

Notice

Notice is hereby given that the **15th Annual General Meeting** of the Members of **Hariom Pipe Industries Limited** will be held on Friday, the 09th day of September, 2022, at 10.30 A.M. at Hotel Inner Circle situated at Namita Road, Saboo Heights, 6-3-905, Raj Bhavan Rd, Matha Nagar, Somajiguda, Hyderabad, 500082 Telangana to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2022 along with the Report of the Directors and the Auditors:**

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 Statement of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- To appoint Mrs. Sunita Gupta, who retires by rotation as a Director:**

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

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Mrs. Sunita Gupta (DIN: 02981707), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- To Appoint Mr. Soumen Bose (DIN: 09608922) as an Independent Director of the Company:**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1) (b) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Soumen Bose (DIN: 09608922) who was appointed as an Additional Director in the capacity of Independent Director of the

Company by the Board of Directors w.e.f 10th June, 2022 in terms of Section 161 of the Companies Act, 2013 and Reg 17 of SEBI (LODR) Reg, 2015 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f 10th June, 2022.

- To Re-appoint Mr. Pramod Kumar Kapoor (DIN: 03557358) as Chairman & Independent Director of the Company:**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Pramod Kumar Kapoor (DIN: 03557358) who was appointed as Chairman & Independent Director of the Company w.e.f 08th January, 2018 for a term of 5 (Five) consecutive years and who holds office till 07th January 2023 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for reappointment as Chairman & Independent Director of the Company, be and is hereby reappointed as Chairman & Independent Director of the Company for a Second term of 5 (Five) Consecutive years with effect from 08th January, 2023 whose office shall not be liable to retire by rotation.

- To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2023:**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Seshadri & Associates., Cost Accountants

(Regn. No 101476), Hyderabad, appointed as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023, amounting to ₹ 75,000/- (Rupees Seventy Five thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.”

6. To approve Material Related Party Transaction(s):

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements/transactions/contracts with below mentioned related party (“Related Party”), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during the financial year, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (₹ in Cr.)
Ultra Pipes- Partnership Firm	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations.	Sale, purchase or supply of any goods or materials.	100

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

7. Approval for increase in remuneration of Mr. Rupesh Kumar Gupta, Managing Director of the Company:

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration committee and pursuant to the provisions of Section 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 rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to revise in the remuneration of Mr. Rupesh Kumar Gupta (DIN: 00540787), Managing Director of the Company, as mentioned in the below table which will be effective from 01st October, 2022 for his remaining tenure as the Managing Director of the Company and other terms and conditions remaining same.

Particulars	Amount
Basic Salary	15,00,000/- p.m.
Commission	2.5% of Net Profit

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the company has no profits or profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any of the Directors and the company secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

8. Approval for increase in remuneration of Mr. Sailesh Gupta, Whole time Director of the company:

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration committee and pursuant to the provisions of Section 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 rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and

sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members to revise the remuneration of Mr. Sailesh Gupta (DIN: 00540862), Wholetime Director of the Company, as mentioned in the below table which will be effective from 01st October, 2022 for his remaining tenure as the Wholetime Director of the Company and other terms and conditions remaining same.

Particulars	Amount
Basic Salary	12,00,000/- p.m.
Commission	2.5% of Net Profit

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Wholetime Director, the company has no profits or profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any of the Directors and the company secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

9. Approval for increase in remuneration of Mr. Rakesh Kumar Gupta, Technology Advisor of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of section 188(1)(f) of Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as recommended by Nomination and Remuneration committee, Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby accorded to increase the remuneration of Mr. Rakesh Kumar Gupta, Technology Advisor of the Company and holding an office or place of profit in the company, as computed under applicable provisions of Companies Act, 2013 to ₹ 4,00,000/- per month (Rupees Four Lakh Only), which will be effective from 01st October, 2022.

RESOLVED FURTHER THAT the Nomination and remuneration committee/ Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mr. Rakesh Kumar Gupta holding office or place of profit, within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, any of the Director of the company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority.”

By order of the Board
For Hariom Pipe Industries Limited

Sd/-

Rupesh Kumar Gupta

Managing Director

DIN: 00540787

Place: Hyderabad

Date: 10th August, 2022

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and the proxy need not be a member of the Company. The instrument appointing the proxy should however be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than Ten percent of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Attendance slip, proxy form are Annexed to the Report.
5. In terms of provisions of Section 152 of the Companies Act, 2013, Mrs. Sunita Gupta, Director, retire by rotation at the meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend her respective re-appointment and the details of Director retiring by rotation/ seeking re-appointment at the ensuing meeting are provided in the “Annexure to the Notice”.
6. Shareholders/ Proxies/ Authorised Representative are requested to bring necessary details of their Shareholding, attendance slip(s) and copies of annual report to the annual general meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.

Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder and the MCA Circulars, the Notice calling the Annual General Meeting along with the Annual Report 2021-22 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA, unless the Members have requested for a physical copy of the same. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant. For any communication, the Members may also send requests to the Company's email id: cs@hariompipes.com.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hariompipes.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com/>

All other documents referred to in the Explanatory Statement along with Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, are available for inspection at the Registered office of the Company at 3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's Pillar No. 125, Attapur Hyderabad 500048-Telangana alternatively members can reach out to cs@hariompipes.com.

7. The Company's Registrars & Transfer Agents for its share registry is Bigshare Services Private Limited ("Bigshare") having its registered office at E-3 Ansa Industrial Estatesaki Vihar Road Sakinaka, Mumbai - 400072.

8. The instructions of shareholders for remote e-voting:

- (i) The remote e-voting period begins on Tuesday, 06th September, 2022 at 9:00 A.M. and ends on Thursday, 08th September, 2022 at 5:00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date

i.e. Friday, 02nd September, 2022, may cast their vote electronically.

- (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.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 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	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. Additionally, there are 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</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 above mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- (i) Login method for Remote e-Voting 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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN on Hariom Pipe Industries Limited to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) 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 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.
- 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; acs.vinod@gmail.com (Scrutinizer) and cs@hariompipes.com (Company Secretary) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email/mobile no. Are not registered with the company/depositories.

1. 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.**

2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Other Instructions

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hariompipes.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE Mumbai.

Statement Pursuant to Section 102(1) of the Companies Act, 2013 (“The Act”)

Item No. 3:

Mr. Soumen Bose (DIN: 09608922) was appointed as an Additional Director in the category Non-Executive Independent Director of the Company by the Board of Directors in their Meeting held on 10th June, 2022 to hold office of Independent Director up to the ensuing Annual General Meeting or 3 (Three) months from the date of appointment whichever is earlier.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that approval of shareholders by way of Special Resolution for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Soumen Bose would require the approval of the members of the Company by way of Special Resolution.

Based on recommendations of Nomination and Remuneration Committee, Board have approved the appointment of Mr. Soumen Bose (DIN: 09608922) as Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a period of 5 (Five) years i.e., from 10th June, 2022 to 09th June, 2027 subject to approval of the Shareholders.

Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations.

Mr. Soumen Bose is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from him that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Soumen Bose fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board or committees.

The details of Mr. Soumen Bose, nature of his expertise in specific functional areas and names of company in which he hold directorships, shareholding and relationships between directors are provided in “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Soumen Bose setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Except the appointee Director with regard to the resolution of his appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the shareholders.

Except Mr. Soumen Bose, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4:

Mr. Pramod Kumar Kapoor (DIN: 03557358) was appointed as a Chairman & Non executive Independent Director of the Company for a period of 5 years by the Shareholders in their Meeting held on 08th January, 2018 to hold office of Independent Director up to 07th January, 2023.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board’s report. The Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. Pramod Kumar Kapoor to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Pramod Kumar Kapoor during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 10th August, 2022 has considered, approved and recommended the re-appointment of Mr. Pramod Kumar Kapoor as an Independent Directors for a second term of five years with effect from 08th January, 2023, to the Board of Directors for their approval. The Board of Directors at its meeting held on 10th August, 2022 has approved the proposal for

reappointment of Mr. Pramod Kumar Kapoor as an Independent Director for a second term of five consecutive years with effect from 08th January, 2023.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 the Board also recommends the resolution in relation to the continuation of directorship of Mr. Pramod Kumar Kapoor as Chairman & Independent Director of the Company even after he attains the age of 75 years, till the expiry of his term of re-appointment.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Except Mr. Pramod Kumar Kapoor, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5:

The Board on the recommendation of Audit Committee, has approved the appointment and remuneration of M/s. Seshadri & Associates., Cost Accountants (Regn. No 101476), Hyderabad to conduct the Audit of the Cost records of the Company at a remuneration of ₹ 75000/- (Rupees Seventy Five Thousand only) for the Financial year ending 31st March, 2023.

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 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 31st March, 2023.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors and Key Managerial personnel or their relatives of the Company are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 6:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “the Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2021-22 is ₹ 430.57 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 43.05 Crores (10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members’ approval for the following arrangements/ transactions/contracts which may be entered into by the Company with its related party from time to time:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (₹ in Cr.)
Ultra Pipes- Partnership Firm	Entity Forming part of Promoter’s Group	Sale, purchase or supply of any goods or materials	100

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms’ length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on 10th August, 2022 in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm’s length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

Sl. No.	Name of the Related Party	Nature of Concern or Interest
1	Ultra Pipes- Partnership Firm	Mr. Rupesh Kumar Gupta, Managing Director and Mr. Sailesh Gupta, Whole Time Director of the Company along with their relative as defined u/s 2(76) of Companies Act 2013, holds 100% capital in the Partnership Firm.

The Board recommends the resolution set out at Item No. 6 of the AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the above mentioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 6 respectively.

Item No 7:

Mr. Rupesh Kumar Gupta was re-appointed as the Managing Director of the Company by the shareholders at their meeting held on 30th December, 2020 for a period of 3 years i.e., from 08th January, 2021 to 07th January, 2024.

Further, considering the contribution of Mr. Rupesh Kumar Gupta and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 10th August, 2022 approved the revision in the remuneration of Mr. Rupesh Kumar Gupta for his remaining term as Managing Director effective from 01st October, 2022 other terms and conditions remaining the same.

Pursuant to Section 197 read with Schedule V of the Companies Act 2013, the revised remuneration of Mr. Rupesh Kumar Gupta as decided by the Board is required to be approved by the Members at their meeting.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in Section 197 of the Companies Act, 2013. The members requested to consider the revision in remuneration of Mr. Rupesh Kumar Gupta, Managing Director of the Company.

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

I. General Information	
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 2021-22 1. Gross Revenue: ₹ 433 Crore 2. Profit after tax: ₹ 31.95 Lacs 3. EPS: ₹ 18.83/-
5. Foreign Investments or collaborations, if any	Not Applicable
II. Information about the appointee	
1. Background details	He has more than two decades of experience in steel Industry.
2. Past Remuneration	The remuneration drawn by Mr. Rupesh Kumar Gupta during the past one year i.e., 2021-22 is ₹ 1,80,00,000/- (One Crore Eighty Lakh Rupees Only) per annum.
3. Recognition or awards	Not Applicable
4. Job Profile and his suitability	He has been part of the Company since incorporation and have lead successfully in growth of the Business.
5. Remuneration proposed	As mentioned in the resolution stated above
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):	Considering the responsibility shouldered by him of the enhanced business activities of the company, proposed remuneration is commensurate with industry standards and Board level position held in similar sized and similar positioned businesses.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	He is Son on Mrs. Sunita Gupta, Non Executive Director and Elder brother of Mr. Sailesh Gupta, Wholetime Director of the Company.
III Other Information	
1. Reasons of loss or inadequate profits	At present company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
2. Steps taken or proposed to be taken for improvement	The company is always looking forward to take all such steps and measures including expansion which are in the best interest of the company.
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.

Mr. Rupesh Kumar Gupta and his relatives may be deemed to be interested in the resolution proposing the revision in remuneration set out at Item No. 7 in the Notice.

Except the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 7 in the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No 8:

Mr. Sailesh Gupta was re-appointed as the Wholetime Director of the Company by the shareholders at their meeting held on 30th December, 2020 for a period of 3 years i.e., from 08th January, 2021 to 07th January, 2024.

Further, considering the contribution of Mr. Sailesh Gupta and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 10th August, 2022 approved the revision in the remuneration of Mr. Sailesh Gupta for the remaining period effective from 01st October, 2022 other terms and conditions remaining the same.

Pursuant to Section 197 read with Schedule V of the Companies Act 2013, the revised remuneration of Mr. Sailesh Gupta as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in Section 197 of the Companies Act, 2013. The members requested to consider the revision in remuneration of Mr. Sailesh Gupta, Wholetime Director of the Company.

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

I. General Information	
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 2021-22 1. Gross Revenue: ₹ 433 Crore 2. Profit after tax: ₹ 31.95 Lakhs 3. EPS: ₹ 18.83/-
5. Foreign Investments or collaborations, if any	Not Applicable
II. Information about the appointee	
1. Background details	He has more than a decade of experience in Marketing.
2. Past Remuneration	The remuneration drawn by Mr. Sailesh Gupta during the past one year i.e., 2021-22 is ₹ 1,44,00,000/- (One Crore Forty-four Lakh Rupees Only) per annum.
3. Recognition or awards	Not Applicable
4. Job Profile and his suitability	He has been part of the Company over a decade and have lead successfully in growth of the Business.
5. Remuneration proposed	As mentioned in the resolution stated above
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):	Considering the responsibility shouldered by him of the enhanced business activities of the company, proposed remuneration is commensurate with industry standards and Board level position held in similar sized and similar positioned businesses.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	He is Son on Mrs. Sunita Gupta, Non Executive Director and younger brother of Mr. Rupesh Kumar Gupta, Managing Director of the Company.
III Other Information	
1. Reasons of loss or inadequate profits	At present company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
2. Steps taken or proposed to be taken for improvement	The company is always looking forward to take all such steps and measures including expansion which are in the best interest of the company.
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.

Mr. Sailesh Gupta and his relatives may be deemed to be interested in the resolution proposing the revision in remuneration set out at Item No. 8 in the Notice.

Except the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 8 in the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item no 9

Considering the present expansion which the Company is into and the additional work relating to such expansion, it is proposed to increase the remuneration of Mr. Rakesh Kumar Gupta, Technology Advisor of the Company.

As the provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders. Section 188(1)(f) of the Companies Act, 2013 provides that if appointment of a person to any office

or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and a half lakh rupees as mentioned in clause (f) of sub-section (1), then it has to approved by the Shareholders at their meeting. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on 10th August, 2022 had approved to pay Mr. Rakesh Kumar Gupta ₹ 4,00,000/- per month (Rupees Four Lakh Only) as salary inclusive of any remuneration directly or otherwise or by way of Salary or allowances, performance based rewards/ Incentives, subject to approval of the Shareholders by way of Resolution.

Mr. Rakesh Kumar Gupta, Technology Advisor is Father of Mr. Rupesh Kumar Gupta (Managing Director and Promoter of the Company), Mr. Sailesh Gupta (Wholetime Director and Promoter of the Company) and Spouse of Mrs. Sunita Gupta (Non Executive Director) and was appointed as officer and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013.

Except Mr. Rupesh Kumar Gupta, Mr. Sailesh Gupta, Mrs. Sunita Gupta along with their relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By order of the Board
For **Hariom Pipe Industries Limited**

Sd/-
Rupesh Kumar Gupta
Managing Director
DIN: 00540787

Place: Hyderabad
Date: 10th August, 2022

Annexure to item no 2, 3 & 4

Details of Directors Retiring by rotation/ seeking appointment/re- appointment at the 15th Annual General Meeting of members of the Company:

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of the Director	Mrs. Sunita Gupta	Mr. Soumen Bose	Mr. Pramod Kumar Kapoor
Date of Birth	31-12-1956	10-09-1967	25-11-1951
Qualifications	Undergraduate	Bachelor of Technology (Chemical)	Bachelor's degree in Textile Technology
Nationality	Indian	Indian	Indian
Experience	Director of the Company since 01 st October, 2014. She has more than a decade of experience in Manufacturing and trading in ERW pipes.	Mr. Soumen Bose has got more than 30 years of experience in steel industry. He currently serves as the group CEO of Singh Group of Companies, Thailand which has interests in mining of minerals and metals in various parts of the world. He was associated with Tata Group of companies for a period of 16years. Please refer Company's Website: https://www.hariompipes.com/pdf/outcome-of-board-meeting/outcome-of-bm-dated-10-06-2022.pdf for detailed profile	Mr. Pramod Kumar Kapoor aged about 72 years is the Chairman and Independent Director of our Company since 08 th January, 2018. He holds a Bachelor's degree in Textile Technology from Birendra Narayan Chakrabarty University, Kurukshetra. He has more than 40 years of experience in textile industry. Previously, he has worked as President – Marketing (Textiles Domestic Sales) in Visaka Industries Limited. Presently, he is into business of plastic manufacturing.
Terms and conditions of appointment or reappointment	Non-executive Director of the Company, liable to retire by rotation.	Independent Director, not liable to retire by rotation.	Independent Director, not liable to retire by rotation.
Last drawn remuneration	Nil	Nil	Nil
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	Appointed as Director on 01 st October, 2014. Changed designation as Non Executive Director w.e.f 01 st October, 2017	Appointed as an Additional Director (Independent) at the Board Meeting held on 10 th June, 2022.	Appointed as an Independent Director at the General Meeting held on 08 th January, 2018.
No. of share held as on the date of Notice	10,75,720 (Ten Lakhs Seventy Five Thousand Seven Hundred and Twenty) Equity Shares of ₹ 10/- (Rupees Ten Only) each.	Nil	Nil
Relationship with Directors, Managers & KMP	Mother of Rupesh Kumar Gupta, Managing Director and Sailesh Gupta, Whole time Director of the Company.	Not related to any Director or KMP of the Company.	Not related to any Director or KMP of the Company.
Number of Board Meetings attended during FY 2021-2022	13/13	NA	13/13
Directorships of other Boards	Ansh Commerce Private Limited	Nil	Nil
Chairman/ Member of the Committees of Boards of other companies.	Nil	Nil	Nil

HARIOM PIPE INDUSTRIES LIMITED

CIN: L27100TG2007PLC054564

Registered Office: Samarpan, 3-4-174/12/2, 1st Floor,
Lane Beside Spencer's Pillar No. 125, Attapur, Hyderabad-500048, Telangana.
Website: www.hariompipes.com. Emai: cs@hariompipes.com

Attendance slip for Annual General Meeting

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Hariom Pipe Industries Limited.

I hereby record my presence at the Annual General Meeting of the shareholders of M/s Hariom Pipe Industries Limited held on 09th day of September, 2022 at 10.30 A.M. at Hotel Inner Circle situated at Namita Road, Saboo Heights, 6-3-905, Raj Bhavan Rd, Matha Nagar, Somajiguda, Hyderabad, 500082, Telangana.

Reg. Folio No. _____

No. of Shares _____

*Applicable if the shares held in electronic form

Name & Address of Member

Signature of Shareholder/ Proxy/ Representative

(Please Specify)



HARIOM PIPE INDUSTRIES LIMITED

CIN: L27100TG2007PLC054564

Registered Office: Samarpan, 3-4-174/12/2, 1st Floor,
Lane Beside Spencer's Pillar No. 125, Attapur, Hyderabad-500048, Telangana.
Website: www.hariompipes.com Email: cs@hariompipes.com

Form No. MGT-11 PROXY FORM

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

Name of the company	L27100TG2007PLC054564 HARIOM PIPE INDUSTRIES LIMITED
Registered office	Samarpan, 3-4-174/12/2, 1 st Floor, Lane Beside Spencer's Pillar No. 125, Attapur, Hyderabad-500048, Telangana
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	

I /We, being the member(s) of _____ shares of the above named company, hereby appoint

1. _____

him

2. _____

him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on 09th day of September, 2022 at 10.30 A.M. at Hotel Inner Circle situated at Namita Road, Saboo Heights, 6-3-905, Raj Bhavan Rd, Matha Nagar, Somajiguda, Hyderabad, 500082, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31 st March, 2022 along with the Report of the Directors and the Auditors.		
2.	To appoint Mrs. Sunita Gupta, who retires by rotation as a Director.		
3.	To Appoint Mr. Soumen Bose (DIN: 09608922) as an Independent Director of the Company.		
4.	To Appoint Mr. Pramod Kumar Kapoor (DIN: 03557358) as an Independent Director of the Company.		
5.	To ratify the remuneration of Cost Auditors for the financial year ending 31 st March, 2023.		
6.	To approve Material Related Party Transaction(s).		
7.	Approval for increase in remuneration of Mr. Rupesh Kumar Gupta, Managing Director of the Company.		
8.	Approval for increase in remuneration of Mr. Suresh Gupta, Wholetime Director of the Company.		
9.	Approval for increase in remuneration of Mr. Rakesh Kumar Gupta, Technology Advisor of the Company.		

Signed this day of 2022.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

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

Route Map of Venue of AGM

