HARIOM PIPE INDUSTRIES LIMITED

CIN:L27100TG2007PLC054564
Registered Address: 3-4-174/12/2, Samarpan1st Floor, Lane beside Spencer's, Pillar No. 125, Attapur, Hyderabad, Telangana - 500048, India.
Website: www.hariompipes.com, **Email:**info@hariompipes.com, **Phone:** 040-24016101

NOTICE OF POSTAL BALLOT

[Pursuant to section 110 of the companies act, 2013, read with rules 22 and 20 of the Companies (Management and administration) rules, 2014 as amended]

VOTING STARTS ON	VOTING ENDS ON
January 10, 2023 at 09:00 AM IST	February 08, 2023 at 05:00 PM IST

Dear Member(s),

NOTICE is hereby given to the Members of **Hariom Pipe Industries Limited**, CIN: L27100TG2007PLC054564 ("the Company") pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Postal Ballot Rules") read with the General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021 and General Circular no.3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs,in viewof the COVID-19 pandemic(hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the following resolutions are proposed to be passed through Postal Ballot by way of voting through electronic means ("remote e-voting") only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice')for your consideration and forms part of this Notice.

On account of the threat posed by COVID-19 and in terms of the requirements specified in the MCA Circulars, **Hariom Pipe Industries Limited** (Company) is sending this Notice in electronic

form only to those Members whose e-mail addresses are registeredwith the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid businessreply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of theMembers would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members,to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company hasengaged the services of **Central Depository Services (India) Limited** ('CDSL) for the purpose of providing remote e-voting facilityto its Members. The instructions for remote e-voting are enumerated in the postal ballot notice. The Notice is also available on the website of the Company ***https://www.hariompipes.com/postal-ballots.php.***

The Board of Directors of the Company, appointed Mr. Vinod Sakaram (Membership No. ACS 23285, CP No. 8345), Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructionsindicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Wednesday, February 08, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter. The results shall be declared on or beforeFriday, February 10, 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also bedisplayed on the Company's website ***https://www.hariompipes.com/postal-ballots.php***

ITEM NO. 1:

APPOINTMENT OF MRS. SNEHA SANKLA (DIN 02849733) AS AN INDEPENDENT DIRECTOR :

"To consider and if thought fit to pass, with or without modification, the following resolution as a **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), Mrs. Sneha Sankla (DIN: 02849733) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f November 14, 2022 in terms of Section 161 of the Companies Act, 2013 and Regulation17 of SEBI (LODR) Regulations, 2015 and who has submitted a declaration that she 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 14th November, 2022."

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, Telangana and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the Register of Directors of the Company"

ITEM NO. 2:

INCREASE IN THE BORROWING POWERS OF THE COMPANY:

"To consider and if thought fit to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**":

"RESOLVED THAT in modification to the resolution passed by the shareholders of the Company on 28thJanuary 2022, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1000 Crores (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

ITEM NO. 3:

CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:

"To consider and if thought fit to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**":

"RESOLVED THAT in modification to the resolution passed by the shareholders of the Company on 28th January 2022, and pursuant to the provisions of the section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company ("the Board") to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, if required, in favour of Banks / Financial Institutions / other investing agencies / trustees for the holders of debentures / bonds / other instruments which may be issued to or subscribed by all or any of the financial institutions / banks / any other investing agencies or any other person(s) / bodies corporate by way of private placement or otherwise to secure rupee / foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans"), whether already borrowed or to be borrowed, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs. 1000 Crores (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution."

For **Hariom Pipe Industries Limited**

Date : January 03, 2023
Place: Hyderabad

Sd/-
Rupesh Kumar Gupta
Managing Director
DIN: 00540787

Notes:

1. The Explanatory Statement pursuant to Section 102,110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

2. The Board of Directors at its meeting held on January 03, 2023 has appointed Mr. Vinod Sakaram (Membership No. ACS 23285, CP No. 8345) of M/s. VSSK & Associates, Practicing Company Secretaries,) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner who has also given his consentfor the same.

3. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules. 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the postal ballot notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form) as onFriday, December 30, 2022 ("Cut-off date").

4. In compliance with Regulation 44 of the Listing Obligations and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members.

5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the "Cut-off date". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company's website https://www.hariompipes.com/ and also on the website of stock exchanges i.ewww.bseindia.com and www.nseindia.com and on the website at CDSL at www.evotingindia.com

6. If your e-mail address is not registered with the Company/Depositories, please follow the **process provided in the Notes to receive this Postal Ballot Notice.** The Scrutinizer will submit the results of the remote e-voting alongwith his report to theChairman of

the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remotee-voting. The results of the Postal Ballot will be announced on or before, Friday 10 February, 2023. The said resultsalong with the Scrutinizer's Report would be uploaded on the website of the Company https://www.hariompipes.com/and also would be communicated to the Stock Exchanges at www.bseindia.com and www.nseindia.com and Central Depository Services (India) Limited **("CDSL") at www.evotingindia.com.** The Company will also display the results of the Postal Ballot at its Registered Office as well as the Corporate Office.

7. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. Wednesday 08thFebruary, 2023.

8. **The instructions for Shareholders for remote e-voting are as under:**

a. The remote e-voting period commences from 09:00 a.m. (IST) on **Tuesday, 10th January, 2023** and ends at 5.00 p.m. (IST) on **Wednesday, 08th February, 2023**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, December 30, 2022, may cast their vote electronically.The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

b. 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 aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1. 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by

	company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 evoting 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**	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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**	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.

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.

c. 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.comor 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

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.

d. 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.

e. If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat mode	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 BankDetails**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. • 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.

f. After entering these details appropriately, click on "SUBMIT" tab.

g. 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.

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

i. Click on the EVSN for the relevant <HARIOM PIPE INDUSTRIES LIMITED > on which you choose to vote.

j. 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.

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

l. 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.

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

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

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

p. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

q. **Additional Facility for Non – Individual Shareholders and Custodians:**

- 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 mandatoryto 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(designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

r. **Process for those Shareholders whose email/mobile no. are not registered with the Company/Depositories.**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the sharecertificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of AadharCard) by email tocs@hariompipes.com orbsshyd@bigshareonline.com

- For Demat shareholders: - Please update your email id & mobile no. with your respective Depository Participant (DP).

- 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.

s. If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 or toll free no. 1800 22 55 33022.

t. 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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or toll free no. 1800 22 55 33022.

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

ITEM NO. 1

APPOINTMENT OF MRS. SNEHA SANKLA (DIN: 02849733) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendations of the NRC, the Board, on 14th November, 2022, in terms of Section 161 of the Act, appointed Mrs. Sneha Sankla (DIN: 02849733) as an Additional Director of the Company. Further, the Nomination and remuneration committee had identified amongst others, leadership and deep expertise in the area of Corporate Laws as the skills and capabilities for the role. The Board of Directors based on the recommendations of the NRC and subject to the approval of the Members, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mrs. Sneha Sankla as an Independent Director of the Company, not liable to retire by rotation, for a period commencing from 14th November, 2022 upto 13th November, 2027. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received from Mrs. Sneha Sankla (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Further, Mrs. Sneha Sankla has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Sneha Sankla has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority.Mrs. Sneha Sankla has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The profile and specific areas of expertise of Mrs. Sneha Sankla are provided as annexure to this Notice. In the opinion of the Board, Mrs. Sneha Sankla is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.

The terms and conditions of appointment of Mrs. Sneha Sankla as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@hariompipes.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Sneha Sankla, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice. The Board recommends the resolution set forth at Item No. 1 for the approval of the Members.

ITEM NO: 2 & 3:

INCREASE IN THE BORROWING POWERS OF THE COMPANY AND CREATION OF CHARGE ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS.

In order to expand its scale of operations the Company may need additional funds in the form of working capital assistance and term loans or any other form of credit facilities in the near future.

Pursuant to the provisions of the Section 180(1)(c) of the Companies Act, 2013 the Board of Directors cannot, except with the consent of the members in a general meeting by means of a special resolution, borrow moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), are in excess of the aggregate of the paid up capital of the Company and its free reserves (i.e., reserves not set apart for any specific purpose).

In terms of provisions of the Companies Act, 2013, approval of the Members is sought by way of a special resolution for an amount not exceeding the borrowing limit of Rs. 1000Crores (Rupees One Thousand Crores only).

The proposed borrowings of the Company, if necessary, be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of the security holders or any other lender(s). As the documents to be executed between the security holders / trustees for the holders of the said securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary to pass a special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of charges / mortgages / hypothecations for an amount not exceeding the borrowing limit of Rs.1000 Crores (Rupees One Thousand Crores only).

Hence the approval of the Members is sought by way of a special resolution for the aforesaid limits. The Resolutions proposed under item nos.2 & 3 are in the interest of the Company and the Board recommends the Resolutions for acceptance by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 & 3 of the Notice.

For **Hariom Pipe Industries Limited**

Date : January 03, 2023
Place: Hyderabad

Sd/-
Rupesh Kumar Gupta
Managing Director
DIN: 00540787

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of the Director	Mrs. Sneha Sankla (DIN: 02849733)
Date of Birth	15-06-1985
Qualifications	Company Secretary
Nationality	Indian
Experience	She is a Qualified Company Secretary. She has over 14 years of rich experience in the field of Company Secretary. She was associated with Companies like Picture house Media Limited and G.S. Oils Limited as a Company Secretary before she was inducted as a partner of VSS & Associates, Company Secretaries, Hyderabad.
Skills,capabilities and expertise	Advisory and consultation for Companies registered under the Companies Act regarding registrations, day to day activities, the board of Directors, maintenance of records, registers and books as may be required and provide any other advisory on legal and secretarial matters. Registration with the other governing authorities, guiding clientele towards good Corporate Governance. Expert on POSH law (certificate course completed from ICSI)
Terms and conditions of appointment or reappointment	Independent Director, not liable to retire by rotation.
Last drawn remuneration	Nil
Remuneration proposed to be paid	She shall be paid remuneration by way of sitting 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 an Additional Director w.e.f 14.11.2022.
No. of share held as on the date of Notice	Nil
Relationship with Directors, Managers & KMP	Not related to any Director or KMP of the Company.
Number of Board Meetings attended during FY 2021-2022	NA
Directorships of other Boards	Nil
Chairman/ Member of the Committees of Boards of other companies.	Nil