhs only), by way of preferential issue on a private placement basis (“Preferential Issue”), to the following specified persons belonging to the Promoter(s) and Promoter Group (“Investor/ Investor(s)”), in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of applicable laws:

<b>Sl. No.</b>	<b>Name of the Allottee</b>	<b>Number of Convertible Warrants</b>	<b>Category</b>
1.	Rupesh Kumar Gupta	6,20,000	Promoter
2.	Shailesh Kumar Gupta	6,20,000	Promoter

3.	Parul Gupta	1,30,000	Promoter Group
4.	Isha Gupta	1,30,000	Promoter Group
	<b>Total</b>	<b>15,00,000</b>	

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 161 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Company hereby notes and takes on record that the “Relevant Date” for the purpose of determining the Issue Price of the Warrants shall be Sunday, May 17, 2026, being 30 (thirty) days prior to the date on which this Special Resolution is deemed to have been passed, i.e., Tuesday, June 16, 2026. Since May 17, 2026 falls on a weekend/non-working day, the immediately preceding working day, being Friday, May 15, 2026, shall be considered as the “Relevant Date” for the purpose of calculating the Issue Price of the Warrants.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

1. The Investors shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
2. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Issue Price, shall be paid by the Investors to the Company on or before allotment of the Warrants (“Warrants Subscription Price”) and the balance consideration i.e., 75% (Seventy-Five Per Cent) of the Issue Price shall be paid at the time of exercise of option to apply for fully paid –up Equity shares of Rs. 10/- each of the Company (“Warrants Exercise Price”), against each such Warrants held by the Investor.
3. The Investors shall be entitled to exercise his option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Issue Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion and the Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Investors.
4. The respective Investor shall make payment of Issue Price from their own bank account into the designated bank account of the Company.
5. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Investor.
6. Upon exercise of the option by Investor(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Investor.
7. The tenure of Warrants shall not exceed 18 (Eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Investors within the aforesaid period of 18 (Eighteen) months, the entitlement of the Investors to apply for Equity Shares of the Company along

with the rights attached thereto shall expire and any amount paid by the Investors on such Warrants shall stand forfeited.

8. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
9. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Investors thereof any rights with respect to that of an Equity shareholder of the Company.
10. The Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.
11. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations.
12. The pre-preferential allotment shareholding of the Investors, if any, in the Company shall be subject to lock-in as prescribed in the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a Private Placement Offer Letter in Form No.PAS-4 ("Offer cum Application Form") together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Hyderabad ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the Investors, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**2. TO CONSIDER AND APPROVE THE ALTERATION 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 the provisions of Sections 5, 14, and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable laws, rules, regulations, circulars and guidelines issued thereunder, if any, and subject to such approvals, permissions and sanctions as may be necessary from the appropriate statutory and regulatory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the Members of the Company be and is hereby accorded to alter and amend the Articles of Association of the Company by inserting the following new clauses 4(iii) after the existing clause 4(ii):

4. (iii) Nothing in this article shall apply to the increase of the subscribed share capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company:
  - a) To convert such debentures or loans into shares in the Company; or
  - b) To subscribe for shares in the Company (whether such option is conferred in the Articles or otherwise).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, including delegating all or any of its powers conferred under this resolution to any officer(s) and/or employee(s) of the Company, and to take all such steps as may be in their absolute discretion deem necessary, proper, expedient or incidental thereto and to file necessary forms, returns and documents with the Registrar of Companies (ROC), Stock Exchanges and/or other regulatory authorities and to resolve and settle any question, difficulty or doubt that may arise in this regard, to give effect to the aforesaid resolution."

**3. TO CONSIDER AND APPROVE THE CONVERSION OF DEBT INTO EQUITY OR OTHER CAPITAL OF THE COMPANY IN CASE OF EVENT OF DEFAULT BY 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 Section 62(3) and rules made thereunder and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and in accordance with the Memorandum and Articles of Association of the Company and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company, on the terms and conditions contained in the financing documents, *inter alia*, to convert the loans or any other financial assistance categorized as loans (*hereinafter referred to as the "Financial Assistances"*), in Foreign Currency or Indian Rupees (*whether*

*disbursed prior to, on, or after the date of this resolution and whether then due or payable, as stipulated or as may be specified by banks/financial institutions/NBFCs/other persons (hereinafter collectively referred to as the "Lenders") under the financing documents executed or to be executed in respect of such Financial Assistances which have already been availed or which may be availed) under the lending arrangements (existing and future arrangements), at the option of the Lender/banks, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, in compliance with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares or other capital (hereinafter referred to as "**Share Capital**") of the Company on such terms and conditions as may be stipulated in the financing documents, subject to applicable law and in the manner as specified in a notice to be given by the Lenders, in writing (or their agents or trustees) to the Company (hereinafter referred to as the "**Notice of Conversion**") and in accordance with the following conditions to the satisfaction of the Lenders:*

- i. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- ii. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents and Companies Act 2013, allot and issue the requisite Share Capital to the Lenders or any other person identified by the Lenders and the Lenders may accept the same in satisfaction of the part of the loans, to the extent of the amount so converted;
- iii. The part of the loan so converted shall cease to carry interest from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The Share Capital so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the Share Capital of the Company. Save as aforesaid, the said Share Capital shall rank pari passu with the existing respective Share Capital of the Company in all respects;
- iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the Share Capital, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders;
- v. The loans shall be converted into Share Capital at a price to be determined in accordance with the applicable law at the time of such conversion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into Share Capital of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

**RESOLVED FURTHER THAT** on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and shall allot and issue requisite Share Capital to be fully paid up in the Company to such Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such Share Capital for conversion of the outstanding portion of the loans as may be desired by the Lenders.

**RESOLVED FURTHER THAT** the Share Capital as may be issued, shall rank *pari passu* in all aspects with the existing respective Share Capital of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid Share Capital, and to do all such other acts, deeds, matters and things in connection or incidental thereto to facilitate the process of conversion of the loans as aforesaid in the event of default to give effect to this resolution, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Place: Hyderabad  
Date: May 21, 2026

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

## NOTES:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, including the most latest being Circular Nos. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") read with 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 other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars") have permitted the Companies to conduct the General Meeting 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 Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations") read with aforesaid Circulars (MCA Circulars and SEBI Circulars), the Extra-Ordinary General Meeting of the Company will be held through VC/OAVM on Tuesday, June 16, 2026, at 12.30 PM (IST). The proceedings of the EGM 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-EGM.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Act and Rules made thereunder, in respect of Special Business stating material facts and reasons for the proposed resolutions and additional information as required under the Act, Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) are annexed hereto and forms part of the Notice.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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. Since this EGM is being conducted through VC/OAVM pursuant to the aforesaid Circulars, the requirement of 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 EGM 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 Extra-Ordinary General Meeting are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/ Depository Participant(s). Members may note that Notice of the Extra-Ordinary General Meeting 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, 3rd Floor, Amurtha Ville, Opp. Yashoda Hospitals, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, e-mail: [bsshhd@bigshareonline.com](mailto:bsshhd@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 EGM to its Members in respect of the business to be transacted at the Extra-Ordinary 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 EGM will be provided by CDSL.
8. Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the EGM 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 EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting and e-Voting during the EGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
11. Corporate Members intending to authorize their representatives to participate and vote at the EGM are requested to send a scanned copy (PDF/JPEG format) of the certified copy of Board Resolution authorising their representative(s) to attend the EGM 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 EGM 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 EGM of the Company.
13. Any person, who acquires shares and become Member of the Company after the dispatch of the Notice of EGM by e-mail and holds shares as on Tuesday, June 09, 2026 ("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).
14. Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the depositories as on Tuesday, June 09, 2026 (cut-off date) only shall be entitled to avail the facility of remote e-Voting or e-Voting during the EGM.

15. In line with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, the Practising Company Secretary's certificate confirming compliance with the issuance of share warrants, along with the valuation report, has been made available on the website of the Company at [www.hariompipe.com](http://www.hariompipe.com).
16. The Board has appointed Mr. Vinod Sakaram, (Membership No. A23285), Partner of M/s. VSSK & Associates, Company Secretaries, C.P. No. 8345, Practising Company Secretary, as Scrutinizer to scrutinize the entire e-Voting process (remote e-Voting and e-Voting during the EGM) in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of e-Voting at the EGM, unblock the votes cast through e-Voting (votes cast during the EGM 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 EGM. 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.
18. The Resolutions shall be deemed to be passed on the date of the EGM conducted through VC/OAVM, subject to receipt of the requisite number of votes in favour of the Resolutions.
19. General and detailed instructions for accessing and participating in the EGM through VC/OAVM and e-Voting electronically (both remote and during the EGM) are provided in this Notice:

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

- (i) The remote e-Voting period begins on Saturday, June 13, 2026 at 9:00 AM (IST) and ends on Monday, June 15, 2026 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, June 09, 2026 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 above said 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 CDSL Depository	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or 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.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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>.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to</p>

	<p>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>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) 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>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 NSDL	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
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**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.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 <b>OR</b> Date of Birth (DOB)	<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.</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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-Voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@hariompipes.com](mailto:cs@hariompipes.com). The shareholders who do not wish to speak during the EGM 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 EGM 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 EGM.
- (x) If any Votes are cast by the shareholders through the e-Voting available during the EGM 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 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.

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

**ITEM NO. 1:**

The Board of Directors of the Company ("Board") at their meeting held on May 21, 2026, has approved the offer, issue and allotment, from time to time in one or more tranches, of upto 15,00,000 (Fifteen Lakhs) warrants, each convertible into, or exchangeable for 1 (One) fully paid-up Equity Share of the Company having face value of Rs.10/- ( Rupee Ten only) ("Warrants") at an issue price of Rs.343/- (Rupees Three Hundred and Forty Three only) per warrants (including a premium of Rs.333/- (Rupees Three Hundred and Thirty Three only) per warrants ("Warrants") payable in cash ("Issue Price"), aggregating upto Rs.51,45,00,000/- (Rupees Fifty One Crores Forty Five Lakhs only), for cash consideration, on a preferential basis by way of private placement to the following specified Promoter(s)/Promoter Group category ("Investor/Investor(s)"), in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws and in such manner and on such terms and conditions as the Board may deem fit.

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The disclosures required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are set out below:

**1. Particulars of the Offer including date of passing of Board Resolution:**

The Board, at its meeting held on May 21, 2026, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 15,00,000 (Fifteen Lakhs) warrants, each convertible into or exchangeable for one fully paid-up Equity Shares of the Company.

**2. Kinds of Securities Offered, Number of shares or other securities offered and the price or price band at/within which the allotment is proposed:**

The Company proposes to offer, issue and allot, in one or more tranches up to 15,00,000 (Fifteen Lakhs) warrants, each convertible into or exchangeable for one fully paid-up Equity Shares of the Company of face Value Rs.10/- (Rupee Ten Only) each, at an issue price of Rs.343/- (Rupees Three-Hundred and Forty-Three only) per warrant (including a premium of Rs.333/- (Rupees Three-Hundred and Thirty-Three only) per warrant, payable in cash aggregating upto Rs.51,45,00,000/- (Rupees Fifty-One Crore and Forty-Five Lakhs only), for a cash consideration, by way of a preferential issue on a private placement basis.

**3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made and Name and address of valuer who performed valuation:**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

The Board of the Company has fixed the Issue price of Rs.343/- (Rupees Three Hundred and Forty-Three only) each, which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. The issue price of Rs.343/- per Warrant has been determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and is not lower than the floor price determined in terms thereof.

The Minimum price of Rs.343/- (Rupees Three Hundred and Forty-Three only) per warrant in accordance with regulation 165 of SEBI ICDR Regulations was performed by Mr. Vinod Sakaram, a Registered Valuer (Registration No. IBBI/RV/02/2020/13284) Address: H. No. 13-15, Sri Nagar, Uppal, Hyderabad 500039 will be available for inspection by the members on the website of the Company i.e. [www.hariompipes.com](http://www.hariompipes.com).- upto June 16, 2026.

Since the Equity Shares of the Company are frequently traded and the Company is listed for more than 90 trading days, the pricing requirements specified under Regulation 164 of the SEBI ICDR Regulations are applicable. Further, the Articles of Association of the Company does not provide for any particular method of determination of price of securities issued on preferential basis. Therefore, the price is determined in compliance with Regulation 165 of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

**4. Amount which the company intends to raise by way of such securities:**

The Company proposes to raise and aggregate amount of up to Rs.51,45,00,000/- (Rupees Fifty-One Crore and Forty-Five Lakhs only). An amount equivalent to 25% of the consideration, i.e., Rs.12,86,25,000/- (Rupees Twelve Crore Eighty-Six Lakhs and Twenty-Five Thousand only), shall be payable at the time of allotment of Warrants and balance 75% i.e., Rs.38,58,75,000/- (Thirty-Eight Crore Fifty-Eight Lakhs and Seventy-Five Thousand only) shall be payable at the time of exercise of the option attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company.

**5. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:**

Each Warrant shall be convertible into or exchangeable for one fully paid-up Equity Share of the Company. An amount equivalent to at least 25% of the consideration shall be payable at the time of allotment of Warrants and the balance 75% shall be payable at the time of exercise of conversion option. The tenure of the Warrants shall not exceed 18 (Eighteen) months from the date of allotment.

The entire proceeds of the Preferential Issue are proposed to be utilized within 24 months from the allotment for the Meeting incremental working capital requirements of the Company.

The entire issue of Warrants being made to promoters / promoter group they intending to subscribe the same.

No assets are being charged for the proposed Issue.

**6. The objects of the issue:**

The proceeds of the Preferential Issue are proposed to be utilised for Meeting incremental working capital requirements of the Company.

**7. Relevant date with reference to which the price has been arrived at:**

In accordance with Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the Issue Price of the Warrants be and is hereby fixed as Friday, May 15, 2026, being the date 30 days prior to the date of passing of this Special Resolution by the Members i.e., Tuesday, June 16, 2026 (excluding Sunday May 17, 2026, being a weekend/holiday).

**8. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees-Promoter(s) and Promoter Group.

**9. Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

The following person(s) belonging to Promoter(s) and Promoter Group have shown their intention to subscribe to the proposed issue:

S. No	Name of the Allottee	Number of Convertible Warrants	Category
1.	Rupesh Kumar Gupta	6,20,000	Promoter
2.	Shailesh Kumar Gupta	6,20,000	Promoter
3.	Parul Gupta	1,30,000	Promoter Group
4.	Isha Gupta	1,30,000	Promoter Group
	<b>Total</b>	<b>15,00,000</b>	

Other than the above mentioned, none of the Promoters, Promoter group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the convertible warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**10. The proposed time within which the allotment shall be completed:**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body or the Central Government, the allotment shall be completed by the Company within a period of 15 (Fifteen) days from the date of receipt of such approval(s) or permission(s).

**11. Details of Proposed Allottees, their Promoter/Non-Promoter Status, Ultimate Beneficial Ownership, Pre and Post-Issue Shareholding and Consequential Change in Control, if any:**

Sl. No.	Name of the Allottee(s)	Ultimate Beneficial Owner	Pre Issue Shareholding			Post Issue Shareholding		
			Category	No of Shares	% of holding	Category	No of Shares	% of holding
1.	Rupesh Kumar Gupta	Not Applicable	Promoter	44,73,847	14.45	Promoter	50,93,847	15.69
2.	Shailesh Kumar Gupta		Promoter	32,16,222	10.39	Promoter	38,36,222	11.82
3.	Parul Gupta		Promoter Group	9,05,968	2.93	Promoter Group	10,35,968	3.19
4.	Isha Gupta		Promoter Group	6,44,000	2.08	Promoter Group	7,74,000	2.38

(\*Note: Post % is of only warrants to Fully Diluted Capital shareholding and percentage of the Company on basis of assuming full conversion of 15,00,000 warrants to be allotted under the present issue to the promoters).

**12. The change in control, if any, in the company that would occur consequent to the preferential offer:**

There shall be no change in the management (composition of the Board) or control (existing Promoters of the Company will continue to be in control) of the Company pursuant to the proposed Preferential Issue. However, there shall be corresponding changes in the shareholdings pattern of the Promoter(s) & Promoter Group of the Company, only in terms of percentage consequent to preferential allotment.

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

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

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

Not Applicable

**15. The pre issue and post issue shareholding pattern of the company in the following format:**

Sl. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
<b>A.</b>	<b>Promoters' Holding:</b>				
<b>1</b>	<b>Indian</b>				
	Individual	1,57,33,815	50.81	1,72,33,815	53.08
	Bodies Corporate	20,01,109	6.46	20,01,109	6.16
	<b>Sub Total</b>	<b>1,77,34,924</b>	<b>57.27</b>		
	Foreign Promoters	-	-	-	-
	<b>Total (A)</b>	<b>1,77,34,924</b>	<b>57.27</b>	<b>1,92,34,924</b>	<b>59.24</b>
<b>B.</b>	<b>Non-Promoters' Holding</b>				
1	Institutional Investors	29,90,877	9.66	29,90,877	9.21
2	Non-Institution				
	Private Corporate Bodies	5,03,136	1.62	5,03,136	1.55
	Directors and Relatives	2,000	0.01	5,000	0.02
	Indian Public	86,49,640	27.93	86,17,874	26.54
	Others (Including NRIs)	10,86,712	3.51	11,15,478	3.44
	<b>Total (B)</b>	<b>1,32,32,365</b>	<b>42.73</b>	<b>1,32,32,365</b>	<b>40.76</b>
	<b>Grand Total (A)+(B)</b>	<b>3,09,67,289</b>	<b>100.00</b>	<b>3,24,67,289</b>	<b>100.00</b>

**16. Undertakings**

- None of the Company, its Directors or Promoters are categorized as a wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- As the Equity Shares have been listed on the Stock Exchanges for a period of more than ninety days prior to the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the issue price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The Warrants convertible into Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.
- The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend.

#### **17. Practicing Company Secretary Certificate:**

A copy of the certificate issued by Mr. Vinod Sakaram, Partner M/s VSSK & Associates, Company Secretary (Membership No. – A23285, C.P. No. - 8345), certifying that the proposed preferential issue of Warrants Shares is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available for inspection by the members on the website of the Company i.e. [www.hariompipes.com](http://www.hariompipes.com). - upto June 16, 2026.

Mr. Rupesh Kumar Gupta - Managing Director & Promoter, Mr. Shailesh Kumar Gupta - Whole time Director & Promoter, Mrs. Parul Gupta and Mrs. Isha Gupta, Promoter Group. intend to participate/subscribe to the Preferential issue of Warrants convertible into Equity Shares as proposed in the above resolutions.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

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

Except for the above-mentioned proposed allottees and their relatives to the extent of their shareholding interest, none of the other Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

#### **ITEM NO. 2 & 3:**

The resolutions set out under Item Nos. 2 and 3 of the accompanying Notice are proposed primarily to comply with the requirements of banks, financial institutions, and other lenders from whom the Company has availed and/or may avail various credit facilities and financial assistances in the ordinary course of business.

In line with prevailing banking practices, prudential norms and regulatory requirements, including applicable guidelines, circulars and directions issued by statutory and regulatory authorities, lenders generally require borrowing companies to incorporate enabling provisions in their constitutional documents and obtain prior approval of shareholders authorizing conversion of outstanding loans or financial assistances into equity shares or other securities of the borrowing company upon occurrence of certain specified events, including events of default, in accordance with the terms of the respective financing documents.

Accordingly, the approval sought under Item No. 3 pursuant to Section 62(3) of the Companies Act, 2013 is in the nature of an enabling authorization empowering the Board of Directors of the Company and the concerned lenders to give effect to such contractual rights, if and when required, in accordance with the terms of the financing documents that may be executed by the Company with such lenders from time to time.

The Members may note that the passing of the proposed resolution does not result in any immediate conversion of existing or future borrowings into equity shares or other securities of the Company. No dilution in shareholding shall occur merely by passing of this resolution. Conversion, if any, shall take place only upon the occurrence of events and circumstances specified in the financing documents, including occurrence of an event of default, and subject to compliance with applicable provisions of the Companies Act, 2013, laws, rules, regulations, applicable RBI guidelines, SEBI Regulations (wherever applicable), pricing provisions and such statutory approvals, consents and permissions as may be necessary at the relevant point of time.

Further, the proposed alteration of the Articles of Association under Item No. 2 is consequential in nature and is intended to incorporate enabling provisions in the Articles of Association of the Company in order to align the same with the proposed financing arrangements, lender stipulations and applicable legal and regulatory requirements.

The Board of Directors is of the opinion that the proposed resolutions are in the best interests of the Company and its Members as they would facilitate operational and financial flexibility, enable smoother execution of financing arrangements and strengthen the Company's ability to raise financial assistance as and when required for business operations and growth.

Accordingly, the Board recommends the Special Resolutions set out under Item Nos. 2 and 3 of the accompanying Notice for approval of the Members of the Company as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolutions, except to the extent of their shareholding, if any, in the Company.

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

Place: Hyderabad  
Date: May 21, 2026

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