



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@indianhumpipe.com • Visit us at : www.indianhumpipe.com
CIN : L51500MH1926PLC001255

5th August, 2015

Details of Voting results of 89th Annual General Meeting of The Indian Hume Pipe Company Limited pursuant to Clause 35 A of the Listing Agreement

Date of the AGM : Tuesday, 4th August, 2015

Time : 4.00 p.m.

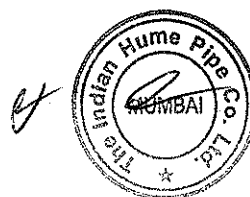
Place : Walchand Hirachand Hall, Indian Merchants' Chamber, Indian Merchants' Chamber
Marg, Churchgate, Mumbai 400 020.

Total number of shareholders on cut-off date - 29 th July, 2015	12,298
No. of shareholders present in the meeting either in person or through proxy	114 (Members)
Promoters and Promoter Group	6
Public	108
No. of Shareholders attended the meeting through Video Conferencing	} Not arranged
Promoters and Promoter Group	
Public	
(Agenda – wise) Details of the Agenda	Given below
Resolution required	Ordinary/Special
Mode of Voting	E-voting and Poll
Item No.1	To adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended 31 st March, 2015. (Ordinary Resolution) through E-voting and Poll.

Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	666210	0	100.00	0
Public – Others	46947	46947	100.00	46947	0	100.00	0
Total	17650542	17650542	100.00	17650542	0	100.00	0

Note: The aforesaid resolution was passed with requisite majority

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-2-

Item No.2	To declare dividend on Equity Shares of the Company. (Ordinary Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	666210	0	100.00	0
Public – Others	46937	46937	100.00	46937	0	100.00	0
Total	17650532	17650532	100.00	17650532	0	100.00	0

Note: The aforesaid resolution was passed with requisite majority

Item No.3	To appoint a Director in place of Ms. Jyoti R. Doshi, who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	666210	0	100.00	0
Public – Others	46947	46947	100.00	46099	848	98.19	1.81
Total	17650542	17650542	100.00	17649694	848	99.9952	0.0048

Note: The aforesaid resolution was passed with requisite majority

Item No.4	To re-appoint M/s. K. S. Aiyar & Co. as the Statutory Auditors of the Company for the financial year 2015-16 and 2016-17 and fix their remuneration. (Ordinary Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	0	666210	0.00	100.00
Public – Others	46947	46947	100.00	45258	1689	96.40	3.60
Total	17650542	17650542	100.00	16982643	667899	96.22	3.78

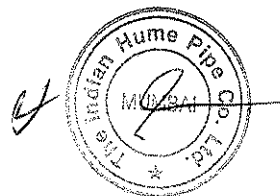
Note: The aforesaid resolution was passed with requisite majority

Item No.5	To appoint Mr. N. Balakrishnan as an Independent Director of the Company. (Ordinary Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	666210	0	100.00	0
Public – Others	46872	46872	100.00	46024	848	98.19	1.81
Total	17650467	17650467	100.00	17649619	848	99.9952	0.0048

Note: The aforesaid resolution was passed with requisite majority

Contd...-3-



-3-

Item No.6	To appoint Mr. P. D. Kelkar as an Independent Director of the Company. (Ordinary Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	666210	0	100.00	0
Public – Others	46947	46947	100.00	46099	848	98.19	1.81
Total	17650542	17650542	100.00	17649694	848	99.9952	0.0048

Note: The aforesaid resolution was passed with requisite majority

Item No.7	Payment of profit commission to Non-Executive Directors for a further period of 3 years commencing from 2015-16 to 2017-18 within the limits prescribed under the Companies Act, 2013. (Special Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	666210	0	100.00	0
Public – Others	46942	46942	100.00	45844	1098	97.66	2.34
Total	17650537	17650537	100.00	17649439	1098	99.9938	0.0062

Note: The aforesaid resolution was passed with requisite majority

Item No.8	To re-appoint M/s. Brahmayya & Co., as Branch Auditors of the Company for the financial year 2015-16 and fix their remuneration. (Ordinary Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	0	666210	0	100.00
Public – Others	46947	46947	100.00	46099	848	98.19	1.81
Total	17650542	17650542	100.00	16983484	667058	96.22	3.78

Note: The aforesaid resolution was passed with requisite majority

Item No.9	Ratification of remuneration of Mr. Vikas Vinayak Deodhar, Cost Accountant as Cost Auditor of the Company for the financial year 2015-16. (Ordinary Resolution) through E-voting and Poll.
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Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16937385	16937385	100.00	16937385	0	100.00	0
Public – Institutional holders	666210	666210	100.00	666210	0	100.00	0
Public – Others	46947	46947	100.00	46099	848	98.19	1.81
Total	17650542	17650542	100.00	17649694	848	99.9952	0.0048

Note: The aforesaid resolution was passed with requisite majority

For The Indian Hume Pipe Company Limited



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



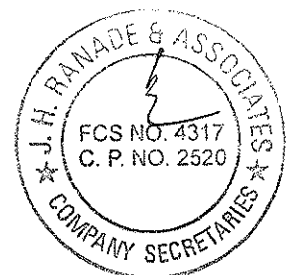
COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

The Chairman and Managing Director,
The Indian Hume Pipe Company Limited
(CIN: L51500MH1926PLC001255)
Construction House, 2nd Floor, 5, Walchand Hirachand Road,
Ballard Estate, Fort
Mumbai 400001

Dear Sir,

I, J. H. Ranade, Practicing Company Secretary and Proprietor of M/S J. H. Ranade & Associates, was appointed by the Board of Directors of The Indian Hume Pipe Company Limited (the Company) as a Scrutiniser for the purpose of scrutinising the e-voting and physical voting process and ascertaining the voting results in respect of the same as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended on the resolutions contained in the notice of 89th Annual General Meeting (AGM) of the members of the Company held on Tuesday, 4th day of August, 2015 at Walchand Hirachand Hall, Indian Merchants Chambers building, 4th floor, Indian Merchants chambers Marg, Chuchgate, Mumbai- 400 020 at 4.00 P.M.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic and physical means on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a Scrutiniser for the e-voting and physical voting process is restricted to make a Scrutiniser's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository (India) Limited, the authorised agency to provide e-voting facilities, engaged by the Company and by M/s. Link Intime India Private Limited, Registrar and Transfer Agent for physical voting. The notice contained the detailed procedure (both through e-mail and physical) to be

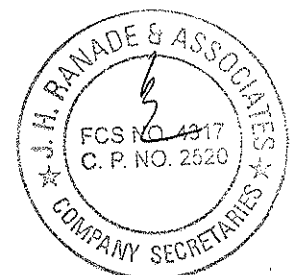




followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

2. Further to the above, I submit my report as under :-

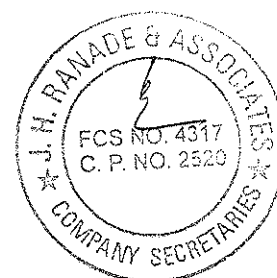
- i. The Remote e-voting period remained open from 31st July 2015 (9.00 am) to 3rd August, 2015 (5.00 pm).
- ii. The members of the Company as on the "cut-off" date i.e. 29th July, 2015 were entitled to vote on the resolutions (items no. 1 to 9 as set out in the notice of the 89th AGM of the Company)
- iii. The Remote e-voting facility was blocked on 3rd August, 2015 immediately after completion of voting hours. The details containing inter alia, list of Equity Share holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository (India) Limited i.e. www.evoting.nsdl.com.
- iv. The Remote e-voting results once available on our login on www.evoting.nsdl.com were downloaded in presence of Mr. Sohan Ranade and Mr. Nikhil Sarfare who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- v. The ballot box containing Ballot forms was opened in presence of Mr. Sohan Ranade and Mr. Nikhil Sarfare who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. The ballot forms were taken up for processing by M/s. Link Intime India Private Limited and a detailed report was handed over to us.
- vi. Thereafter, based on such reports generated, the result of the e-voting and physical voting is as under:





Ordinary Business:

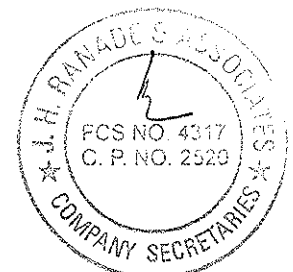
Item No. 1 of the Notice (As an Ordinary Resolution)	Adoption of Audited Financial Statements, reports of the Board of Directors and the Auditors for the year ended 31st March 2015				
Manner of Voting	For	%	Against	%	Abstained / invalid
1. Remote e-voting	6,71,581	100	0	-	0
2. Poll	1,69,78,961	100	0	-	0
Total	1,76,50,542	100	0	-	0
Item No. 2 of the Notice (As an Ordinary Resolution)	Declaration of a Dividend on Equity Shares of the Company.				
Manner of Voting	For	%	Against	%	Abstained / invalid
1. Remote e-voting	6,71,571	100	0	-	0
2. Poll	1,69,78,961	100	0	-	0
Total	1,76,50,532	100	0	-	0
Item No. 3 of the Notice (As an Ordinary Resolution)	Re-appointment of Ms. Jyoti R. Doshi as Director of the Company				
Manner of Voting	For	%	Against	%	Abstained / invalid
1. Remote e-voting	6,70,733	99.87	848	0.13	0
2. Poll	1,69,78,961	100	0	-	0
Total	1,76,49,694	100	848	-	0
Item No. 4 of the Notice (As an Ordinary Resolution)	Pursuant to Section 139 of the Companies Act 2013, Re-appointment of M/s. K.S. Aiyer & Co. Chartered Accountants, as Statutory Auditors of the Company for the Financial year 2015-16 to 2016-17 and to fix their remuneration.				
Manner of Voting	For	%	Against	%	Abstained / invalid
1. Remote e-voting	3,682	0.55	6,67,899	99.45	0
2. Poll	1,69,78,961	100	0	-	0
Total	1,69,82,643	96.22	6,67,899	3.78	0





Special Business:

Item No. 5 of the Notice (As an Ordinary Resolution)		Pursuant to Section 149 of the Companies Act 2013, appointment of Mr. N. Balakrishnan as an Independent Director of the Company				
Manner of Voting	For	%	Against	%	Abstained/ invalid	
1. Remote e-voting	6,70,658	99.87	848	0.13	0	
2. Poll	1,69,78,961	100	0	-	0	
Total	1,76,49,619	100	848	-	0	
Item No. 6 of the Notice (As an Ordinary Resolution)		Pursuant to Section 149 of the Companies Act 2013, appointment of Mr. P. D. Kelkar as an Independent Director of the Company				
Manner of Voting	For	%	Against	%	Abstained/ invalid	
1. Remote e-voting	6,70,733	99.87	848	0.13	0	
2. Poll	1,69,78,961	100	0	-	0	
Total	1,76,49,694	100	848	-	0	
Item No. 7 of the Notice (As a Special Resolution)		Payment of profit commission to non-executive Directors of the Company for further period of 3 years commencing from 2015-16 to 2017-18 within the limits prescribed under Companies Act 2013				
Manner of Voting	For	%	Against	%	Abstained/ Invalid	
1. Remote e-voting	6,70,478	99.84	1,098	0.16	0	
2. Poll	1,69,78,961	100	0	-	0	
Total	1,76,49,439	100	1098	-	0	
Item No. 8 of the Notice (As an Ordinary Resolution)		Re-appointment of M/s. Brahmayya & Co. Chartered Accountants Hyderabad as a Branch Auditors of the Company in the state of Andhrapradesh and Telangana for the financial year 15-16 and fix their remuneration with an authority to Board to appoint Branch auditor(s) in other states if required				
Manner of Voting	For	%	Against	%	Abstained/ Invalid	
1. Remote e-voting	4,523	0.67	6,67,058	99.33	0	
2. Poll	1,69,78,961	100	0	-	0	
Total	1,69,83,484	96.22	6,67,058	3.78	0	




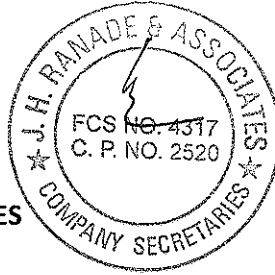


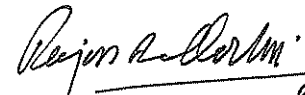
Item No. 9 of the Notice (As an Ordinary Resolution)	Pursuant to Section 148 ratify the remuneration of Mr. Vikas Vinayak Deodhar cost accountant Mumbai as cost auditor of the Company for the financial year 15-16.				
Manner of Voting	For	%	Against	%	Abstained/ Invalid
1. Remote e- voting	6,70,733	99.87	848	0.13	0
2. Poll	1,69,78,961	100	0	-	0
Total	1,76,49,694	100	848	-	0

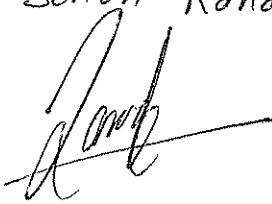
I hereby confirm that I am maintaining the Registers received from the Service Providers both Electronically and Manually in respect of votes cast through e-voting and Poll by the Share holders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,
Yours faithfully,

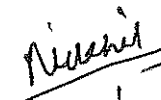

J. H. RANADE
PROPRIETOR
J. H. RANADE & ASSOCIATES
MEMBERSHIP NO. 4317
COP NO. 2520
Place : Thane
Date: 4th August, 2015




Signed by Mr. Rajas R. Doshi. 05/08/2015
Chairman of the meeting
In respect of Item no. 1 to 9

Sohan Ranade


Nikhil Sarfare


4/08/2015