

Date: January 05, 2024

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

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

NSE Symbol – **HARIOMPIPE**

BSE Scrip Code- **543517**

Dear Sir/Madam,

**Subject: Intimation of Postal Ballot Notice.**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:**

Pursuant to Regulations 30 and 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith Notice of Postal Ballot dated January 03, 2024, along with the Explanatory Statement (“Postal Ballot Notice”), for seeking approval of the Members of the Company on the business as contained in the Postal Ballot Notice, by passing the resolution through Postal Ballot (only by means of remote e-voting process), in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and various subsequent circulars, read with General Circular No. 03/2022 dated May 05, 2022 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India any other applicable law, rules and regulations.

The Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose e-mail address is registered with the Company/Depositories on Friday, December 29, 2023 (“Cut-off Date”) for considering the business elaborated in the Postal Ballot Notice.

In accordance with the MCA Circulars, the manner of voting on the proposed resolution is restricted to remote e-voting only. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing remote e-voting facility to all its Members. The e-voting period will commence from Sunday, January 07, 2024 (9.00 a.m. IST) and conclude on Monday, February 05, 2024 (5.00 p.m. IST). Members holding Equity Shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process.

## **HARIOM PIPE INDUSTRIES LIMITED**

**Registered Office**  
3-4-174/12/2, 'SAMARPAN' 1st Floor, Lane Beside Spencer's Near Pillar no : 125,  
Attapur, Hyderabad - 500048. Toll Free : 1800 123 0360 Phone : 040 24016101  
website : hariompipes.com Email : info@hariompipes.com

**Factory**  
Survey No.58 & 63, Sheriguda (V),  
Balanagar (M), Mahabubnagar Dist - 509202, Telangana.

The aforesaid Postal Ballot Notice is also available of the website of the Company at <https://www.hariompipes.com/pdf/Postal-Ballot-Notice-jan2024.pdf> and on the website of Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited and at the website of Central Depository Services (India) Limited (CDSL).

The results of the Postal Ballot along with the Scrutinizer's Report shall be announced **on or before Wednesday, February 07, 2024**. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website at <https://www.hariompipes.com/>, on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will be communicated to the Stock Exchanges.

Please take the above on record.

Thanking You,

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

**Rekha Singh**  
Company Secretary  
M.No. A33986

Encl: As above



**HARIOM PIPE INDUSTRIES LIMITED**

CIN: L27100TG2007PLC054564

**Registered Office:** 3-4-174/12/2, Samarpan, 1<sup>st</sup> Floor, Lane Beside Spencer's, Pillar No. 125, Attapur, Hyderabad, Telangana - 500048, India.

**Website:** [www.hariompipes.com](http://www.hariompipes.com), **Email:** [cs@hariompipes.com](mailto:cs@hariompipes.com), **Phone:** 040-24016101

**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]*

<b>E-VOTING STARTS FROM</b>	<b>E-VOTING ENDS ON</b>
Sunday, January 07, 2024 at 09:00 AM (IST)	Monday, February 05, 2024 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 the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Management Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") read with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and all other applicable provisions framed under the Act, rules, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolution appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**To consider and approve the change in designation of Mr. Soumen Bose (DIN: 09608922) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification

of Directors) Rules, 2014, as amended from time to time and rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of members be and is hereby accorded to designate and appoint Mr. Soumen Bose (DIN: 09608922) as a Non-Executive Non-Independent Director of the Company with effect from January 03, 2024, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company, be and are hereby severally authorized to sign and execute documents that may be required, on behalf of the Company, to file relevant e-forms with Registrar of Companies, Telangana and to do all such acts, deeds, matters and things and take all such steps as may be considered expedient and necessary to give effect to this Resolution.”

Date: January 03, 2024

Place: Hyderabad

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

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

## **NOTES AND INSTRUCTIONS:**

1. An Explanatory Statement pursuant to Section 102 read with Sections 110 of the Companies 2013 (the "Act") read with the applicable Rules setting out the material facts and reasons for the proposed resolution is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, the Company is required to ensure that approval of shareholders for the 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, approval of the shareholders of the Company for the appointment of Mr. Soumen Bose (DIN: 09608922) as Non-Executive Director on the Board is required within a period of three months from the date of their appointment i.e. January 03, 2024.
3. The relevant details, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director being appointed are also annexed to this Notice.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, the MCA Circulars and SS-2, the Company is pleased to provide voting facility by electronic means ("remote e-voting") to the Members, to enable them to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice.
5. Pursuant to applicable rule of the Companies (Management & Administration) Rules, 2014 read with MCA Circulars, the Postal Ballot Notice is being sent in electronic form only to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as at close of business hours on Friday, December 29, 2023 (Cut-off date) having their e-mail addresses registered with the Company or Depository Participants, as the case may be. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting facility/system only.
6. 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 Friday, December 29, 2023 ("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 on the cut-off date should treat this notice for information purpose only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
7. Members who have not registered their e-mail address with the Company/Depositories are requested to follow the process provided in the Notes and Instructions of the Notice to receive this Postal ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the requirements of the MCA circulars, the hard copy of the Postal Ballot Notice along with the Postal Ballot Form and prepaid business reply envelop will not be sent to the Members for this Postal Ballot.

8. Members may note that this Notice will also be available on the Company's website [www.hariompipes.com](http://www.hariompipes.com) and shall be sent to the Stock Exchanges for dissemination on its website at [www.nseindia.com](http://www.nseindia.com) (NSE) and at [www.bseindia.com](http://www.bseindia.com) (BSE) and at the website of Central Depository Services (India) Limited, ("CDSL") at [www.evoting.cdsl.com](http://www.evoting.cdsl.com), who is the remote e-voting service providing agency for the Company.
9. Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "Instructions for the Shareholders relating to the e-voting" in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process from **Sunday, January 07, 2024, 9.00 a.m. (IST) till Monday, February 05, 2024, 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.
10. Resolutions passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolution, if passed by requisite majority shall be deemed to have been passed on the last date specified for the remote e-voting i.e. Monday, February 05, 2024.
11. The Company has appointed Mr. Vinod Sakaram, Partner of VSSK & Associates, Company Secretaries, Hyderabad, as Scrutinizer to conduct the postal ballot process through remote e-voting in a fair and transparent manner.
12. The Scrutinizer will submit the Report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be announced on or before Wednesday, February 07, 2024.
13. The said results along with the Scrutinizer's Report will be placed on the Company's website [www.hariompipes.com](http://www.hariompipes.com) and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e., National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) and BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com), in accordance with the provisions of the Act and same shall be displayed on the CDSL website at [www.evotingindia.com](http://www.evotingindia.com).
14. All the documents referred to in this Notice will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents can send an email to [cs@hariompipes.com](mailto:cs@hariompipes.com).
15. **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 **Sunday, January 07, 2024** and ends at 5.00 p.m. (IST) on **Monday, February 05, 2024**. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off date** i.e., **Friday, December 29, 2023**, 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 e-mail 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 Demat mode with CDSL / NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at</li> </ol>

	<p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders(holding securities in demat mode) login through their <b>Depository Participants</b>	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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 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](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID:
  - a) For CDSL: 16 digits beneficiary ID;



- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;  
 c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical Shareholders and other than individual shareholders holding shares in Demat mode.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend BankDetailsOR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- d. After entering these details appropriately, click on "SUBMIT" tab.
- e. 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.
- f. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- g. Click on the EVSN for the relevant <HARIOM PIPE INDUSTRIES LIMITED > on which you choose to vote.
- h. 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.
- i. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- j. 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.

- k. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- l. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- m. 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.
- n. There is also an optional provision to upload BR/POA if any, uploaded, which will be made available to scrutinizer for verification.
- o. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;[cs@hariompipes.com](mailto:cs@hariompipes.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- p. 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 [cs@hariompipes.com](mailto:cs@hariompipes.com) or [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com).
  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.
  
- q. 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](mailto: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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1:**

The Board of Directors ('the Board') of the Company at its meeting held on June 10, 2022, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), approved the appointment of Mr. Soumen Bose (DIN: 09608922) as an Additional Director of the Company to be designated as an Independent Director in terms of Section 161(1) of the Companies Act, 2013 ('the Act'). Subsequently, the members of the Company in their 15<sup>th</sup> Annual General Meeting regularised his appointment as a Non-Executive Independent Director.

Mr. Soumen Bose (DIN: 09608922) has relinquished the position of Non-Executive Independent Director with effect from the close of business hours on January 02, 2024. Subsequently, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had appointed and designated Mr. Soumen Bose, as a Director in the capacity of a Non-Executive Non-Independent Director of the Company with effect from January 03, 2024, considering the extensive experience of Mr. Soumen Bose in the steel industry for around three decades and leadership practice as a group CEO of Singh Group of Companies in Thailand and his vast industry experience in India, Japan, South Korea, China and ASEAN which would help Hariom Pipe Industries Limited inculcate a culture of best standards, principles & practices, bring in new technologies, new products and global markets, the Board has determined it prudent to seek his services and support in a representative capacity for the Company's Foreign Representative Office, which the Company is proposing to set up in Bangkok, Thailand with the object to explore the opportunities in the Iron and Steel Sector in Bangkok, Thailand region only for exploring the opportunities of setting up a steel plant/merger with and existing steel mill. The remuneration payable to Mr. Soumen Bose for the services provided in his professional capacity shall be to the extent as recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall ceiling specified in the Companies Act, 2013 and as may be mutually agreed between the Board of Directors and Mr. Soumen Bose.

### **Brief profile of Mr. Soumen Bose:**

Mr. Soumen Bose, 56 years of age, is a Bachelor of Technology (Chemical) from Amravati University and has completed Special Management Program from IIM Kolkata. He has won several Business Excellence & Value Engineering awards including a Gold Medal for outstanding profitability improvement from Indian Institute of Economic Studies, New Delhi.

Mr. Bose is a globally networked steel industry professional, schooled in the value system of the Tata Group across various geographies in the steel & steel making raw materials industry. In his tenure of about 16 years (1997 to 2013) with Tata Group Companies like Tata Refractories and Tata Steel in senior positions, Mr. Bose acquired strong technical, commercial and marketing/sales acumen: multi-disciplinary and diverse domestic/ international experience in steel making, procurement, port and logistics of minerals and steel plant consumables with proven track record of top-line and bottom-line growth. He also gained global experience across myriad steel related input industries like Refractories, Ferro Alloys, Ores and Minerals.

Mr. Bose propelled to become the CEO of a Tata Group Company (Sila Eastern Limited, Thailand) just at the age of 41 where he turned around the Company, tripled its profits and made it a debt free dividend paying Company.

With over 30 years of experience in the steel and related industry, Mr. Soumen Bose is a Champion in Six Sigma in Japanese Quality Model, Malcolm Baldrige Model of Business Excellence, Self-

Initiated Projects & Value Engineering. He also facilitated formation of JV with L&T for conversion of High Carbon Ferro Manganese to Medium/Low Carbon Ferro Manganese.

Appointment of Mr. Soumen Bose would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of steel industry, technology and innovation, governance, social impact etc.

Sr. No.	Name of the Company/Industry Body	Designation	Name of the Committees	Position held (Chairman/Member)
1.	Hariom Pipe Industries limited	Director	1.Audit Committee	Member
			2.Nomination & Remuneration Committee	Member
			3. Stakeholder Relationship Committee	Member
			4.Risk Management Committee	Chairman

**Securities Held:** The Company had allotted 2000 Convertible Warrants at an issue price of Rs. 345/- per warrant on March 31, 2023 to his spouse Mrs. Joyeeta Bose. Apart from this Mr. Soumen Bose do not hold any interest in the securities of the Company.

The Company has also received from Mr. Soumen Bose, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

The details of Mr. Soumen Bose as required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings issued by ICSI and other requisite provisions are provided in **Annexure** and forms part of this Notice.

The Board upon recommendation of the Nomination and Remuneration Committee, are of the view that Mr. Soumen Bose's knowledge and experience will be of immense benefit and value to the Company and hence, recommends his appointment to the Members.

Except Mr. Soumen Bose, who is said to be concerned or interested in the proposed resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives, in any way, is concerned or interested, financially or otherwise in the said Resolution, set out at Item No. 1 of this Notice.

Date: January 03, 2024  
Place: Hyderabad

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

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 as per Secretarial Standard on General Meetings:**

Name of the Director	Mr. Soumen Bose
Designation	Non-Executive Director
DIN	09608922
Date of Birth (Age)	10-09-1967 (56 Years)
Qualification	Bachelor of Technology (Chemical)
Nationality	Indian
Date of Appointment/ Reappointment on the Board of the Company.	January 03, 2024 (Original Appointment Date: June 10, 2022)
Nature of expertise in specific functional areas	As provided in the Explanatory Statement
Inter-se relationship between Directors and other Key Managerial Personnel	Not related to any Director or KMP of the Company.
Terms and Conditions along with details of remuneration sought to be paid	As mentioned in the Resolution read with Explanatory Statement of Postal Ballot Notice.
No. of Equity Shares held	NIL
Details of remuneration last drawn	Draws Rs. 1,60,000/- as sitting fees from April 01, 2023 till date.
No. of Board Meeting attended during the year	4/4 (from April 01, 2023 till date)
Resignation from the Listed Entities in the past three years	NIL
Directorships of other Companies	NIL
Chairmanship/ Membership of Committees of Boards of other Companies.	NIL