



The Indian Hume Pipe Co. Ltd.

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CIN : L51500MH1926PLC001255

HP/SEC/

26th July, 2014

By online filing, email & fax

1. Bombay Stock Exchange Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
2. National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051

Gist of the proceedings of the Annual General Meeting of The Indian Hume Pipe Company Limited held on 25th July, 2014

The 88th Annual General Meeting of the Members of the Company was held on Friday, 25th July, 2014 at 4.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020.

Mr. Rajas R. Doshi, Chairman & Managing Director of the Company, presided over the meeting.

At 4.00 p.m. the Chairman after putting the meeting to order cordially welcomed the shareholders. The Chairman thereafter introduced the Directors of the Company and the Company Secretary, who were sitting on the dais at the meeting to the shareholders.

Total 85 Members attended the meeting as per the records of attendance.

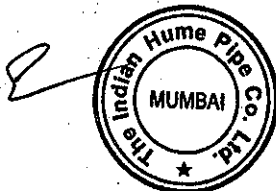
The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2014 and its future outlook.

The Chairman informed the Member that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting and physical voting facility to the Members of the Company in respect of the business to be transacted at the Annual General Meeting. The e-voting and physical voting commenced on 16th July, 2014 (9.00 a.m.) to 18th July, 2014 (6.00 p.m.). Mr. J. H. Ranade, Practising Company Secretary and Proprietor of M/s. J. H. Ranade & Associates was appointed as the Scrutinizer by the Board for scrutinizing the e-voting and physical voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 13 resolutions to be passed at the meeting. Thereafter, all the 13 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the meeting, given their suggestions and raised queries on the Company's accounts and business, which were replied by the Chairman.

Thereafter, the Chairman ordered for a poll to be taken at the meeting physically and appointed Mr. J. H. Ranade, Practising Company Secretary and Proprietor of M/s. J. H. Ranade & Associates as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman

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announced that the combined result of e-voting, assent & dissent and poll will be put on the Company's website and on the websites of NSDL, the Agency and BSE and NSE.

The resolutions passed by the Members, briefly, related to :

ORDINARY BUSINESS :

1. Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. (Ordinary resolution).
2. Declaration of Dividend on Equity Shares (Ordinary resolution).
3. Appointment of Ms. Anima B. Kapadia, Director retiring by rotation (Ordinary resolution).
4. Appointment of Mr. P. D. Kelkar, Director retiring by rotation (Ordinary resolution).
5. Appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, as Statutory Auditors for the financial year 2014-15 and fixing their remuneration (Ordinary resolution).

SPECIAL BUSINESS :

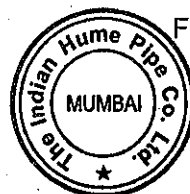
6. Amendment to the Articles of Association of the Company (Special resolution).
7. Appointment of Mr. Rameshwar D. Sarda as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019 (Ordinary resolution).
8. Appointment of Mr. Ajit Gulabchand as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019 (Ordinary resolution).
9. Appointment of Mr. Rajendra M. Gandhi as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019 (Ordinary resolution).
10. Appointment of Mr. Vijay Kumar Jatia as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019 (Ordinary resolution).
11. Approving borrowing of monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 100 Crores over and above the aggregate of the paid-up share capital and free reserves of the Company (Special resolution).
12. Appointment of M/s. Brahmayya & Co., Chartered Accountants, Somajiguda, Hyderabad as Branch Auditor of the Company for the State of Andhra Pradesh including proposed new States to be formed due to reorganisation of State of Andhra Pradesh for the financial year 2014-15 (Ordinary resolution).
13. Appointment of Mr. Vikas Vinayak Deodhar, Cost Accountant as Cost Auditor of the Company for the financial year 2014-15 (Ordinary resolution).

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

Thanking you,

Yours faithfully,

For The Indian Hume Pipe Company Limited,



S. M. Mandke
S. M. Mandke
Company Secretary