



The Indian Hume Pipe Co. Ltd.

Registered Office : Construction House, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001, INDIA
Tel. : +91-22-22618091, +91-22-40748181 • Fax : +91-22-22656863 • E-mail : info@indianhumepipe.com • Visit us at : www.indianhumepipe.com
CIN : L51500MH1926PLC001255

HP/SEC/1203

5th August, 2015

By online filing and email

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

Gist of the proceedings of the 89th Annual General Meeting of The Indian Hume Pipe Company Limited held on 4th August, 2015

The 89th Annual General Meeting of the Members of the Company was held on Tuesday, 4th August, 2015 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 114 Members attended the meeting as per the records of attendance.

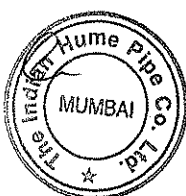
The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook.

The Chairman informed the Members 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 provided remote e-voting facility to the Members of the Company in respect of the business to be transacted at the Annual General Meeting. The remote e-voting commenced on 31st July, 2015 (9.00 a.m.) and ended on 3rd August, 2015 (5.00 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 process.

The Chairman informed the Members that the Company has arranged for a poll on all the 9 resolutions to be passed at the meeting. Thereafter, all the 9 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the meeting, given their suggestions and asked further information, queries on the Company's accounts and business, which were replied by the Chairman.

Thereafter, the Chairman ordered a poll at the meeting for the benefit of those members who have not voted in remote e-voting 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

Contd....-2-



- 2 -

him for an orderly conduct of the poll process. The Chairman announced that the on receipt of Scrutinizers report the combined result of remote e-voting and poll will be put on the Company's website and on the websites of NSDL, the Agency and intimated to BSE and NSE and requested Mr. J. H. Ranade, Scrutinizer to conduct the poll. Mr. Ranade, Scrutinizer conducted the poll. Mr. Ranade submitted combined Scrutinizer report dated 4th August, 2015 on remote e-voting and poll and accordingly the Chairman declared the results of remote e-voting and poll as under :

ORDINARY BUSINESS :

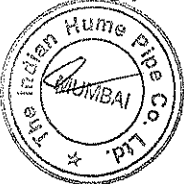
1. Adopted the Audited Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary resolution).
2. Declared Dividend on Equity Shares (Ordinary resolution).
3. Appointed Ms. Jyoti R. Doshi (DIN 00095732) Director retiring by rotation (Ordinary resolution).
4. Appointed M/s. K. S. Aiyar & Co., Chartered Accountants, as Statutory Auditors for the financial year 2015-16 and 2016-17 and authorised the Board to fix their remuneration (Ordinary resolution).

SPECIAL BUSINESS :

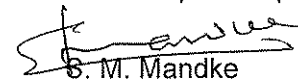
5. Appointed Mr. N. Balakrishnan (DIN 00095804) as an Independent Director of the Company to hold office for a period of five years from 16th March, 2015 to 15th March, 2020 (Ordinary resolution).
6. Appointed Mr. P. D. Kelkar (DIN 00255935) as an Independent Director of the Company to hold office for a period of five years from 4th August, 2015 to 3rd August, 2020 (Ordinary resolution).
7. Approved payment of profit commission for a further period of 3 (Three) years commencing from the financial year 2015-16 to 2017-18 to the Non-Executive Directors of the Company (Special resolution).
8. Appointed M/s. Brahmayya & Co., Chartered Accountants, Somajiguda, Hyderabad as Branch Auditor of the Company to carry out Branch Audit, Limited Review and Tax Audit of the Company's Factories, Projects and Project Offices in the States of Andhra Pradesh and Telangana for the financial year 2015-16 (Ordinary resolution).
9. Ratified the remuneration of Mr. Vikas Vinayak Deodhar, Cost Accountant, Mumbai as Cost Auditor of the Company for the financial year 2015-16 (Ordinary resolution).

All the above nine (9) resolutions were passed by the Members with requisite majority.

Thanking you,



Yours faithfully,
For The Indian Hume Pipe Company Limited,


S. M. Mandke
Company Secretary
9